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**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.

For calendar year 2010, or tax year beginning 05/01, 2010, and ending 04/30, 2011

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: JOHNSON FAMILY FOUNDATION 15-3645 A Employer identification number: 31-1542859

Number and street (or P.O. box number if mail is not delivered to street address): P. O. BOX 1118, ML CN-OH-W10X Room/suite:  B Telephone number (see page 10 of the instructions): (513) 632-4633

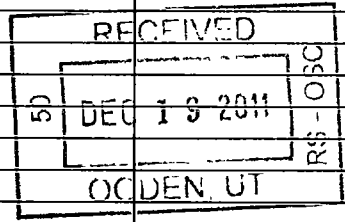
City or town, state, and ZIP code: CINCINNATI, OH 45201-1118

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) ▶ \$ 6,450,202. J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis.)

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 . ▶

| 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)                   | 350,000.                           |                           |                         |   |
|  | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |   |
|  | 3 Interest on savings and temporary cash investments                               |                                    |                           |                         |   |
|  | 4 Dividends and interest from securities   | 128,674.                           | 128,545.                  | 129.                    |   |
|  | 5a Gross rents   |                                    |                           |                         |   |
|  | b Net rental income or (loss)  |                                    |                           |                         |   |
|  | 6a Net gain or (loss) from sale of assets not on line 10                           | 38,460.                            |                           |                         |   |
|  | b Gross sales price for all assets on line 6a                                      | 666,734.                           |                           |                         |   |
|  | 7 Capital gain net income (from Part IV, line 2)                                   |                                    | 38,460.                   |                         |   |
|  | 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)  | 18.  |                                    | 18.                       | STMT 1                  |   |
| 12 Total. Add lines 1 through 11   | 517,152.   | 167,005.                           | 147.                      |                         |   |
| Operating and Administrative Expenses  | 13 Compensation of officers, directors, trustees, etc.                             |                                    |                           |                         |   |
|  | 14 Other employee salaries and wages   |                                    | NONE                      | NONE                    |   |
|  | 15 Pension plans, employee benefits  |                                    | NONE                      | NONE                    |   |
|  | 16a Legal fees (attach schedule) STMT 2  | 3,950.                             | NONE                      | NONE                    | 3,950.  |
|  | b Accounting fees (attach schedule)  |                                    |                           |                         |   |
|  | c Other professional fees (attach schedule) STMT 3                                 | 46,782.                            | 42,104.                   |                         | 4,678.  |
|  | 17 Interest  |                                    |                           |                         |   |
|  | 18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4                | 3,650.                             | 3,650.                    |                         |   |
|  | 19 Depreciation (attach schedule) and depletion                                    |                                    |                           |                         |   |
|  | 20 Occupancy   |                                    |                           |                         |   |
|  | 21 Travel, conferences, and meetings   |                                    | NONE                      | NONE                    |   |
|  | 22 Printing and publications   |                                    | NONE                      | NONE                    |   |
|  | 23 Other expenses (attach schedule) STMT 5   | 341.                               | 141.                      |                         | 200.  |
|  | 24 Total operating and administrative expenses. Add lines 13 through 23            | 54,723.                            | 45,895.                   | NONE                    | 8,828.  |
|  | 25 Contributions, gifts, grants paid   | 279,482.                           |                           |                         | 279,482.  |
| 26 Total expenses and disbursements. Add lines 24 and 25   | 334,205.   | 45,895.                            | NONE                      | 288,310.                |   |
| 27 Subtract line 26 from line 12.  |  |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements  | 182,947.   |                                    |                           |                         |   |
| b Net investment income (if negative, enter -0-)   |  | 121,110.                           |                           |                         |   |
| c Adjusted net income (if negative, enter -0-)   |  |                                    | 147.                      |                         |   |



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| Part II Balance Sheets      |   | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)                    |   | Beginning of year     | End of year |  |
|-----------------------------|---|--|---|-----------------------|-------------|--|
|                             |   | (a) Book Value   | (b) Book Value  | (c) Fair Market Value |             |  |
| Assets                      | 1   | Cash - non-interest-bearing . . . . .  |   |                       |             |  |
|                             | 2   | Savings and temporary cash investments . . . . .   | 247,563.  | 187,626.              | 187,626.    |  |
|                             | 3   | Accounts receivable ▶<br>Less allowance for doubtful accounts ▶  |   |                       |             |  |
|                             | 4   | Pledges receivable ▶<br>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) ▶<br>Less: allowance for doubtful accounts ▶  | NONE  |                       |             |  |
|                             | 8   | Inventories for sale or use . . . . .  |   |                       |             |  |
|                             | 9   | Prepaid expenses and deferred charges . . . . .  |   |                       |             |  |
|                             | 10 a  | Investments - U.S. and state government obligations (attach schedule) . . . . .  | STMT 6<br>49,578.                                     |                       |             |  |
|                             | b   | Investments - corporate stock (attach schedule) . . . . .  | STMT 7<br>2,865,123.                                  | 3,203,981.            | 5,446,702.  |  |
|                             | c   | Investments - corporate bonds (attach schedule) . . . . .  | STMT 12<br>151,465.                                   | 101,005.              | 106,819.    |  |
|                             | 11  | Investments - land, buildings, and equipment basis<br>Less accumulated depreciation (attach schedule) ▶                                |   |                       |             |  |
|                             | 12  | Investments - mortgage loans . . . . .   |   |                       |             |  |
|                             | 13  | Investments - other (attach schedule) . . . . .  | STMT 13<br>520,307.                                   | 524,383.              | 709,055.    |  |
|                             | 14  | Land, buildings, and equipment basis<br>Less accumulated depreciation (attach schedule) ▶  |   |                       |             |  |
| 15                          | Other assets (describe ▶ )  |  |   |                       |             |  |
| 16                          | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .              | 3,834,036.   | 4,016,995.  | 6,450,202.            |             |  |
| 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                          | <b>Total liabilities</b> (add lines 17 through 22) . . . . .  |  |   |                       |             |  |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>   |  | 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. ▶ <input checked="" type="checkbox"/> |  |   |                       |             |  |
|                             | 27  | Capital stock, trust principal, or current funds . . . . .   | 3,834,036.  | 4,016,995.            |             |  |
|                             | 28  | Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .   |   |                       |             |  |
| 29                          | Retained earnings, accumulated income, endowment, or other funds . . . . .  |  |   |                       |             |  |
| 30                          | <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .  | 3,834,036.   | 4,016,995.  |                       |             |  |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .                           | 3,834,036.   | 4,016,995.  |                       |             |  |

**Part III Analysis of Changes in Net Assets or Fund Balances**

|   |  |   |            |
|---|--|---|------------|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . . | 1 | 3,834,036. |
| 2 | Enter amount from Part I, line 27a . . . . .   | 2 | 182,947.   |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 17  | 3 | 12.        |
| 4 | Add lines 1, 2, and 3 . . . . .  | 4 | 4,016,995. |
| 5 | Decreases not included in line 2 (itemize) ▶   | 5 |            |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .   | 6 | 4,016,995. |

**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<br>P-Purchase<br>D-Donation  | (c) Date acquired<br>(mo., day, yr.)   | (d) Date sold<br>(mo., day, yr.) |
|---|--|---|--|----------------------------------|
| <b>1a SEE PART IV DETAIL</b>  |  |   |  |                                  |
| <b>b</b>  |  |   |  |                                  |
| <b>c</b>  |  |   |  |                                  |
| <b>d</b>  |  |   |  |                                  |
| <b>e</b>  |  |   |  |                                  |
| (e) Gross sales price   | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale                                     | (h) Gain or (loss)<br>(e) plus (f) minus (g)   |                                  |
| <b>a</b>  |  |   |  |                                  |
| <b>b</b>  |  |   |  |                                  |
| <b>c</b>  |  |   |  |                                  |
| <b>d</b>  |  |   |  |                                  |
| <b>e</b>  |  |   |  |                                  |
| 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<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any                                     |  |                                  |
| <b>a</b>  |  |   |  |                                  |
| <b>b</b>  |  |   |  |                                  |
| <b>c</b>  |  |   |  |                                  |
| <b>d</b>  |  |   |  |                                  |
| <b>e</b>  |  |   |  |                                  |
| <b>2</b> Capital gain net income or (net capital loss)  |  | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | <b>2</b>   | 38,460.                          |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).<br>If (loss), enter -0- in Part I, line 8. |  |   | }  | <b>3</b>                         |

**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)<br>Base period years<br>Calendar year (or tax year beginning in)   | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|--|--|--|---|
| 2009   | 246,815.                                 | 5,043,589.                                   | 0.04893638241   |
| 2008   | 276,598.                                 | 4,948,870.                                   | 0.05589114283   |
| 2007   | 279,683.                                 | 6,158,947.                                   | 0.04541084702   |
| 2006   | 241,279.                                 | 5,509,863.                                   | 0.04379038099   |
| 2005   | 217,808.                                 | 4,671,500.                                   | 0.04662485283   |
| <b>2</b> Total of line 1, column (d)   |  |  | <b>2</b> 0.24065360608                                      |
| <b>3</b> 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  |  |  | <b>3</b> 0.04813072122                                      |
| <b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5  |  |  | <b>4</b> 5,548,004.   |
| <b>5</b> Multiply line 4 by line 3   |  |  | <b>5</b> 267,029.   |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)  |  |  | <b>6</b> 1,211.   |
| <b>7</b> Add lines 5 and 6   |  |  | <b>7</b> 268,240.   |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>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. |  |  | <b>8</b> 288,310.   |

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Total tax due is 1,211.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and foundation status. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) . . . . . 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of U.S. BANK, N.A. Telephone no. (513) 632-4633
Located at PO BOX 1118, ML CN-OH-W10X, CINCINNATI, OH ZIP + 4 45201-1118
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 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 Yes No X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . Yes X 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 X 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 X 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 X 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 X
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 X 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)?  Yes  No  
 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?  Yes  No  
 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?  Yes  No

|           |  |  |   |
|-----------|--|--|---|
|           |  |  |   |
| <b>5b</b> |  |  |   |
| <b>6b</b> |  |  | X |
| <b>7b</b> |  |  |   |

