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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2010

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

, and ending

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 <b>WILLARD AND RUTH JOHNSON CHARITABLE FOUNDATION</b>		A Employer identification number <b>76-0386599</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>3200 SOUTHWEST FREEWAY, STE 2700</b>		Room/suite	
City or town, state, and ZIP code <b>HOUSTON, TX 77027</b>		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <b>23,259,024.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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			
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments	<b>214,539.</b>	<b>214,539.</b>	
4 Dividends and interest from securities	<b>317,708.</b>	<b>317,708.</b>	
5a Gross rents			
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10	<b>97,151.</b>		
b Gross sales price for all assets on line 6a	<b>15,296,966.</b>		
7 Capital gain net income (from Part IV, line 2)		<b>97,151.</b>	
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)			
11 Other income			
12 Total Add lines 1 through 11	<b>629,398.</b>	<b>629,398.</b>	<b>RECEIVED</b> MAY 23 2011 OGDEN, UT
Operating and Administrative Expenses			
13 Compensation of officers, directors, trustees, etc	<b>0.</b>	<b>0.</b>	<b>0.</b>
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees			
b Accounting fees	STMT 1	<b>10,731.</b>	<b>10,731.</b>
c Other professional fees	STMT 2	<b>5,496.</b>	<b>5,496.</b>
17 Interest			
18 Taxes	STMT 3	<b>6,885.</b>	<b>6,885.</b>
19 Depreciation and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses	STMT 4	<b>131,008.</b>	<b>131,008.</b>
24 Total operating and administrative expenses. Add lines 13 through 23		<b>154,120.</b>	<b>154,120.</b>
25 Contributions, gifts, grants paid		<b>1,125,500.</b>	<b>1,125,500.</b>
26 Total expenses and disbursements. Add lines 24 and 25		<b>1,279,620.</b>	<b>154,120.</b>
27 Subtract line 26 from line 12:		<b>-650,222.</b>	
a Excess of revenue over expenses and disbursements		<b>475,278.</b>	
b Net investment income (if negative, enter -0-)			
c Adjusted net income (if negative, enter -0-)			<b>N/A</b>

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		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	3,586,624.	652,167.	652,167.
	3 Accounts receivable ► 14,479.	14,479.	14,479.	14,479.
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 5	1,622,727.	962,816.	962,621.
	b Investments - corporate stock STMT 6	10,976,238.	12,335,265.	15,471,303.
	c Investments - corporate bonds STMT 7	4,366,907.	5,158,728.	5,188,160.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	176,996.	970,294.	970,294.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ► )			
	16 Total assets (to be completed by all filers)	20,743,971.	20,093,749.	23,259,024.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	339,939.	339,939.	
	21 Mortgages and other notes payable			
Net Assets or Fund Balances	22 Other liabilities (describe ► )			
	23 Total liabilities (add lines 17 through 22)	339,939.	339,939.	
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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	20,404,032.	19,753,810.	
	30 Total net assets or fund balances	20,404,032.	19,753,810.	
	31 Total liabilities and net assets/fund balances	20,743,971.	20,093,749.	

## 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 20,404,032.
2 Enter amount from Part I, line 27a	2 -650,222.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 19,753,810.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 19,753,810.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
<b>b SEE ATTACHED STATEMENT</b>					
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	15,296,966.		15,199,815.		97,151.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e					97,151.
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	97,151.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

**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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,220,460.	22,455,324.	.054351
2008	1,306,770.	24,598,461.	.053124
2007	1,172,629.	26,869,297.	.043642
2006	1,173,458.	24,438,807.	.048016
2005	1,188,507.	24,068,141.	.049381

2 Total of line 1, column (d)

2 .248514

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 .049703

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 21,421,699.

5 Multiply line 4 by line 3

5 1,064,723.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 4,753.

7 Add lines 5 and 6

7 1,069,476.

