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

2011

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning

, and ending

Name of foundation JOE & NAN JOHNSON FAMILY FOUNDATION		A Employer identification number 20-2784844
Number and street (or P.O. box number if mail is not delivered to street address) P. O. BOX 2249	Room/suite	B Telephone number (940) 723-2166
City or town, state, and ZIP code WICHITA FALLS, TX 76307		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 480,708.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2.	2.		STATEMENT 1
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
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		35,161.	35,161.		STATEMENT 2
12 Total. Add lines 1 through 11		35,163.	35,163.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		2,499.	0.		2,499.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		2,849.	2,849.		0.
19 Depreciation and depletion		264,277.	264,277.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		2,247.	2,247.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		271,872.	269,373.		2,499.
25 Contributions, gifts, grants paid		262,760.			262,760.
26 Total expenses and disbursements. Add lines 24 and 25		534,632.	269,373.		265,259.
27 Subtract line 26 from line 12		<499,469.>			
a Excess of revenue over expenses and disbursements			0.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

	Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1 Cash - non-interest-bearing	437,859.	202,664.	202,664.	
2 Savings and temporary cash investments	6,113.	6,115.	6,115.	
3 Accounts receivable ▶				
Less allowance for doubtful accounts ▶				
4 Pledges receivable ▶				
Less allowance for doubtful accounts ▶				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons				
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				
b Investments - corporate stock				
c Investments - corporate bonds				
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 6	594,295.	330,019.	271,929.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,038,267.	538,798.	480,708.	
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				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances				
Foundations that follow SFAS 117, check here ▶ <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	1,038,267.	538,798.		
30 Total net assets or fund balances	1,038,267.	538,798.		
31 Total liabilities and net assets/fund balances	1,038,267.	538,798.		

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	1,038,267.
2 Enter amount from Part I, line 27a	2	<499,469.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	538,798.
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	538,798.

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 NONE				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
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	

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))
2010	389,210.	760,153.	.512015
2009	259,250.	813,318.	.318756
2008	365,910.	1,861,308.	.196588
2007	83,160.	568,006.	.146407
2006	99,352.	208,237.	.477110
2 Total of line 1, column (d)			2 1.650876
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 .330175
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 321,480.
5 Multiply line 4 by line 3			5 106,145.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0.
7 Add lines 5 and 6			7 106,145.
8 Enter qualifying distributions from Part XII, line 4			8 265,259.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	0.
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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	0.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be credited to 2012 estimated tax. <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► NAN H. JOHNSON Telephone no ► (940) 723-2166 Located at ► 811 6TH STREET, WICHITA FALLS, TX ZIP+4 ► 76301			
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 N/A			
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	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 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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? 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 2011 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 2011.)	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 2011?		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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(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
NAN H. JOHNSON 811 6TH STREET WICHITA FALLS, TX 76301	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
JOE L. JOHNSON, III 811 6TH STREET WICHITA FALLS, TX 76301	VICE-PRES/DIRECTOR 0.00	0.	0.	0.
JEANNIE RALSTON 811 6TH STREET WICHITA FALLS, TX 76301	SECRETARY/DIRECTOR 0.00	0.	0.	0.
NANCY ISOM 811 6TH STREET WICHITA FALLS, TX 76301	TREASURER/DIRECTOR 0.00	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

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	0.
b	Average of monthly cash balances	1b	326,376.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	326,376.
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	326,376.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,896.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	321,480.
6	Minimum investment return. Enter 5% of line 5	6	16,074.

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	16,074.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	16,074.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	16,074.
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	16,074.

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	265,259.
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	265,259.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	265,259.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				16,074.
2 Undistributed Income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	89,088.			
b From 2007	55,447.			
c From 2008	272,845.			
d From 2009	218,584.			
e From 2010	351,202.			
f Total of lines 3a through e	987,166.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	265,259.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				16,074.
e Remaining amount distributed out of corpus	249,185.			
5 Excess distributions carryover applied to 2011 (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:	1,236,351.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
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 2006 not applied on line 5 or line 7	89,088.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,147,263.			
10 Analysis of line 9				
a Excess from 2007	55,447.			
b Excess from 2008	272,845.			
c Excess from 2009	218,584.			
d Excess from 2010	351,202.			
e Excess from 2011	249,185.			

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 2011, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon.

a "Assets" alternative test - enter
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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

NAN H. JOHNSON, (940) 723-2166

811 6TH STREET, WICHITA FALLS, TX 76301

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

REQUEST APPLICATION FORM

c Any submission deadlines

NONE

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

NONE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SCHEDULE PF-3				262,760.
Total			3a	262,760.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVII

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

- | | | Yes | No |
|----------|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 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) is based on all information of which preparer has any knowledge.

☒ Nan I. Johnson
Signature of officer or trustee

Date 1-31-12

* PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr)?

☐ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

JOSEPH D. BAUER

Preparer's signature

Date

Check ☐ self-employed

PTIN

Firm's name ► HUPP, BAUER, HANSON & LEWIS P.C.