**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 STATEMENT 19     |   | -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  |   | NONE             | NONE  | NONE                                  |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |

Total number of other employees paid over \$50,000  NONE

**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   |                     | 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 NONE |          |
| 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.)

|          |  |           |            |
|----------|--|-----------|------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:              |           |            |
| <b>a</b> | Average monthly fair market value of securities  | <b>1a</b> | 5,345,778. |
| <b>b</b> | Average of monthly cash balances   | <b>1b</b> | 286,713.   |
| <b>c</b> | Fair market value of all other assets (see page 25 of the instructions)  | <b>1c</b> | NONE       |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)  | <b>1d</b> | 5,632,491. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)                | <b>1e</b> |            |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets   | <b>2</b>  | NONE       |
| <b>3</b> | Subtract line 2 from line 1d   | <b>3</b>  | 5,632,491. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) | <b>4</b>  | 84,487.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4              | <b>5</b>  | 5,548,004. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5   | <b>6</b>  | 277,400.   |

**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.)

|           |   |           |          |
|-----------|---|-----------|----------|
| <b>1</b>  | Minimum investment return from Part X, line 6   | <b>1</b>  | 277,400. |
| <b>2a</b> | Tax on investment income for 2010 from Part VI, line 5  | <b>2a</b> | 1,211.   |
| <b>b</b>  | Income tax for 2010. (This does not include the tax from Part VI.)  | <b>2b</b> |          |
| <b>c</b>  | Add lines 2a and 2b   | <b>2c</b> | 1,211.   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 276,189. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions   | <b>4</b>  | NONE     |
| <b>5</b>  | Add lines 3 and 4   | <b>5</b>  | 276,189. |
| <b>6</b>  | Deduction from distributable amount (see page 25 of the instructions)                                     | <b>6</b>  | NONE     |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 276,189. |

**Part XII Qualifying Distributions** (see page 25 of the instructions)

|          |   |           |          |
|----------|---|-----------|----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  |           |          |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26   | <b>1a</b> | 288,310. |
| <b>b</b> | Program-related investments - total from Part IX-B  | <b>1b</b> |          |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes   | <b>2</b>  | NONE     |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:  |           |          |
| <b>a</b> | Suitability test (prior IRS approval required)  | <b>3a</b> | NONE     |
| <b>b</b> | Cash distribution test (attach the required schedule)   | <b>3b</b> | NONE     |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4   | <b>4</b>  | 288,310. |
| <b>5</b> | 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) | <b>5</b>  | 1,211.   |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4   | <b>6</b>  | 287,099. |

**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)<br>Corpus | (b)<br>Years prior to 2009 | (c)<br>2009 | (d)<br>2010 |
|---|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .   |               |                            |             | 276,189.    |
| <b>2</b> Undistributed income, if any, as of the end of 2010  |               |                            |             |             |
| <b>a</b> Enter amount for 2009 only . . . . .   |               |                            | 246,727.    |             |
| <b>b</b> Total for prior years: 20 <u>08</u> , 20 _____, 20 _____   |               | NONE                       |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2010  |               |                            |             |             |
| <b>a</b> From 2005 . . . . .  | NONE          |                            |             |             |
| <b>b</b> From 2006 . . . . .  | NONE          |                            |             |             |
| <b>c</b> From 2007 . . . . .  | NONE          |                            |             |             |
| <b>d</b> From 2008 . . . . .  | NONE          |                            |             |             |
| <b>e</b> From 2009 . . . . .  | NONE          |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .  | NONE          |                            |             |             |
| <b>4</b> Qualifying distributions for 2010 from Part XII, line 4. ► \$ <u>288,310.</u>  |               |                            |             |             |
| <b>a</b> Applied to 2009, but not more than line 2a . . . . .   |               |                            | 246,727.    |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .   |               | NONE                       |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .   | NONE          |                            |             |             |
| <b>d</b> Applied to 2010 distributable amount . . . . .   |               |                            |             | 41,583.     |
| <b>e</b> Remaining amount distributed out of corpus . . . . .   | NONE          |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2010 . . . . .<br>(If an amount appears in column (d), the same amount must be shown in column (a).)                                     | NONE          |                            |             | NONE        |
| <b>6</b> Enter the net total of each column as indicated below:   |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5  | NONE          |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .   |               | NONE                       |             |             |
| <b>c</b> 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 . . . . . |               | NONE                       |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .  |               | NONE                       |             |             |
| <b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .   |               |                            |             |             |
| <b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011. . . . .   |               |                            |             | 234,606.    |
| <b>7</b> 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) . . . . .                   | NONE          |                            |             |             |
| <b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .   | NONE          |                            |             |             |
| <b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .  | NONE          |                            |             |             |
| <b>10</b> Analysis of line 9:   |               |                            |             |             |
| <b>a</b> Excess from 2006 . . . . .   | NONE          |                            |             |             |
| <b>b</b> Excess from 2007 . . . . .   | NONE          |                            |             |             |
| <b>c</b> Excess from 2008 . . . . .   | NONE          |                            |             |             |
| <b>d</b> Excess from 2009 . . . . .   | NONE          |                            |             |             |
| <b>e</b> Excess from 2010 . . . . .   | NONE          |                            |             |             |

**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)  4942(j)(3) or  4942(j)(5)

|  | Tax year |          | Prior 3 years |          | (e) Total |
|--|----------|----------|---------------|----------|-----------|
|  | (a) 2010 | (b) 2009 | (c) 2008      | (d) 2007 |           |
| <b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .                      |          |          |               |          |           |
| <b>b</b> 85% of line 2a . . . . .  |          |          |               |          |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .   |          |          |               |          |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .   |          |          |               |          |           |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .                                   |          |          |               |          |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon   |          |          |               |          |           |
| <b>a</b> "Assets" alternative test - enter:  |          |          |               |          |           |
| <b>(1)</b> Value of all assets . . . . .   |          |          |               |          |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .  |          |          |               |          |           |
| <b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .                              |          |          |               |          |           |
| <b>c</b> "Support" alternative test - enter:   |          |          |               |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . . |          |          |               |          |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .                                      |          |          |               |          |           |
| <b>(3)</b> Largest amount of support from an exempt organization . . . . .   |          |          |               |          |           |
| <b>(4)</b> 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).)

ARLYN T JOHNSON

**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  | 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)                          |   |                                |                                  |          |
| <p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 28</p> |   |                                |                                  |          |
| <b>Total</b>   |   |                                |                                  | 279,482. |
| <p>b <i>Approved for future payment</i></p>                  |   |                                |                                  |          |
| <b>Total</b>   |   |                                |                                  |          |



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.

Table with 4 columns: (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
Table with 3 columns: (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: Lynne J Ripston
Date: 1/12/11
Title: CO-TRUSTEE

Paid Preparer Use Only
Print/Type preparer's name: SCOTT MAIR, VICE PRESIDE
Preparer's signature: [Signature]
Date: 1-25-2011
Check if self-employed: [ ]
PTIN: P00365526
Firm's name: U.S. BANK, N.A.
Firm's EIN: 31-0841368
Firm's address: P.O. BOX 1118, ML: CN-OH-W10X CINCINNATI, OH 45201-1118
Phone no.: 513-632-4393

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

|  |   |
|--|---|
| <b>Name of the organization</b><br><br>JOHNSON FAMILY FOUNDATION 15-3645 | <b>Employer identification number</b><br><br>31-1542859 |
|--|---|

**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 33 1/3% 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 line 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<br><b>JOHNSON FAMILY FOUNDATION 15-3645</b> | Employer identification number<br><b>31-1542859</b> |
|--|---|

**Part I Contributors** (see instructions)

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4   | (c)<br>Aggregate contributions | (d)<br>Type of contribution   |
|------------|---|--------------------------------|---|
| 1          | ARLYN JOHNSON<br>-----<br>PO BOX 1118, ML CN-OH-W10X<br>-----<br>CINCINNATI, OH 45201-1118<br>----- | \$ ----- 350,000.              | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution) |
| -----      | -----   | \$ -----                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)           |
| -----      | -----   | \$ -----                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)           |
| -----      | -----   | \$ -----                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)           |
| -----      | -----   | \$ -----                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)           |
| -----      | -----   | \$ -----                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
| -----      | -----   | \$ -----                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |



**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description  |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired       | Date sold  |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|------------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis  | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)   |            |
|  |                                       | TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS                                    |                          |                                 |                                    |              | 3,401.                 |            |
|  |                                       | TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS                                     |                          |                                 |                                    |              | 2,189.                 |            |
| 5,651.00                                     |                                       | 234. ABB LTD COM<br>PROPERTY TYPE: SECURITIES<br>5,944.00                  |                          |                                 |                                    |              | 01/11/2008<br>-293.00  | 01/27/2011 |
| 7,371.00                                     |                                       | 83. AGRIMUM INC<br>PROPERTY TYPE: SECURITIES<br>5,713.00                   |                          |                                 |                                    |              | 01/11/2008<br>1,658.00 | 01/27/2011 |
| 2,112.00                                     |                                       | 151. ALLIANZ SE A D R<br>PROPERTY TYPE: SECURITIES<br>2,106.00             |                          |                                 |                                    |              | 01/27/2011<br>6.00     | 03/10/2011 |
| 3,404.00                                     |                                       | 136. ANGLO AMERICAN PLC A D R<br>PROPERTY TYPE: SECURITIES<br>3,786.00     |                          |                                 |                                    |              | 01/11/2008<br>-382.00  | 01/27/2011 |
| 2,482.00                                     |                                       | 44. ANHEUSER BUSCH INBEV NV A D R<br>PROPERTY TYPE: SECURITIES<br>2,756.00 |                          |                                 |                                    |              | 10/15/2010<br>-274.00  | 01/27/2011 |
| 2,222.00                                     |                                       | 74. ARCELORMITTAL NY REGISTERED<br>PROPERTY TYPE: SECURITIES<br>2,999.00   |                          |                                 |                                    |              | 02/11/2010<br>-777.00  | 07/14/2010 |
| 2,229.00                                     |                                       | 70. ARCELORMITTAL NY REGISTERED<br>PROPERTY TYPE: SECURITIES<br>2,561.00   |                          |                                 |                                    |              | 02/11/2010<br>-332.00  | 07/27/2010 |
| 3,913.00                                     |                                       | 139. ARM HLDGS PLC A D R<br>PROPERTY TYPE: SECURITIES<br>1,765.00          |                          |                                 |                                    |              | 06/29/2010<br>2,148.00 | 04/19/2011 |
| 5,502.00                                     |                                       | 114. ASTRAZENECA P L C SPSD A D R<br>PROPERTY TYPE: SECURITIES<br>5,340.00 |                          |                                 |                                    |              | 08/15/2008<br>162.00   | 01/27/2011 |
| 9,092.00                                     |                                       | 204. ATHEROS COMMUNICATIONS INC<br>PROPERTY TYPE: SECURITIES<br>5,724.00   |                          |                                 |                                    |              | 09/24/2010<br>3,368.00 | 01/13/2011 |