8 Enter qualifying distributions from Part XII, line 4

8 1,125,500.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	<b>1</b>  <b>2</b>  <b>3</b>  <b>4</b>  <b>5</b>  <b>6</b>  <b>7</b>  <b>8</b>  <b>9</b>  <b>10</b>  <b>11</b>	<b>4,753.</b>  <b>0.</b>  <b>4,753.</b>  <b>0.</b>  <b>4,753.</b>  <b>7,816.</b>  <b>7,816.</b>  <b>0.</b>  <b>3,063.</b>  <b>0.</b>
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		
6	<b>Credits/Payments</b>		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	7,816.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	7,816.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,063.
11	Enter the amount of line 10 to be: <b>Credited to 2011 estimated tax</b> ►	11	0.

**Part VII-A | Statements Regarding Activities**

		<b>Yes</b>	<b>No</b>
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	X
c	Did the foundation file Form 1120-POL for this year?	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
	<b>TX</b>		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

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**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 instructions)	11	<input checked="" type="checkbox"/>
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	<input checked="" type="checkbox"/>
14	The books are in care of ► CHRISTOPHER JOHNSON Located at ► 3200 SOUTHWEST FWY, STE. 2700, HOUSTON, TX	Telephone no. ► 713-627-1101 ZIP+4 ► 77027	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	<input checked="" type="checkbox"/>
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? 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 ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No X

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A ►	1b
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? If "Yes," list the years ► _____, _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	N/A	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

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**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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here ►

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

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?

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  
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?

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

N/A 7b

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

**1** List all officers, directors, trustees, foundation managers and their compensation.

(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
DAVID M. JOHNSON 3200 SOUTHWEST FWY, STE. 2700 HOUSTON, TX 77027	VICE PRESIDENT 2.00	0.	0.	0.
JOHN W. JOHNSON 3200 SOUTHWEST FWY, STE. 2700 HOUSTON, TX 77027	PRESIDENT 2.00	0.	0.	0.
CHRISTOPHER B. JOHNSON 3200 SOUTHWEST FWY, STE. 2700 HOUSTON, TX 77027	SECRETARY 2.00	0.	0.	0.
STEVEN J. LINDLEY 3200 SOUTHWEST FWY, STE. 2700 HOUSTON, TX 77027	VICE PRESIDENT 2.00	0.	0.	0.

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

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

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

0

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**Part VIII**  **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

**Total number of others receiving over \$50,000 for professional services**

0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	NONE	
		0.
2		
3		
4		

**Part IX-B**  **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
3	All other program-related investments. See instructions.	

**Total. Add lines 1 through 3**

0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	19,881,776.
b Average of monthly cash balances	1b	1,866,142.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	21,747,918.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	21,747,918.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	326,219.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,421,699.
6 Minimum investment return. Enter 5% of line 5	6	1,071,085.

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

1 Minimum investment return from Part X, line 6	1	1,071,085.
2a Tax on investment income for 2010 from Part VI, line 5	2a	4,753.
b Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	4,753.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,066,332.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,066,332.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,066,332.

**Part XII Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,125,500.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,125,500.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	4,753.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,120,747.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,066,332.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,112,503.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 1,125,500.			1,112,503.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2010 distributable amount				12,997.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b Taxable amount - see instructions			0.	
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				1,053,335.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2005 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

N/A

1 a 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(i)(3) or  4942(i)(5)

**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 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).)

## **NONE**

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

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

#### 6 Any submission deadlines

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

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
SEE STATEMENT 9				
<b>Total</b>			► 3a	<b>1,125,500.</b>
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			► 3b	<b>0.</b>

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	214,539.	
4 Dividends and interest from securities			14	317,708.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	97,151.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)	0.		629,398.	0.	
13 Total. Add line 12, columns (b), (d), and (e)			13	629,398.	
(See worksheet in line 13 instructions to verify calculations.)					

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

WILLARD AND RUTH JOHNSON  
CHARITABLE FOUNDATION

**Form 990-PF (2010)**

## CHARITABLE FOUNDATION

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**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

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 solicitation

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.

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

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

Signature of officer or trustee

Date \_\_\_\_\_

Title

Signature of owner or trustee		Date	Title		
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JAMES M. LOH		5-9-11		P00004200
	Firm's name ► UHY ADVISORS TX LLC 12 GREENWAY PLAZA, SUITE 200			Firm's EIN ► 76-0522558	
	Firm's address ► HOUSTON, TX 77046			Phone no. 713-960-1706	

**Part IV** Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	AMEGY - 004674	P	VARIOUS	VARIOUS
b	AMEGY - 004674	P	VARIOUS	VARIOUS
c	UBS - 46615	P	VARIOUS	VARIOUS
d	UBS - 46615	P	VARIOUS	VARIOUS
e	UBS - 12643 CASH IN LIEU	P	VARIOUS	VARIOUS
f	FIRST CITY LIQUIDATING	P	05/29/01	08/19/10
g	CAPITAL GAIN DISTRIBUTION	P	VARIOUS	VARIOUS
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	10,481,998.		10,479,778.	2,220.
b	3,676,254.		3,540,666.	135,588.
c	329,751.		403,807.	-74,056.
d	807,937.		709,876.	98,061.
e	36.			36.
f			65,688.	-65,688.
g	990.			990.
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			2,220.
b			135,588.
c			-74,056.
d			98,061.
e			36.
f			-65,688.
g			990.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	97,151.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	N/A

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT

1

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UHY FEES	10,731.	10,731.		0.
TO FORM 990-PF, PG 1, LN 16B	10,731.	10,731.		0.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT

2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
VINSON & ELKINS	5,496.	5,496.		0.
TO FORM 990-PF, PG 1, LN 16C	5,496.	5,496.		0.

## FORM 990-PF

## TAXES

## STATEMENT

3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	6,885.	6,885.		0.
TO FORM 990-PF, PG 1, LN 18	6,885.	6,885.		0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE FEES	130,807.	130,807.		0.
MISCELLANEOUS FEES	201.	201.		0.
TO FORM 990-PF, PG 1, LN 23	131,008.	131,008.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
AMEGY BANK TREASURY BONDS	X		962,816.	962,621.
TOTAL U.S. GOVERNMENT OBLIGATIONS			962,816.	962,621.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			962,816.	962,621.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ENRON CAPITAL LLC-PTRSHP	25,167.	10.
UBS FINANCIAL SERVICES SECURITIES	5,865,049.	7,506,568.
UBS COMMON STOCK	10,286.	38,213.
AMEGY BANK SECURITIES	5,436,803.	6,916,505.
AMEGY BANK COMMON STOCK	997,960.	1,010,007.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,335,265.	15,471,303.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT AGENCIES	1,633,379.	1,640,695.
AMEGY BANK CORPORATE BONDS	3,525,349.	3,547,465.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,158,728.	5,188,160.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMEGY BANK - OTHER	COST	970,294.	970,294.
TOTAL TO FORM 990-PF, PART II, LINE 13		970,294.	970,294.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AGAPE DEVELOPMENT MINISTRIES P.O. BOX 88094 HOUSTON, TX 77288	N/A GENERAL SUPPORT	N/A	2,500.
ANGELO STATE UNIVERSITY GOLF PROGRAM 2601 WEST AVE. N. SAN ANGELO, TX 76904	N/A GENERAL SUPPORT	N/A	5,000.
ARTS ASSEMBLY OF MIDLAND 401 WEST TEXAS MIDLAND, TX 79701	N/A GENERAL SUPPORT	N/A	1,500.
BLUE BIRD CIRCLE 615 WEST ALABAMA HOUSTON, TX 77006-5003	N/A GENERAL SUPPORT	N/A	2,850.
BOYS & GIRLS COUNTRY OF HOUSTON, INC. 18806 ROBERTS ROAD HOCKLEY, TX 77447	N/A GENERAL SUPPORT	N/A	5,000.
BOYS AND GIRLS CLUB OF MIDLAND P.O. BOX 284 MIDLAND, TX 79702	N/A GENERAL SUPPORT	N/A	1,500.