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description  |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold  |
|--|---------------------------------------|--|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis  | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |            |
| 4,612.00                                     |                                       | 203. ATLAS COPCO AB A D R CL B<br>PROPERTY TYPE: SECURITIES<br>2,538.00          |                          |                                |                                    |              | 01/11/2008           | 01/27/2011 |
|  |                                       |  |                          |                                |                                    |              | 2,074.00             |            |
| 5,658.00                                     |                                       | 174. AVNET INC<br>PROPERTY TYPE: SECURITIES<br>4,725.00                          |                          |                                |                                    |              | 02/12/2010           | 03/21/2011 |
|  |                                       |  |                          |                                |                                    |              | 933.00               |            |
| 3,377.00                                     |                                       | 200. AXA A D R<br>PROPERTY TYPE: SECURITIES<br>7,666.00                          |                          |                                |                                    |              | 01/11/2008           | 12/15/2010 |
|  |                                       |  |                          |                                |                                    |              | -4,289.00            |            |
| 6,149.00                                     |                                       | 78. B A S F A G A D R<br>PROPERTY TYPE: SECURITIES<br>5,077.00                   |                          |                                |                                    |              | 10/15/2010           | 01/27/2011 |
|  |                                       |  |                          |                                |                                    |              | 1,072.00             |            |
| 2,786.00                                     |                                       | 36. B H P BILLITON PLC SPSP A D R<br>PROPERTY TYPE: SECURITIES<br>2,837.00       |                          |                                |                                    |              | 11/08/2010           | 01/27/2011 |
|  |                                       |  |                          |                                |                                    |              | -51.00               |            |
| 5,371.00                                     |                                       | 141. B N P PARIBAS S A A D R<br>PROPERTY TYPE: SECURITIES<br>4,753.00            |                          |                                |                                    |              | 05/11/2010           | 01/27/2011 |
|  |                                       |  |                          |                                |                                    |              | 618.00               |            |
| 5,505.00                                     |                                       | 191. B T GROUP P L C A D R<br>PROPERTY TYPE: SECURITIES<br>5,171.00              |                          |                                |                                    |              | 12/10/2010           | 01/27/2011 |
|  |                                       |  |                          |                                |                                    |              | 334.00               |            |
| 3,964.00                                     |                                       | 120. BALLY TECHNOLOGIES INC<br>PROPERTY TYPE: SECURITIES<br>4,215.00             |                          |                                |                                    |              | 07/22/2009           | 06/29/2010 |
|  |                                       |  |                          |                                |                                    |              | -251.00              |            |
| 2,625.00                                     |                                       | 136. BANCO BRADESCO A D R<br>PROPERTY TYPE: SECURITIES<br>2,499.00               |                          |                                |                                    |              | 09/10/2010           | 01/27/2011 |
|  |                                       |  |                          |                                |                                    |              | 126.00               |            |
| 2,841.00                                     |                                       | 279. BANCO SANTANDER CENT HISPANO A D R<br>PROPERTY TYPE: SECURITIES<br>5,623.00 |                          |                                |                                    |              | 01/11/2008           | 05/06/2010 |
|  |                                       |  |                          |                                |                                    |              | -2,782.00            |            |
| 2,450.00                                     |                                       | 204. BANCO SANTANDER CENT HISPANO A D R<br>PROPERTY TYPE: SECURITIES<br>2,293.00 |                          |                                |                                    |              | 06/10/2009           | 05/10/2010 |
|  |                                       |  |                          |                                |                                    |              | 157.00               |            |

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description  |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired     | Date sold  |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis  | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |            |
| 2,859.00                                     |                                       | 238. BANCO SANTANDER CENT HISPANO A D R<br>PROPERTY TYPE: SECURITIES<br>4,797.00 |                          |                                 |                                    |              | 01/11/2008           | 05/10/2010 |
| 3,949.00                                     |                                       | 206. BARCLAYS PLC A D R<br>PROPERTY TYPE: SECURITIES<br>4,259.00                 |                          |                                 |                                    |              | 08/21/2009           | 01/27/2011 |
| 5,888.00                                     |                                       | 225. BAYERISCHE MOTOREN WERKE UNSPN A D<br>PROPERTY TYPE: SECURITIES<br>4,879.00 |                          |                                 |                                    |              | 11/08/2010           | 01/27/2011 |
| 4,407.00                                     |                                       | 67. BOC HONG KONG HLDGS LTD A D R<br>PROPERTY TYPE: SECURITIES<br>3,470.00       |                          |                                 |                                    |              | 06/13/2008           | 12/10/2010 |
| 3,978.00                                     |                                       | 60. BOC HONG KONG HLDGS LTD A D R<br>PROPERTY TYPE: SECURITIES<br>2,631.00       |                          |                                 |                                    |              | 09/11/2009           | 01/27/2011 |
| 11,169.00                                    |                                       | 148. BRITISH AMERN TOB PLC ADR<br>PROPERTY TYPE: SECURITIES<br>10,310.00         |                          |                                 |                                    |              | 12/09/2008           | 01/27/2011 |
| 3,780.00                                     |                                       | 16. CNOOC LTD A D R<br>PROPERTY TYPE: SECURITIES<br>2,649.00                     |                          |                                 |                                    |              | 03/10/2010           | 01/27/2011 |
| 6,434.00                                     |                                       | 102. CANADIAN PACIFIC RAILWAY LTD<br>PROPERTY TYPE: SECURITIES<br>6,245.00       |                          |                                 |                                    |              | 01/11/2008           | 03/29/2011 |
| 2,746.00                                     |                                       | 114. CENTRAL EUROPEAN DISTRIBUTION CORP<br>PROPERTY TYPE: SECURITIES<br>2,857.00 |                          |                                 |                                    |              | 08/26/2009           | 01/27/2011 |
| 2,472.00                                     |                                       | 120. CENTRICA PLC A D R<br>PROPERTY TYPE: SECURITIES<br>2,588.00                 |                          |                                 |                                    |              | 09/17/2010           | 01/27/2011 |
| 1,872.00                                     |                                       | 26. CITRIX SYS INC<br>PROPERTY TYPE: SECURITIES<br>903.00                        |                          |                                 |                                    |              | 01/11/2008           | 04/19/2011 |

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description   |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired     | Date sold |
|--|---------------------------------------|---|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis   | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |           |
| 332.00                                       |                                       | 6. COACH INC<br>PROPERTY TYPE: SECURITIES<br>196.00                         |                          |                                 |                                    | 11/03/2009   | 04/19/2011           |           |
| 6,650.00                                     |                                       | 104. COGNIZANT TECH SOLUTIONS CL A<br>PROPERTY TYPE: SECURITIES<br>3,167.00 |                          |                                 |                                    | 07/28/2009   | 09/24/2010           |           |
| 10,294.00                                    |                                       | 99. CUMMINS INC<br>PROPERTY TYPE: SECURITIES<br>4,102.00                    |                          |                                 |                                    | 06/23/2009   | 12/10/2010           |           |
| 4,512.00                                     |                                       | 96. DBS GROUP HLDGS LTD<br>PROPERTY TYPE: SECURITIES<br>5,129.00            |                          |                                 |                                    | 05/05/2009   | 01/27/2011           |           |
| 5,281.00                                     |                                       | 115. DARDEN RESTAURANTS INC<br>PROPERTY TYPE: SECURITIES<br>4,375.00        |                          |                                 |                                    | 06/23/2009   | 01/13/2011           |           |
| 2,428.00                                     |                                       | 76. DESARROLLADORA HOMEX A D R<br>PROPERTY TYPE: SECURITIES<br>2,361.00     |                          |                                 |                                    | 02/16/2010   | 01/27/2011           |           |
| 2,716.00                                     |                                       | 85. DESARROLLADORA HOMEX A D R<br>PROPERTY TYPE: SECURITIES<br>1,906.00     |                          |                                 |                                    | 04/14/2009   | 01/27/2011           |           |
| 2,770.00                                     |                                       | 40. DIAGEO PLC SPONSORED ADR NEW<br>PROPERTY TYPE: SECURITIES<br>2,943.00   |                          |                                 |                                    | 09/11/2008   | 09/28/2010           |           |
| 514.00                                       |                                       | 10. DRESSER RAND GROUP INC<br>PROPERTY TYPE: SECURITIES<br>452.00           |                          |                                 |                                    | 01/31/2011   | 04/19/2011           |           |
| 2,304.00                                     |                                       | 79. E ON A G A D R<br>PROPERTY TYPE: SECURITIES<br>5,596.00                 |                          |                                 |                                    | 03/31/2008   | 09/15/2010           |           |
| 2,070.00                                     |                                       | 30. DELHAIZE GROUP SPONS A D R<br>PROPERTY TYPE: SECURITIES<br>2,384.00     |                          |                                 |                                    | 07/15/2010   | 10/12/2010           |           |