## WILLARD AND RUTH JOHNSON CHARITABLE FOUN

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CAMPUS CRUSADE FOR CHRIST 100 LAKE HART DR. #2400 ORLANDO, FL 32862	N/A GENERAL SUPPORT	N/A	8,000.
CARDIGAN MOUNTAIN SCHOOL 62 ALUMNI DRIVE CANAAN, NH 03741	N/A GENERAL SUPPORT	N/A	100,000.
CAESAR KLEBERG PARTNER PROGRAM 700 UNIVERSITY BLVD. MSC 218 KINGSVILLE , TX 78363	N/A GENERAL SUPPORT	N/A	5,000.
CHILDREN'S ADVOCACY CENTER BOX 5195 SAN ANGELO, TX 76902	N/A GENERAL SUPPORT	N/A	8,000.
CIRCUIT RIDER MINISTRIES P.O. BOX 1861 PALESTINE, TX 75802	N/A GENERAL SUPPORT	N/A	2,500.
CONCHO VALLEY HOME FOR GIRLS P.O. BOX 3772 SAN ANGELO, TX 76902	N/A GENERAL SUPPORT	N/A	10,000.
DUKE UNIVERSITY OFFICE OF UNIV DEVELOPMENT, BOX 90581 DURHAM, NC 27708	N/A GENERAL SUPPORT	N/A	1,000.
EDWIN L. COX SCHOOL OF BUSINESS P.O. BOX 750333 DALLAS, TX 75275	N/A GENERAL SUPPORT	N/A	25,000.
EPISCOPAL HIGH SCHOOL 4650 BISSONNET BELLAIRE, TX 77401-3002	N/A GENERAL SUPPORT	N/A	1,000.
FIFTH WARD PREGNANCY HELP CENTER 743 SHOTWELL STREET HOUSTON, TX 77020	N/A GENERAL SUPPORT	N/A	3,000.

## WILLARD AND RUTH JOHNSON CHARITABLE FOUN

76-0386599

FRIENDS OF WEST UNIVERSITY PLACE PARK FUNDS 6104 AUDEN WEST UNIVERSITY PLACE, TX 77005	N/A GENERAL SUPPORT	N/A	1,000.
GEORGE W. BUSH FOUNDATION P.O. BOX 60610 DALLAS, TX 75206	N/A GENERAL SUPPORT	N/A	50,000.
GEORGE W. BUSH CHILDHOOD HOME, INC. P.O. BOX 8586 MIDLAND, TX 79708	N/A GENERAL SUPPORT	N/A	5,000.
GIRLS PREPARATORY SCHOOL P.O. BOX 4736 CHATTANOOGA, TN 77034	N/A GENERAL SUPPORT	N/A	30,000.
GOLF COURSE ROAD CHURCH OF CHRIST 3500 WEST GOLF COURSE ROAD MIDLAND, TX 79703	N/A GENERAL SUPPORT	N/A	10,000.
GOLIAD ISD EDUCATION FOUNDATION P.O. BOX 830 GOLIAD, TX 77963	N/A GENERAL SUPPORT	N/A	25,000.
GOOD SAMARITAN FOUNDATION 5615 KIRBY DRIVE, SUITE 610 HOUSTON, TX 77005	N/A GENERAL SUPPORT	N/A	15,000.
GRACE COMMUNITY SCHOOL 3215 OLD JACKSONVILLE TYLER, TX 77701	N/A GENERAL SUPPORT	N/A	2,500.
HABITAT FOR HUMANITY P.O. BOX 2444 MIDLAND, TX 79701	N/A GENERAL SUPPORT	N/A	2,500.
HILLCREST SCHOOL 3510 NORTH "A", BLDG C MIDLAND, TX 79705	N/A GENERAL SUPPORT	N/A	11,000.