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description   |                          |                                |                                    | P<br>or<br>D | Date<br>acquired        | Date sold  |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|-------------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis   | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)    |            |
| 42,626.00                                    |                                       | 1000. EXELON CORPORATION<br>PROPERTY TYPE: SECURITIES<br>50,848.00          |                          |                                |                                    |              | 12/10/2009<br>-8,222.00 | 10/06/2010 |
| 549.00                                       |                                       | 12. FMC TECHNOLOGIES INC<br>PROPERTY TYPE: SECURITIES<br>214.00             |                          |                                |                                    |              | 06/23/2009<br>335.00    | 04/19/2011 |
| 50,000.00                                    |                                       | 50000. F H L B DEB<br>PROPERTY TYPE: SECURITIES<br>50,000.00                |                          | 4.375% 10/22                   |                                    |              | 10/11/2007              | 10/22/2010 |
| 5,152.00                                     |                                       | 204. FLOWERS FOODS INC<br>PROPERTY TYPE: SECURITIES<br>5,136.00             |                          |                                |                                    |              | 03/11/2010<br>16.00     | 12/10/2010 |
| 6,043.00                                     |                                       | 49. FLOWSERVE CORP<br>PROPERTY TYPE: SECURITIES<br>4,340.00                 |                          |                                |                                    |              | 08/27/2009<br>1,703.00  | 01/31/2011 |
| 3,589.00                                     |                                       | 146. FOCUS MEDIA HOLDING A D R<br>PROPERTY TYPE: SECURITIES<br>2,312.00     |                          |                                |                                    |              | 06/09/2010<br>1,277.00  | 01/27/2011 |
| 4,344.00                                     |                                       | 80. FOMENTO ECONOMICO MEX SP A D R<br>PROPERTY TYPE: SECURITIES<br>2,967.00 |                          |                                |                                    |              | 01/11/2008<br>1,377.00  | 01/27/2011 |
|  |                                       | .0199 FRONTIER COMMUNICATIONS CORP<br>PROPERTY TYPE: SECURITIES             |                          |                                |                                    |              | 03/20/2001              | 07/13/2010 |
| 1,821.00                                     |                                       | 49. FUJIFILM HOLDINGS A D R<br>PROPERTY TYPE: SECURITIES<br>1,675.00        |                          |                                |                                    |              | 04/23/2010<br>146.00    | 01/27/2011 |
| 6,726.00                                     |                                       | 181. FUJIFILM HOLDINGS A D R<br>PROPERTY TYPE: SECURITIES<br>4,706.00       |                          |                                |                                    |              | 12/10/2009<br>2,020.00  | 01/27/2011 |
| 3,276.00                                     |                                       | 115. OAO GAZPROM SPON A D R<br>PROPERTY TYPE: SECURITIES<br>3,143.00        |                          |                                |                                    |              | 01/27/2011<br>133.00    | 02/02/2011 |

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description   |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired        | Date sold |
|--|---------------------------------------|---|--------------------------|---------------------------------|------------------------------------|--------------|-------------------------|-----------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis   | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)    |           |
| 3,964.00                                     |                                       | 106. GLAXO SMITHKLINE P L C A D R<br>PROPERTY TYPE: SECURITIES<br>3,756.00      |                          |                                 |                                    | 02/11/2009   | 01/27/2011<br>208.00    |           |
| 122.00                                       |                                       | 2. HITTITE MICROWAVE CORP<br>PROPERTY TYPE: SECURITIES<br>77.00                 |                          |                                 |                                    | 09/22/2009   | 04/19/2011<br>45.00     |           |
| 3,120.00                                     |                                       | 86. HONDA MTR LTD AMERN SHS<br>PROPERTY TYPE: SECURITIES<br>2,675.00            |                          |                                 |                                    | 01/11/2008   | 11/08/2010<br>445.00    |           |
| 3,763.00                                     |                                       | 87. HONDA MTR LTD AMERN SHS<br>PROPERTY TYPE: SECURITIES<br>2,969.00            |                          |                                 |                                    | 02/16/2010   | 01/27/2011<br>794.00    |           |
| 1,427.00                                     |                                       | 33. HONDA MTR LTD AMERN SHS<br>PROPERTY TYPE: SECURITIES<br>1,026.00            |                          |                                 |                                    | 01/11/2008   | 01/27/2011<br>401.00    |           |
| 3,108.00                                     |                                       | 294. INFINEON TECHNOLOGIES A G A D R<br>PROPERTY TYPE: SECURITIES<br>2,743.00   |                          |                                 |                                    | 12/15/2010   | 01/27/2011<br>365.00    |           |
| 3,169.00                                     |                                       | 62. INFORMATICA CORP<br>PROPERTY TYPE: SECURITIES<br>817.00                     |                          |                                 |                                    | 02/25/2009   | 04/19/2011<br>2,352.00  |           |
| 2,998.00                                     |                                       | 139. INTERCONTINENTAL HTLS GRP PLSPONS<br>PROPERTY TYPE: SECURITIES<br>2,506.00 |                          |                                 |                                    | 08/06/2010   | 01/27/2011<br>492.00    |           |
| 4,295.00                                     |                                       | 36. INTERCONTINENTAL EXCHANGE INC<br>PROPERTY TYPE: SECURITIES<br>6,240.00      |                          |                                 |                                    | 01/11/2008   | 04/19/2011<br>-1,945.00 |           |
| 3,616.00                                     |                                       | 96. JACOBS ENGR GROUP INC<br>PROPERTY TYPE: SECURITIES<br>7,785.00              |                          |                                 |                                    | 06/23/2009   | 06/29/2010<br>-4,169.00 |           |
| 6,923.00                                     |                                       | 182. JUNIPER NETWORKS INC<br>PROPERTY TYPE: SECURITIES<br>3,302.00              |                          |                                 |                                    | 04/14/2009   | 01/13/2011<br>3,621.00  |           |

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| Kind of Property                             |                                       | Description   |                          |                                |                                    | P<br>or<br>D | Date<br>acquired        | Date sold  |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|-------------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis   | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)    |            |
| 13,483.00                                    |                                       | 713. KEPPEL CORP LTD SPONS A D R<br>PROPERTY TYPE: SECURITIES<br>12,840.00        |                          |                                |                                    |              | 02/12/2008<br>643.00    | 01/27/2011 |
| 218.00                                       |                                       | 7.00346 LVMH MOET HENNESSY LOU VUITT A D<br>PROPERTY TYPE: SECURITIES<br>221.00   |                          |                                |                                    |              | 01/27/2011<br>-3.00     | 01/31/2011 |
| 2,797.00                                     |                                       | 89.99654 LVMH MOET HENNESSY LOU VUITT A<br>PROPERTY TYPE: SECURITIES<br>2,914.00  |                          |                                |                                    |              | 01/27/2011<br>-117.00   | 01/31/2011 |
| 3,645.00                                     |                                       | 117. LVMH MOET HENNESSY LOU VUITT A D R<br>PROPERTY TYPE: SECURITIES<br>3,767.00  |                          |                                |                                    |              | 11/09/2010<br>-122.00   | 02/01/2011 |
| -3,645.00                                    |                                       | 117. LVMH MOET HENNESSY LOU VUITT A D R<br>PROPERTY TYPE: SECURITIES<br>-3,767.00 |                          |                                |                                    |              | 11/09/2010<br>122.00    | 02/01/2011 |
| 630.00                                       |                                       | 20. LVMH MOET HENNESSY LOU VUITT A D R<br>PROPERTY TYPE: SECURITIES<br>632.00     |                          |                                |                                    |              | 01/27/2011<br>-2.00     | 02/01/2011 |
| 446.00                                       |                                       | 9. MICROS SYS INC<br>PROPERTY TYPE: SECURITIES<br>317.00                          |                          |                                |                                    |              | 02/12/2008<br>129.00    | 04/19/2011 |
| 3,101.00                                     |                                       | 675. MITSUBISHI UFJ FINL GRP A D R<br>PROPERTY TYPE: SECURITIES<br>6,342.00       |                          |                                |                                    |              | 05/09/2008<br>-3,241.00 | 10/15/2010 |
| 2,690.00                                     |                                       | 10. MITSUI & CO LTD SPSD ADR<br>PROPERTY TYPE: SECURITIES<br>2,806.00             |                          |                                |                                    |              | 12/10/2009<br>-116.00   | 08/12/2010 |
| 6,122.00                                     |                                       | 18. MITSUI & CO LTD SPSD ADR<br>PROPERTY TYPE: SECURITIES<br>4,051.00             |                          |                                |                                    |              | 06/30/2009<br>2,071.00  | 01/27/2011 |
| 2,294.00                                     |                                       | 40. NESTLE S A SPONSORED ADR REPSTG REG<br>PROPERTY TYPE: SECURITIES<br>1,783.00  |                          |                                |                                    |              | 01/11/2008<br>511.00    | 11/09/2010 |

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description  |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired     | Date sold |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis  | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |           |
| 1,141.00                                     |                                       | 21. NESTLE S A SPONSORED ADR REPSTG REG<br>PROPERTY TYPE: SECURITIES<br>936.00 |                          |                                 |                                    | 01/11/2008   | 01/27/2011           |           |
|  |                                       |  |                          |                                 |                                    | 205.00       |                      |           |
| 2,305.00                                     |                                       | 103. NIDEC CORPORATION A D R<br>PROPERTY TYPE: SECURITIES<br>2,682.00          |                          |                                 |                                    | 04/23/2010   | 09/15/2010           |           |
|  |                                       |  |                          |                                 |                                    | -377.00      |                      |           |
| 2,550.00                                     |                                       | 125. NISSAN MTR LTD SPONSORED ADR<br>PROPERTY TYPE: SECURITIES<br>2,430.00     |                          |                                 |                                    | 12/15/2010   | 01/27/2011           |           |
|  |                                       |  |                          |                                 |                                    | 120.00       |                      |           |
| 3,305.00                                     |                                       | 162. NISSAN MTR LTD SPONSORED ADR<br>PROPERTY TYPE: SECURITIES<br>2,632.00     |                          |                                 |                                    | 12/10/2009   | 01/27/2011           |           |
|  |                                       |  |                          |                                 |                                    | 673.00       |                      |           |
| 6,056.00                                     |                                       | 69. NOBLE ENERGY INC<br>PROPERTY TYPE: SECURITIES<br>5,542.00                  |                          |                                 |                                    | 01/11/2008   | 01/31/2011           |           |
|  |                                       |  |                          |                                 |                                    | 514.00       |                      |           |
| 697.00                                       |                                       | 13. NORDSON CORP<br>PROPERTY TYPE: SECURITIES<br>500.00                        |                          |                                 |                                    | 04/26/2010   | 04/19/2011           |           |
|  |                                       |  |                          |                                 |                                    | 197.00       |                      |           |
| 2,448.00                                     |                                       | 42. NOVARTIS AG A D R<br>PROPERTY TYPE: SECURITIES<br>2,435.00                 |                          |                                 |                                    | 01/11/2008   | 12/16/2010           |           |
|  |                                       |  |                          |                                 |                                    | 13.00        |                      |           |
| 8,501.00                                     |                                       | 151. NOVARTIS AG A D R<br>PROPERTY TYPE: SECURITIES<br>8,087.00                |                          |                                 |                                    | 08/28/2008   | 01/27/2011           |           |
|  |                                       |  |                          |                                 |                                    | 414.00       |                      |           |
| 49.00  |                                       | .84 NOVARTIS AG A D R<br>PROPERTY TYPE: SECURITIES<br>47.00                    |                          |                                 |                                    | 04/08/2011   | 04/28/2011           |           |
|  |                                       |  |                          |                                 |                                    | 2.00         |                      |           |
| 31.00  |                                       | .5332 NOVARTIS AG A D R<br>PROPERTY TYPE: SECURITIES<br>30.00                  |                          |                                 |                                    | 04/08/2011   | 04/28/2011           |           |
|  |                                       |  |                          |                                 |                                    | 1.00         |                      |           |
| 2,778.00                                     |                                       | 25. NOVO NORDISK AS A D R<br>PROPERTY TYPE: SECURITIES<br>2,891.00             |                          |                                 |                                    | 01/27/2011   | 02/04/2011           |           |
|  |                                       |  |                          |                                 |                                    | -113.00      |                      |           |



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| Kind of Property                             |                                       | Description  |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired        | Date sold  |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|-------------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis  | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)    |            |
| 4,421.00                                     |                                       | 70. LUKOIL SPON A D R<br>PROPERTY TYPE: SECURITIES<br>3,339.00                   |                          |                                 |                                    |              | 08/27/2009<br>1,082.00  | 01/27/2011 |
| 3,589.00                                     |                                       | 71. ORIX CORP SPONS A D R<br>PROPERTY TYPE: SECURITIES<br>2,375.00               |                          |                                 |                                    |              | 08/19/2009<br>1,214.00  | 01/27/2011 |
| 736.00                                       |                                       | 6. PANERA BREAD COMPANY CL A<br>PROPERTY TYPE: SECURITIES<br>433.00              |                          |                                 |                                    |              | 01/28/2010<br>303.00    | 04/19/2011 |
| 2,539.00                                     |                                       | 29. PERRIGO CO<br>PROPERTY TYPE: SECURITIES<br>947.00                            |                          |                                 |                                    |              | 11/25/2008<br>1,592.00  | 04/19/2011 |
| 390.00                                       |                                       | 12.00012 PETROLEO BRASILEIRO SPON A D R<br>PROPERTY TYPE: SECURITIES<br>559.00   |                          |                                 |                                    |              | 01/11/2008<br>-169.00   | 01/27/2011 |
| 2,115.00                                     |                                       | 64.99988 PETROLEO BRASILEIRO SPON A D R<br>PROPERTY TYPE: SECURITIES<br>3,030.00 |                          |                                 |                                    |              | 01/11/2008<br>-915.00   | 01/27/2011 |
| 7,542.00                                     |                                       | 22. PRICELINE COM INC<br>PROPERTY TYPE: SECURITIES<br>4,580.00                   |                          |                                 |                                    |              | 11/17/2009<br>2,962.00  | 09/24/2010 |
| 6,044.00                                     |                                       | 77. QUALITY SYSTEMS INC<br>PROPERTY TYPE: SECURITIES<br>3,038.00                 |                          |                                 |                                    |              | 11/11/2008<br>3,006.00  | 02/22/2011 |
| 3,403.00                                     |                                       | 182. QUANTA SVCS INC<br>PROPERTY TYPE: SECURITIES<br>4,246.00                    |                          |                                 |                                    |              | 03/04/2008<br>-843.00   | 08/12/2010 |
| 4,235.00                                     |                                       | 61. RWE AG A D R<br>PROPERTY TYPE: SECURITIES<br>8,741.00                        |                          |                                 |                                    |              | 01/11/2008<br>-4,506.00 | 10/15/2010 |
| 3,170.00                                     |                                       | 64. RIO TINTO PLC A D R<br>PROPERTY TYPE: SECURITIES<br>2,441.00                 |                          |                                 |                                    |              | 08/19/2009<br>729.00    | 05/10/2010 |

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description   |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired     | Date sold  |
|--|---------------------------------------|---|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis   | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |            |
| 38.00  |                                       | .5619 ROYAL DUTCH SHELL PLC A D R<br>PROPERTY TYPE: SECURITIES<br>32.00           |                          |                                 |                                    |              | 05/22/1998           | 12/29/2010 |
| 2,967.00                                     |                                       | 42. ROYAL DUTCH SHELL PLC A D R<br>PROPERTY TYPE: SECURITIES<br>2,689.00          |                          |                                 |                                    |              | 11/22/2010           | 01/27/2011 |
| 3,620.00                                     |                                       | 231. KONINKLIJKE (ROYAL) KPN NV SP ADR<br>PROPERTY TYPE: SECURITIES<br>4,343.00   |                          |                                 |                                    |              | 01/11/2008           | 01/27/2011 |
| 3,123.00                                     |                                       | 89. SANOFI A D R<br>PROPERTY TYPE: SECURITIES<br>3,131.00                         |                          |                                 |                                    |              | 09/11/2008           | 01/27/2011 |
| 4,829.00                                     |                                       | 37. SIEMENS AG A D R<br>PROPERTY TYPE: SECURITIES<br>3,748.00                     |                          |                                 |                                    |              | 09/28/2010           | 01/27/2011 |
| 994.00                                       |                                       | 18. SIGNATURE BK<br>PROPERTY TYPE: SECURITIES<br>650.00                           |                          |                                 |                                    |              | 09/25/2008           | 04/19/2011 |
| 3,289.00                                     |                                       | 253. SOCIETE GENERALE FRANCE SPONSOR ADR<br>PROPERTY TYPE: SECURITIES<br>3,054.00 |                          |                                 |                                    |              | 09/15/2010           | 01/27/2011 |
| 2,288.00                                     |                                       | 176. SOCIETE GENERALE FRANCE SPONSOR ADR<br>PROPERTY TYPE: SECURITIES<br>2,741.00 |                          |                                 |                                    |              | 10/15/2009           | 01/27/2011 |
| 2,022.00                                     |                                       | 98. STATOIL ASA A D R<br>PROPERTY TYPE: SECURITIES<br>2,818.00                    |                          |                                 |                                    |              | 01/11/2008           | 11/22/2010 |
| 1,925.00                                     |                                       | 145. STERLITE INDS INDIA A D S<br>PROPERTY TYPE: SECURITIES<br>1,406.00           |                          |                                 |                                    |              | 05/06/2009           | 06/09/2010 |
| 23.00  |                                       | .5 STIFEL FINL CORP<br>PROPERTY TYPE: SECURITIES<br>19.00                         |                          |                                 |                                    |              | 03/19/2010           | 04/14/2011 |

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description  |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold               |
|--|---------------------------------------|--|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|-------------------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis  | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |                         |
| 3,966.00                                     |                                       | 19. STRAYER EDUCATION INC<br>PROPERTY TYPE: SECURITIES<br>4,147.00         |                          |                                |                                    |              | 06/23/2009           | 08/12/2010<br>-181.00   |
| 3,162.00                                     |                                       | 55. SWISS REINSURANCE CO SPSD ADR<br>PROPERTY TYPE: SECURITIES<br>2,726.00 |                          |                                |                                    |              | 01/13/2010           | 01/27/2011<br>436.00    |
| 7,175.00                                     |                                       | 112. SYBASE INC<br>PROPERTY TYPE: SECURITIES<br>4,617.00                   |                          |                                |                                    |              | 11/25/2009           | 05/21/2010<br>2,558.00  |
| 7,263.00                                     |                                       | 239. SYNIVERSE HLDGS INC<br>PROPERTY TYPE: SECURITIES<br>5,707.00          |                          |                                |                                    |              | 09/24/2010           | 11/01/2010<br>1,556.00  |
| 2,850.00                                     |                                       | 37. TELEFONICA SA SPON A D R<br>PROPERTY TYPE: SECURITIES<br>3,635.00      |                          |                                |                                    |              | 01/11/2008           | 11/09/2010<br>-785.00   |
| 4,112.00                                     |                                       | 162. TELEFONICA SA SPON A D R<br>PROPERTY TYPE: SECURITIES<br>4,499.00     |                          |                                |                                    |              | 03/04/2009           | 01/27/2011<br>-387.00   |
| 4,755.00                                     |                                       | 134. TENARIS SA ADR<br>PROPERTY TYPE: SECURITIES<br>5,479.00               |                          |                                |                                    |              | 01/13/2010           | 06/09/2010<br>-724.00   |
| 1,439.00                                     |                                       | 78. TESCO PLC A D R<br>PROPERTY TYPE: SECURITIES<br>1,506.00               |                          |                                |                                    |              | 01/27/2011           | 03/29/2011<br>-67.00    |
| 5,807.00                                     |                                       | 427. THOMPSON CREEK METALS CO INC<br>PROPERTY TYPE: SECURITIES<br>4,997.00 |                          |                                |                                    |              | 11/10/2009           | 01/27/2011<br>810.00    |
| 4,630.00                                     |                                       | 153. TOKIO MARINE HOLDINGS A D R<br>PROPERTY TYPE: SECURITIES<br>4,634.00  |                          |                                |                                    |              | 12/15/2008           | 01/27/2011<br>-4.00     |
| 6,766.00                                     |                                       | 114. TOTAL S A A D R<br>PROPERTY TYPE: SECURITIES<br>9,581.00              |                          |                                |                                    |              | 01/11/2008           | 01/27/2011<br>-2,815.00 |