## WILLARD AND RUTH JOHNSON CHARITABLE FOUN

76-0386599

JUNIOR LEAGUE OF HOUSTON 1811 BRIAR OAKS LANE HOUSTON, TX 77027	N/A GENERAL SUPPORT	N/A	250.
KINKAID SCHOOL 201 KINKAID SCHOOL ROAD HOUSTON, TX 77024	N/A GENERAL SUPPORT	N/A	5,000.
KIPP ACADEMY 10711 KIPP WAY HOUSTON, TX 77099	N/A GENERAL SUPPORT	N/A	25,000.
LONESTAR SPCA 4200 FAIRGROUNDS RD MIDLAND, TX 79705	N/A GENERAL SUPPORT	N/A	2,000.
MARYVILLE COLLEGE 502 E. LAMAR ALEXANDER PKWY MARYVILLE, TN 37804	N/A GENERAL SUPPORT	N/A	75,000.
MEALS FOR THE ELDERLY 310 EAST HOUSTON HARTE SAN ANGELO, TX 76903	N/A GENERAL SUPPORT	N/A	7,000.
MIDLAND COLLEGE OF GOLF PROGRAM 3600 N. GARFIELD MIDLAND, TX 79705	N/A GENERAL SUPPORT	N/A	30,000.
MIDLAND FAIRHAVENS 2400 WHITMIIRE BLVD., SUITE 100 MIDLAND, TX 79705	N/A GENERAL SUPPORT	N/A	5,000.
MILLENNIUM RDS 5116 BISSONNET #358 BELLAIRE, TX 76132	N/A GENERAL SUPPORT	N/A	10,000.
MISSION MESSIAH 1213 WEST 2ND STREET ODESSA, TX 79763	N/A GENERAL SUPPORT	N/A	3,500.

## WILLARD AND RUTH JOHNSON CHARITABLE FOUN

76-0386599

MUSEUM OF THE SOUTHWEST 1705 W. MISSOURI MIDLAND, TX 79701	N/A GENERAL SUPPORT	N/A	500.
NACE NACE INTERNATIONAL 1440 SOUTH CREEK DRIVE HOUSTON, TX 77084	N/A GENERAL SUPPORT	N/A	15,000.
ORANGE SHOW FOUNDATION 2402 MUNGER STREET HOUSTON, TX 77006	N/A GENERAL SUPPORT	N/A	10,000.
PERKINS SCHOOL OF THEOLOGY P.O. BOX 750133 DALLAS, TX 75275	N/A GENERAL SUPPORT	N/A	17,500.
POST OAK LITTLE LEAGUE 4538 IVANHOE HOUSTON, TX 77027	N/A GENERAL SUPPORT		5,000.
POSITIVE COACHING ALLIANCE 2917 CHENEVERT ST HOUSTON, TX 77004	N/A GENERAL SUPPORT	N/A	5,000.
PRESIDIO LA BAHIA FOUNDATION P.O. BOX 57 GOLIAD, TX 77963	N/A GENERAL SUPPORT	N/A	50,000.
PROJECT GRAD 1000 MAIN STREET #3270 HOUSTON, TX 77002	N/A GENERAL SUPPORT	N/A	20,000.
PURDUE SCHOOL OF MECHANICAL ENGINEERING 403 W. WOOD STREET WEST LAFAYETTE, IN 47907	N/A GENERAL SUPPORT	N/A	300.
REGIS SCHOOL 7330 WESTVIEW DRIVE HOUSTON, TX 77055	N/A GENERAL SUPPORT	N/A	250.