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description   |                          |                                |                                    | P<br>or<br>D | Date<br>acquired        | Date sold  |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|-------------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis   | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)    |            |
| 5,767.00                                     |                                       | 360. TURKCELL ILETISIM HIZMET A D R<br>PROPERTY TYPE: SECURITIES<br>8,834.00    |                          |                                |                                    |              | 01/11/2008<br>-3,067.00 | 01/27/2011 |
| 1,824.00                                     |                                       | 37. ULTA SALON COSMETICS & FRAGRANCE<br>PROPERTY TYPE: SECURITIES<br>1,375.00   |                          |                                |                                    |              | 01/13/2011<br>449.00    | 04/19/2011 |
| 5,747.00                                     |                                       | 167. UNDER ARMOUR INC CL A<br>PROPERTY TYPE: SECURITIES<br>3,883.00             |                          |                                |                                    |              | 06/23/2009<br>1,864.00  | 06/29/2010 |
| 2,923.00                                     |                                       | 99. UNILEVER PLC SPSD ADR<br>PROPERTY TYPE: SECURITIES<br>2,522.00              |                          |                                |                                    |              | 03/12/2009<br>401.00    | 01/27/2011 |
| 2,689.00                                     |                                       | 86. VALE SA SP A D R<br>PROPERTY TYPE: SECURITIES<br>2,334.00                   |                          |                                |                                    |              | 09/28/2010<br>355.00    | 01/27/2011 |
| 6,191.00                                     |                                       | 198. VALE SA SP A D R<br>PROPERTY TYPE: SECURITIES<br>5,451.00                  |                          |                                |                                    |              | 01/11/2008<br>740.00    | 01/27/2011 |
| 3,024.00                                     |                                       | 105. VODAFONE GROUP PLC A D R<br>PROPERTY TYPE: SECURITIES<br>2,566.00          |                          |                                |                                    |              | 08/06/2010<br>458.00    | 01/27/2011 |
| 5,515.00                                     |                                       | 310. VOLVO AB SPONSORED A D R<br>PROPERTY TYPE: SECURITIES<br>4,102.00          |                          |                                |                                    |              | 09/28/2010<br>1,413.00  | 01/27/2011 |
| 1,243.00                                     |                                       | 20. WPP PLCSPONSORED A D R<br>PROPERTY TYPE: SECURITIES<br>1,254.00             |                          |                                |                                    |              | 01/27/2011<br>-11.00    | 03/10/2011 |
| 2,176.00                                     |                                       | 72. WAL MART DE MEXICO SAB DE CV A D R<br>PROPERTY TYPE: SECURITIES<br>2,076.00 |                          |                                |                                    |              | 01/27/2011<br>100.00    | 04/01/2011 |
| 50,000.00                                    |                                       | 50000. WELLS FARGO CO<br>PROPERTY TYPE: SECURITIES<br>50,460.00                 |                          | 4.875%                         | 1/12                               |              | 11/26/2008<br>-460.00   | 01/12/2011 |

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description   |                          |                                |                                    | P<br>or<br>D | Date<br>acquired          | Date sold  |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|---------------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis   | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)      |            |
| 2,731.00                                     |                                       | 100. ZURICH FINANCIAL SVCS A D R<br>PROPERTY TYPE: SECURITIES<br>1,978.00 |                          |                                |                                    |              | 12/04/2008<br>753.00      | 01/27/2011 |
| 1,283.00                                     |                                       | 56. CENTRAL EUROPEAN MEDIA ENT A<br>PROPERTY TYPE: SECURITIES<br>954.00   |                          |                                |                                    |              | 04/14/2009<br>329.00      | 08/06/2010 |
| 51,243.00                                    |                                       | 300. ALCON INC<br>PROPERTY TYPE: SECURITIES<br>46,384.00                  |                          |                                |                                    |              | 01/14/2010<br>4,859.00    | 04/12/2011 |
| 3,245.00                                     |                                       | 19. ALCON INC<br>PROPERTY TYPE: SECURITIES<br>3,101.00                    |                          |                                |                                    |              | 01/27/2011<br>144.00      | 04/12/2011 |
| 2,603.00                                     |                                       | 143. UBS AG REG<br>PROPERTY TYPE: SECURITIES<br>2,391.00                  |                          |                                |                                    |              | 08/27/2010<br>212.00      | 01/27/2011 |
| 1,611.00                                     |                                       | 17. CORE LABORATORIES N V<br>PROPERTY TYPE: SECURITIES<br>1,020.00        |                          |                                |                                    |              | 01/11/2008<br>591.00      | 04/19/2011 |
| TOTAL GAIN(LOSS) .....                       |                                       |   |                          |                                |                                    |              | -----<br>38,460.<br>===== |            |

FORM 990PF, PART I - OTHER INCOME  
=====

| DESCRIPTION                          | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | ADJUSTED<br>NET<br>INCOME |
|--------------------------------------|---|---------------------------|
| FEDERATED OHIO MUNI CASH TRUST INSTL | 18.                                     | 18.                       |
| TOTALS                               | 18.                                     | 18.                       |

FORM 990PF, PART I - LEGAL FEES

=====

| DESCRIPTION                    | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|--------------------------------|--------------------------------|-----------------------|---------------------|---------------------|
| LEGAL FEES - PRINCIPAL (ALLOCA | 3,950.                         |                       |                     | 3,950.              |
| TOTALS                         | 3,950.                         | NONE                  | NONE                | 3,950.              |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

| DESCRIPTION                   | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|-------------------------------|--------------------------------|-----------------------|---------------------|
| OTHER ALLOCABLE EXPENSES - 2% | 46,782.                        | 42,104.               | 4,678.              |
| TOTALS                        | 46,782.                        | 42,104.               | 4,678.              |



FORM 990PF, PART I - TAXES

=====

| DESCRIPTION                    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|--------------------------------|---|-----------------------------|
| FOREIGN TAXES                  | 2,663.                                  | 2,663.                      |
| FOREIGN TAXES ON QUALIFIED FOR | 959.                                    | 959.                        |
| FOREIGN TAXES ON NONQUALIFIED  | 28.                                     | 28.                         |
| TOTALS                         | 3,650.                                  | 3,650.                      |

FORM 990PF, PART I - OTHER EXPENSES

=====

| DESCRIPTION                   | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | CHARITABLE<br>PURPOSES |
|-------------------------------|---|-----------------------------|------------------------|
| -----                         | -----                                   | -----                       | -----                  |
| OTHER NON-ALLOCABLE EXPENSE - | 200.                                    |                             | 200.                   |
| OTHER NONALLOCABLE EXPENSES - | 141.                                    | 141.                        |                        |
| TOTALS                        | 341.                                    | 141.                        | 200.                   |
|                               | =====                                   | =====                       | =====                  |

JOHNSON FAMILY FOUNDATION 15-3645

31-1542859

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

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DESCRIPTION

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FEDERAL HOME LOAN BK 10/22/10

TOTALS

FORM 990PF, PART II - CORPORATE STOCK

=====

| DESCRIPTION                   | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|-------------------------------|----------------------|---------------|
| -----                         | -----                | ---           |
| ABBOTT LABS                   | 46,146.              | 67,652.       |
| ALCOA INC                     | 26,928.              | 25,500.       |
| AMERICAN EXPRESS CO           | 43,851.              | 49,080.       |
| AMGEN INC                     | 53,496.              | 51,165.       |
| AT&T INC                      | 26,402.              | 31,120.       |
| BAXTER INTL INC               | 39,790.              | 85,350.       |
| BECTON DICKINSON & CO         | 34,956.              | 42,970.       |
| BEMIS COMPANY INC             | 9,108.               | 9,402.        |
| CENTRAL EUROPEAN DISTRIBUTION |                      |               |
| CHEVRON CORPORATION           | 52,845.              | 153,216.      |
| CHURCH AND DWIGHT INC         | 5,473.               | 7,506.        |
| CISCO SYS INC                 | 55,811.              | 113,880.      |
| CITRIX SYS INC                | 3,439.               | 8,350.        |
| COSTCO WHSL CORP              | 25,093.              | 40,445.       |
| CUMMINS INC                   |                      |               |
| DUKE ENERGY CORP              | 9,928.               | 14,547.       |
| ECOLAB INC                    | 33,684.              | 52,760.       |
| EMERSON ELEC CO               | 54,059.              | 91,155.       |
| EXXON MOBIL CORP              | 69,007.              | 571,870.      |
| FPL GROUP INC                 |                      |               |
| GENERAL ELEC CO               | 6,353.               | 122,700.      |
| GENERAL MILLS INC             | 45,835.              | 77,160.       |
| GOLDMAN SACHS GROUP INC       | 66,235.              | 60,404.       |
| HARTFORD FINANCIAL SERVICES   | 19,853.              | 28,970.       |
| HEWLETT PACKARD CO            | 63,433.              | 80,740.       |
| I T T CORPORATION             | 29,078.              | 57,790.       |
| IDEXX LABS INC                | 5,569.               | 7,492.        |
| ILLINOIS TOOL WKS INC         | 49,450.              | 58,410.       |
| INFORMATICA CORP              | 1,845.               | 7,841.        |

FORM 990PF, PART II - CORPORATE STOCK

=====

| DESCRIPTION                  | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|------------------------------|----------------------|---------------|
| INTEL CORP                   | 74,351.              | 92,600.       |
| INTERCONTINENTALEXCHANGE INC |                      |               |
| INTUITIVE SURGICAL INC       | 5,756.               | 6,994.        |
| JACOBS ENGR GROUP INC        |                      |               |
| JOHNSON & JOHNSON            | 70,482.              | 85,436.       |
| JUNIPER NETWORKS INC         |                      |               |
| KIMBERLY CLARK CORP          | 58,678.              | 66,060.       |
| MCDONALDS CORP               | 44,500.              | 62,648.       |
| MEDTRONIC INC                | 45,035.              | 41,750.       |
| MICROS SYS INC               | 5,100.               | 7,543.        |
| MICROSOFT CORP               | 510.                 | 181,440.      |
| NOBLE ENERGY INC             |                      |               |
| OMNICOM GROUP INC            | 21,280.              | 24,595.       |
| ORACLE CORP                  | 39,875.              | 323,640.      |
| PEPSICO INC                  | 68,320.              | 68,890.       |
| PERRIGO CO                   | 2,372.               | 7,410.        |
| PRAXAIR INC                  | 26,715.              | 53,210.       |
| PROCTER & GAMBLE CO          | 19,379.              | 284,716.      |
| QUALITY SYSTEM INC           |                      |               |
| QUANTA SVCS INC              |                      |               |
| SIGNATURE BK                 | 4,693.               | 7,567.        |
| STAPLES INC                  | 23,880.              | 21,140.       |
| STRAYER EDUCATION INC        |                      |               |
| T ROWE PRICE GROUP INC       | 5,839.               | 7,003.        |
| UNITED TECHNOLOGIES CORP     | 64,305.              | 89,580.       |
| V F CORP                     | 5,191.               | 7,140.        |
| VERIZON COMMUNICATIONS       | 21,536.              | 18,890.       |
| WELLS FARGO & CO             | 43,470.              | 58,220.       |
| FIRST AMERICAN MID CAP GRWTH |                      |               |

FORM 990PF, PART II - CORPORATE STOCK

=====

| DESCRIPTION                    | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|----------------------|---------------|
| LAUDUS INTL MRKTMASTERS        | 403,327.             | 371,349.      |
| T ROWE PRICE INTL              | 100,000.             | 100,539.      |
| ALLEGHENY TECHNOLOGIES         | 4,772.               | 7,776.        |
| APACHE CORP                    | 31,162.              | 40,011.       |
| APPLE INC                      | 105,299.             | 140,052.      |
| AVNET                          |                      |               |
| BALLY TECH INC                 |                      |               |
| COACH INC                      | 4,256.               | 7,775.        |
| COGNIZANT TECH SOLUTIONS       |                      |               |
| DARDEN RESTAURANT              |                      |               |
| EXELON CORP                    |                      |               |
| FLOWERS FOODS                  |                      |               |
| FLOWSERVE                      |                      |               |
| FMC TECHNOLOGIES INC           | 2,778.               | 7,251.        |
| GENTEX CORP                    | 5,835.               | 8,245.        |
| GRAINGER W W                   | 4,760.               | 7,428.        |
| HITTITE MICROWAVE CORP         | 4,531.               | 7,534.        |
| INTERNATIONAL BUSINESS MACHINE | 78,269.              | 238,812.      |
| J P MORGAN CHASE               | 40,604.              | 45,630.       |
| MYLAN                          | 5,905.               | 7,700.        |
| NORDSON                        | 5,115.               | 7,577.        |
| O REILLY AUTOMOTIVE            | 4,865.               | 7,501.        |
| PANERA BREAD                   | 4,259.               | 7,145.        |
| PRICELINE COM                  |                      |               |
| STIFEL FINL                    |                      |               |
| SYBASE                         | 6,149.               | 7,354.        |
| UNDER ARMOUR                   |                      |               |
| IPATH DOW JONES UBS COMMODITY  | 74,868.              | 95,598.       |
| ISHARE MSCI EMERGING           | 158,815.             | 190,000.      |

FORM 990PF, PART II - CORPORATE STOCK

=====

| DESCRIPTION                    | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|----------------------|---------------|
| ISHARE TR IBOXX H Y            | 141,336.             | 148,560.      |
| PIMCO TOTAL RETURN FUND        | 100,000.             | 101,379.      |
| RAYTHEON CO WARRANT            | 1.                   | 1,399.        |
| ADTRAN INC                     | 8,078.               | 7,511.        |
| ALTRIA GROUP INC               | 24,209.              | 26,840.       |
| AMERICAN ELECTRIC POWER CO INC | 35,689.              | 36,480.       |
| ANSYS INC                      | 7,289.               | 7,685.        |
| COHERENT INC                   | 7,353.               | 8,314.        |
| DONALDSON CO INC               | 5,508.               | 7,593.        |
| DRESSER RAND GROUP INC         | 6,329.               | 7,356.        |
| FMC CORPORATION                | 6,602.               | 7,504.        |
| FRONTIER COMMUNICATIONS CORP   | 1,411.               | 992.          |
| GARDNER DENVER INC             | 6,778.               | 8,123.        |
| GENESEE & WYO INC CL A         | 7,217.               | 7,624.        |
| HMS HLDGS CORP                 | 4,993.               | 7,005.        |
| JOHNSON CONTROLS INC           | 38,850.              | 41,000.       |
| KENNAMETAL INC                 | 7,179.               | 7,895.        |
| KIRBY CORP                     | 7,625.               | 7,552.        |
| MEDCO HEALTH SOLUTIONS INC     | 22,383.              | 20,766.       |
| NETSCOUT SYS INC               | 7,319.               | 7,396.        |
| NEXTERA ENERGY INC             | 28,365.              | 56,570.       |
| P P G INDS INC                 | 24,873.              | 28,401.       |
| PEABODY ENERGY CORP            | 23,696.              | 26,728.       |
| ROSS STORES INC                | 5,664.               | 7,516.        |
| SCRIPPS NETWORKS INTERACTIVE I | 6,870.               | 7,507.        |
| SIMON PROPERTY GROUP INC       | 24,937.              | 28,635.       |
| SKYWORKS SOLUTIONS INC         | 8,304.               | 8,494.        |
| ULTRA SALON COSMETICS & FRAGRA | 5,389.               | 7,713.        |
| UNITED NAT FOODS INC           | 5,231.               | 7,172.        |

FORM 990PF, PART II - CORPORATE STOCK  
=====

| DESCRIPTION                 | ENDING BOOK VALUE | ENDING FMV |
|-----------------------------|-------------------|------------|
| NUVEEN MID CAP GRWTH OPP FD | 50,000.           | 59,768.    |
| TOTALS                      | 3,203,981.        | 5,446,702. |



JOHNSON FAMILY FOUNDATION 15-3645

31-1542859

FORM 990PF, PART II - CORPORATE BONDS  
=====

| DESCRIPTION                  | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|------------------------------|----------------------|---------------|
| WELLS FARGO CO 4.875 1/12/11 | 50,525.              | 53,127.       |
| IBM CORP 4.750 11/29/12      | 50,480.              | 53,692.       |
| PEPSICO INC 4.650 2/15/13    |                      |               |
| TOTALS                       | 101,005.             | 106,819.      |

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION COST/  
FMV

C OR F

-----

ENDING

BOOK VALUE

-----

ENDING

FMV

---

|                          |   |         |          |
|--------------------------|---|---------|----------|
| ABB LTD ADR              | C |         |          |
| ACCENTURE LTD            | C | 54,180. | 114,260. |
| ACE LTD                  | C | 26,899. | 40,350.  |
| AGRIUM INC               | C |         |          |
| ANGLO AMERICAN PLC ADR   | C |         |          |
| ASTRAZENECA              | C |         |          |
| ATLAS COPCO AB ADR CL B  | C |         |          |
| BANCO SANTRANDER         | C | 5,075.  | 5,905.   |
| BOC HONG KONG            | C |         |          |
| BRITISH AMERN            | C |         |          |
| CANADIAN PACIFIC RAILWAY | C |         |          |
| CENTRAL EUROPEAN MEDIA   | C |         |          |
| CORE LABORATORIES        | C | 4,502.  | 7,199.   |
| DBS GROUP                | C | 1,513.  | 2,496.   |
| DESARROLLADORA HOMEX     | C |         |          |
| DIAGEO PLC SPONSOR       | C |         |          |
| E.ON A G ADR             | C |         |          |
| FOMENTO ECONOMICO        | C |         |          |
| GLAXO SMITHKLINE         | C |         |          |
| HONDA MTR                | C |         |          |
| KEPPEL CORP              | C |         |          |
| KONINKLIJKE              | C |         |          |
| MITSUBISHI               | C |         |          |
| mitsui                   | C |         |          |
| NESTLE                   | C | 7,555.  | 10,823.  |
| NOVAARTIS                | C | 51,796. | 55,087.  |
| PETROLEO BRASILEIRO      | C | 7,732.  | 5,473.   |
| ROCHE HLDG               | C | 6,664.  | 6,242.   |
| ROYAL DUTCH SHELL        | C | 82,093. | 117,615. |

FORM 990PF, PART II - OTHER INVESTMENTS

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COST/  
FMV

C OR F

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ENDING  
BOOK VALUE

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ENDING  
FMV

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| DESCRIPTION               | COST/<br>FMV | C OR F | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|---------------------------|--------------|--------|----------------------|---------------|
| RWE AG                    |              | C      |                      |               |
| SANOFI AVENTIS            |              | C      |                      |               |
| SCHLUMBERGER              |              | C      | 35,810.              | 79,698.       |
| TELEFONICA                |              | C      |                      |               |
| TOKIO MARINE              |              | C      |                      |               |
| TOTAL S A                 |              | C      |                      |               |
| TURKCELL ILETISIM HIZMET  |              | C      |                      |               |
| UNILEVER                  |              | C      | 1,633.               | 2,931.        |
| ZURICH FINANCIAL SERVICES |              | C      |                      |               |
| ALCON INC                 |              | C      |                      |               |
| ARCELORMITTAL NY REG      |              | C      |                      |               |
| AXA A D R                 |              | C      |                      |               |
| B A S F A G ADR           |              | C      |                      |               |
| BARCLAY PLC ADR           |              | C      |                      |               |
| CANON INC SPONS           |              | C      |                      |               |
| CNOOC LTD                 |              | C      | 5,114.               | 6,085.        |
| FUJIFILM HOLDINGS ADR     |              | C      |                      |               |
| LUKOIL SPONS              |              | C      |                      |               |
| NIDEC CORPORATION         |              | C      |                      |               |
| NISSAN MTR INC            |              | C      |                      |               |
| ORIX CORP                 |              | C      |                      |               |
| RIO TINTO PLC             |              | C      |                      |               |
| SOCIETE GENERALE          |              | C      |                      |               |
| STATOIL ASA ADR           |              | C      |                      |               |
| STERLITE INDS INDIA       |              | C      |                      |               |
| SWISS REINSURANCE CO      |              | C      |                      |               |
| TENARIS SA                |              | C      |                      |               |
| THOMPSON CREEK METALS     |              | C      |                      |               |
| VALE SA SP ADR            |              | C      |                      |               |