## WILLARD AND RUTH JOHNSON CHARITABLE FOUN

76-0386599

ROLLINS COLLEGE P.O. BOX 864168 32886	ORLANDO, TX	N/A GENERAL SUPPORT	N/A	5,000.
SALVATION ARMY 1500 AUSTIN STREET 77002-7708	HOUSTON, TX	N/A GENERAL SUPPORT	N/A	2,500.
SAMARITAN COUNSELING CENTER OF WEST TEXAS, INC. P.O. BOX 60312	MIDLAND, TX 79711	N/A GENERAL SUPPORT	N/A	2,500.
SEMESTER AT SEA P.O. BOX 400885 CHARLOTTESVILLE, VA 22904		N/A GENERAL SUPPORT	N/A	300.
SERGEANT YORK PATRIOTIC FOUNDATION P.O. BOX 100	PALL MALL, TN 38577	N/A GENERAL SUPPORT	N/A	105,500.
SHOW OF SUPPORT P.O. BOX 11225	MIDLAND, TX 79702	N/A GENERAL SUPPORT	N/A	5,000.
SONRISAS THERAPEUTIC RIDING P.O. BOX 1093	SAN ANGELO, TX 76902	N/A GENERAL SUPPORT	N/A	5,000.
SPRINGBOARD CENTER 112 LORAIN, SUITE 410	MIDLAND, TX 79701	N/A GENERAL SUPPORT	N/A	20,000.
ST. JOSEPH HIGH SCHOOL 110 E. RED RIVER STREET VICTORIA, TX 77901		N/A GENERAL SUPPORT	N/A	20,000.
ST. JOHN'S SCHOOL 2401 CLAREMONT LANE	HOUSTON, TX 77019	N/A GENERAL SUPPORT	N/A	40,300.

## WILLARD AND RUTH JOHNSON CHARITABLE FOUN

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ST. LUKE'S UNITED METHODIST CHURCH 3471 WESTHEIMER HOUSTON, TX 77027	N/A GENERAL SUPPORT	N/A	50,900.
TEEN FLOW OUTREACH YOUTH MINISTRY 711 SOUTH MAIN MIDLAND, TX 79701	N/A GENERAL SUPPORT	N/A	10,000.
THE CHURCH OF ST. JOHN THE DIVINE 2450 RIVER OAKS BLVD. HOUSTON, TX 77019	N/A GENERAL SUPPORT	N/A	250.
TLS ENDOWMENT FUND 800 HOUSTON AVENUE HOUSTON, TX 77007	N/A GENERAL SUPPORT	N/A	10,000.
UMAA FOUNDATION P.O. BOX 355 UNIVERSITY, MS 38677	N/A GENERAL SUPPORT	N/A	50,000.
UNIVERSITY OF HOUSTON P.O. BOX 867 HOUSTON, TX 77001	N/A GENERAL SUPPORT	N/A	15,000.
UNIVERSITY OF ST. THOMAS 3800 MONTROSE BLVD HOUSTON, TX 77006	N/A GENERAL SUPPORT	N/A	5,000.
UNIVERSITY OF TENNESSEE 639 ANDY HOLT TOWER KNOXVILLE, TN 37996	N/A GENERAL SUPPORT	N/A	25,000.
UNIVERSITY OF TEXAS MCCOMBS SCHOOL OF BUSINESS 1 UNIVERSITY STATION B6000 AUSTIN, TX 78712-0201	N/A GENERAL SUPPORT	N/A	2,300.
URBAN YOUNG LIFE 900 TOWN & COUNTRY, SUITE 302 HOUSTON, TX 77024	N/A GENERAL SUPPORT	N/A	3,000.

## WILLARD AND RUTH JOHNSON CHARITABLE FOUN

76-0386599

VANDERBILT UNIVERSITY VU STATION B #357727, 2301 VANDERBILT PLACE NASHVILLE, TN 37235	N/A GENERAL SUPPORT	N/A	70,300.
WEST TEXAS REHAB CENTER 3001 SOUTH JACKSON STREET SAN ANGELO, TX 76904	N/A GENERAL SUPPORT	N/A	25,000.
WEST UNIVERSITY BAPTIST CHURCH 6218 AUDEN HOUSTON, TX 77005	N/A GENERAL SUPPORT	N/A	7,500.
YES PUBLIC PREP 353 CRENSHAW RD HOUSTON, TX 77034	N/A GENERAL SUPPORT	N/A	25,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>1,125,500.</u>