FORM 990PF, PART II - OTHER INVESTMENTS

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COST/  
FMV

C OR F

-----

ENDING

FMV

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ENDING

BOOK VALUE

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| DESCRIPTION                  | C OR F | COST/<br>FMV | ENDING<br>FMV |
|------------------------------|--------|--------------|---------------|
| VOLVO AB SPONSORED ADR       | C      |              | 3,437.        |
| ADMIRAL GROUP ADR            | C      | 3,306.       | 11,793.       |
| AIR LIQUIDE S A D R          | C      | 10,224.      | 8,348.        |
| ALLIANZ SE ADR               | C      | 7,393.       | 6,464.        |
| AMERICA MOVIL S A DE CV SPON | C      | 6,533.       | 17,806.       |
| ARM HLDGS PLC ADR            | C      | 11,300.      | 7,242.        |
| B G GROUP P L C ADR          | C      | 6,328.       | 3,472.        |
| CSL LIMITED ADR              | C      | 3,467.       | 4,568.        |
| CANADIAN NATL RY CO COM      | C      | 4,150.       | 2,931.        |
| CARNIVAL CORP                | C      | 3,565.       | 2,784.        |
| CHINA RES ENTERPRISE LTD     | C      | 2,805.       | 4,735.        |
| COCHLEAR LTD UNSPON ADR      | C      | 4,182.       | 10,945.       |
| DASSAULT SYSTEMS SA ADR      | C      | 10,624.      | 4,459.        |
| ENCANA CORP                  | C      | 4,305.       | 8,970.        |
| ERSTE GROUP BANK AG ADR      | C      | 8,762.       | 8,931.        |
| FANUC CORPORATION ADR        | C      | 8,637.       | 3,685.        |
| OAO GAZPROM SPON ADR         | C      | 2,952.       | 3,541.        |
| HSBC HOLDINGS PLC SPON ADR   | C      | 3,454.       | 4,726.        |
| HOYA CORP ADR                | C      | 5,179.       | 8,014.        |
| ICICI BANK LIMITED ADR       | C      | 7,144.       | 5,762.        |
| IMPERIAL OIL LTD             | C      | 4,655.       | 4,394.        |
| ITUA UNIBANCO HLDGS SA ADR   | C      | 4,077.       | 3,438.        |
| JUPITER TELECOM ADR          | C      | 3,348.       | 5,541.        |
| LI FUNG LTD ADR              | C      | 6,994.       | 6,434.        |
| LOREAL CO UNSPONS ADR        | C      | 5,920.       | 3,959.        |
| LVMH MOET HENNESSY LOU VUITT | C      | 3,593.       | 2,654.        |
| LONZA GROUP AG UNSPONS ADR   | C      | 2,342.       | 6,877.        |
| MTN GROUP LTD ADR            | C      | 5,652.       | 3,312.        |
| NOVO NORDISK AS ADR          | C      | 3,007.       |               |

FORM 990PF, PART II - OTHER INVESTMENTS

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| DESCRIPTION                    | COST/<br>FMV<br>C OR F | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|------------------------|----------------------|---------------|
| SASOL LTD SPONS ADR            | C                      | 3,083.               | 3,585.        |
| SCHNEIDER ELECT SA UNSP ADR    | C                      | 7,878.               | 8,636.        |
| SONOVA HOLDING UNSPON ADR      | C                      | 2,960.               | 2,964.        |
| SWATCH GROUP AG ADR            | C                      | 4,687.               | 5,571.        |
| TAIWAN SEMICONDUCTOR ADR       | C                      | 6,649.               | 6,669.        |
| TESCO PLC ADR                  | C                      | 2,954.               | 3,066.        |
| TEVA PHARMACEUTICAL INDS LTD   | C                      | 3,962.               | 3,247.        |
| TURKIYE GARANTI BANKASI AS ADR | C                      | 6,297.               | 6,849.        |
| UNICHARM CORP ADR              | C                      | 4,845.               | 5,008.        |
| WPP PLC SPONSORED ADR          | C                      | 8,462.               | 8,814.        |
| WAL MART DE MEXICO SAB DE CV A | C                      | 5,680.               | 6,168.        |
| BUNGE LIMITED                  | C                      | 3,078.               | 3,395.        |
| LOGITECH INTL SA               | C                      | 3,026.               | 2,182.        |
| QIAGEN NV                      | C                      | 3,755.               | 4,274.        |
| FRESENIUS MED CARE AKTIENGESEL | C                      | 4,598.               | 6,207.        |
| SAP AG ADR REPSTG 1 ORD SHR    | C                      | 8,005.               | 9,034.        |
| TOTALS                         |                        | 524,383.             | 709,055.      |

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

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DESCRIPTION

AMOUNT

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ROUNDING

12.

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TOTAL

12.

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STATE(S) WHERE THE FOUNDATION IS REGISTERED  
=====

OH

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

OFFICER NAME:

ARLYN T JOHNSON

ADDRESS:

PO BOX 1118, ML CN-OH-W10X  
CINCINNATI, OH 45201-1118

TITLE:

MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:

PATRICIA L JOHNSON LIPCON

ADDRESS:

PO BOX 1118, ML CN-OH-W10X  
CINCINNATI, OH 45201-1118

TITLE:

MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:

JESSE LIPCON

ADDRESS:

PO BOX 1118, ML CN-OH-W10X  
CINCINNATI, OH 45201-1118

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:

GWENDOLYN KESS JOHNSON

ADDRESS:

PO BOX 1118, ML CN-OH-W10X  
CINCINNATI, OH 45201-1118

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00



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

OFFICER NAME:

DAVID B HAMILTON

ADDRESS:

PO BOX 1118, ML CN-OH-W10X  
CINCINNATI, OH 45201-1118

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:

TERRY K CRILLEY

ADDRESS:

PO BOX 1118, ML CN-OH-W10X  
CINCINNATI, OH 45201-1118

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

=====

RECIPIENT NAME:

PROJECT HEALTH  
BOSTON MEDICAL CENTER

ADDRESS:

88 E. NEWTOWN ST, VOSE 521  
BOSTON, MA 02118

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 21,000.

RECIPIENT NAME:

UNITED MINISTRIES  
C/O SUSAN SCHMIDT

ADDRESS:

525 GRAVES AVE, PO BOX 18430  
ERLANGER, KY 41018

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

RECIPIENT NAME:

URBAN HEALTH PROJECT  
C/O LAUREN SIMENDINGER

ADDRESS:

619 OAK ST, 7TH FLOOR  
CINCINNATI, OH 45206

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

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RECIPIENT NAME:

VINEYARD NURSING ASSOCIATION  
C/O KRISTN BUCK

ADDRESS:

PO BOX 2568  
OAK BLUFFS, MA 02557

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:

WELCOME PROJECT

ADDRESS:

530 MYSTIC AVE, #111  
SOMERVILLE, MA 02145

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:

YOUNG AUDIENCES OF MASSACHUSETTES

ADDRESS:

255 ELM ST, STE 302  
SOMERVILLE, MA 02114

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 15,000.

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RECIPIENT NAME:

BREAK THROUGH CINCINNATI  
C/O KEVIN KOLLER

ADDRESS:

6905 GIVEN RD  
CINCINNATI, OH 45243

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:

HAMILTON LIVING WATER MINISTRY

ADDRESS:

734 SYCAMORE ST  
CINCINNATI, OH 45011

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 8,982.

RECIPIENT NAME:

CAMP STARFISH  
C/O ANNE BEARDSLEY

ADDRESS:

440 TOTTEN POND ROAD  
WALHAM, MA 02451

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 15,000.

=====

RECIPIENT NAME:

CRAYONS FOR COMPUTERS  
C/O HEATHER EGAN

ADDRESS:

1350 TENNESEE AVE  
CINCINNATI, OH 45229

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 7,500.

RECIPIENT NAME:

BE CONCERNED  
C/O SISTER MARY JENNINGS

ADDRESS:

714 WASHINGTON ST  
COVINGTON, KY 41011

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 13,000.

RECIPIENT NAME:

CRITICAL EXPOSURE

ADDRESS:

1816 12 STREET NORTHWEST  
WASHINGTON, DC 20009

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 15,000.

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RECIPIENT NAME:

THE FOOD PROJECT

ADDRESS:

10 LEWIS STREET  
LINCOLN, MA 01773

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:

MISSION SAFE

ADDRESS:

PO BOX 290799  
CHARLESTOWN, MA 02129

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:

TEEN VOICES

ADDRESS:

PO BOX 120027  
BOSTON, MA 02110-0027

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 12,000.

=====

RECIPIENT NAME:

UNIVERSITY OF CINCINNATI FOUNDATION

ADDRESS:

P O BOX 19970  
CINCINNATI, OH 45219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:

HELPING HANDS

ADDRESS:

541 CAMBRIDGE ST  
BOSTON, MA 02134

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:

FAMILIES FIRST PARENTING PROGRAMS

ADDRESS:

99 BISHOP ALLEN DRIVE  
CAMBRIDGE, MA 02139

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

INNER CITY YOUTH OPPORTUNITIES

ADDRESS:

1821 SUMMIT RD, STE 210

CINCINNATI, OH 45237

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 12,000.

RECIPIENT NAME:

THE LIBRI FOUNDATION

C/O BARBARA J MCKILLIP

ADDRESS:

PO BOX 10246

EUGENE, OR 97440

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

RECIPIENT NAME:

MATTHEW 25: MINISTRIES

C/O JOODI ARCHER

ADDRESS:

11060 KENWOOD RD

CINCINNATI, OH 45242

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC



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RECIPIENT NAME:

PARTNERS FOR YOUTH WITH  
DISIBILITIES C/O LAELA VRONSKY

ADDRESS:

95 BERKELEY ST  
BOSTON, MA 02116

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 15,000.

TOTAL GRANTS PAID:

279,482.

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