Firm's EIN ▶ 75-1847161

Firm's address ► 719 SCOTT AVE., STE. 200
WICHITA FALLS, TX 76301-2606

Phone no (940) 322-3103

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
J. P. MORGAN	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTY INCOME	33,991.	33,991.	
OKLAHOMA WITHHOLDING TAXES REFUND	1,170.	1,170.	
TOTAL TO FORM 990-PF, PART I, LINE 11	35,161.	35,161.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,499.	0.		2,499.
TO FORM 990-PF, PG 1, LN 16B	2,499.	0.		2,499.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OKLAHOMA WITHHOLDING TAXES	938.	938.		0.
SEVERANCE TAXES	1,911.	1,911.		0.
TO FORM 990-PF, PG 1, LN 18	2,849.	2,849.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OPERATING EXPENSES	1,038.	1,038.			0.
OTHER ROYALTY EXPENSES	1,209.	1,209.			0.
TO FORM 990-PF, PG 1, LN 23	2,247.	2,247.			0.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
OIL & GAS ROYALTY ACCUMULATED DEPLETION	COST COST	2,518,868. <2,188,849.>	271,929. 0.	
TOTAL TO FORM 990-PF, PART II, LINE 13		330,019.	271,929.	

TAXPAYER: JOE & NAN JOHNSON FAMILY FOUNDATION

STATEMENT PF-1

EIN: 20-2784844

SCHEDULE: ROYALTY OPERATIONS AND ALLOWABLE DEPLETION

YEAR: DECEMBER 31, 2011

PROPERTY			GROSS SALES	SEVERANCE		OTHER EXPENSE	LEASE OPERATIONS	NET INCOME	DEPLETION		
NO.	NAME	STATE		TAX					STATUTORY	COST	ALLOWABLE
81620	TRAHAN #1	LA	6,939.74	288.11	-	-	87.00	6,564.63	-	71,924.23	71,924.23
2550	AMOS #1-29	OK	13,143.28	938.92	735.26	-	87.00	11,382.10	-	55,473.03	55,473.03
255330	CLELLA #1-19	OK	-	-	-	-	-	-	-	-	-
74087	SHARUM #1A-30	OK	5,618.37	400.97	308.04	-	87.00	4,822.36	-	86,068.46	86,068.46
TOTAL - OKLAHOMA			18,761.65	1,339.89	1,043.30	-	174.00	16,204.46	-	141,541.49	141,541.49
29250	HAMMAN & ANDERSON #4	TX	1,356.23	81.46	59.60	-	116.19	1,098.98	-	9,398.45	9,398.45
29350	HAMMAN & ANDERSON #7	TX	1,633.19	106.73	75.56	-	153.64	1,297.26	-	30,411.50	30,411.50
44103	KELLY GAS UNIT #3	TX	2,430.23	10.50	19.72	-	172.48	2,227.53	-	1,996.88	1,996.88
44104	KELLY GAS UNIT #4	TX	1,046.05	1.17	5.32	-	105.42	934.14	-	3,975.04	3,975.04
79090	CONOCO FEE S/T #1	TX	4.34	0.32	-	-	14.50	(10.48)	-	5,029.23	5,029.23
TOTAL - COST			6,470.04	200.18	160.20	-	562.23	5,547.43	-	50,811.10	50,811.10
44105	KELLY GAS UNIT #5	TX	1,819.66	82.68	5.62	-	215.05	1,516.31	-	-	-
TOTAL - TEXAS			8,289.70	282.86	165.82	-	777.28	7,063.74	-	50,811.10	50,811.10
TOTAL - COMBINED			33,991.09	1,910.86	1,209.12	-	1,038.28	29,832.83	-	264,276.82	264,276.82

STATEMENT PF-2

TAXPAYER: JOE & NAN JOHNSON FAMILY FOUNDATION

EIN: 20-2784844

SCHEDULE: COST DEPLETION

YEAR: DECEMBER 31, 2011

NO.	PROPERTY NAME	COST		RESERVE		NET COST	DEPLETION RESERVE		12/31/11
		01/01/11	CHANGE	12/31/11	01/01/11	CHARGE	RATE	COST	
81620	TRAHAN #1	575,393.84	-	575,393.84	456,615.88	-	0.125	71,924.23	528,540.11
2550	AMOS #1-29	443,784.25	-	443,784.25	347,976.35	-	0.125	55,473.03	403,449.38
25330	CLELLA #1-19	397,759.00	-	397,759.00	248,599.40	-	-	-	248,599.40
74087	SHARUM #1A-30	688,547.67	-	688,547.67	522,424.11	-	0.125	86,068.46	608,492.57
	TOTAL - OKLAHOMA	1,530,090.92	-	1,530,090.92	1,118,999.86	-		141,541.49	1,260,541.35
29250	HAMMAN & ANDERSON #4	75,187.58	-	75,187.58	63,690.78	-	0.125	9,398.45	73,089.23
29350	HAMMAN & ANDERSON #7	250,186.23	-	250,186.23	219,774.73	-	0.125	30,411.50	250,186.23
44103	KELLY GAS UNIT #3	15,975.03	-	15,975.03	11,649.00	-	0.125	1,996.88	13,645.88
44104	KELLY GAS UNIT #4	31,800.29	-	31,800.29	23,188.79	-	0.125	3,975.04	27,163.83
79090	CONOCO FEE S/T #1	40,233.85	-	40,233.85	30,653.58	-	0.125	5,029.23	35,682.81
	TOTAL - TEXAS	413,382.98	-	413,382.98	348,956.88	-		50,811.10	399,767.98
	TOTAL - COMBINED	2,518,867.74	-	2,518,867.74	1,924,572.62	-		264,276.82	2,188,849.44

TAXPAYER: JOE & NAN JOHNSON FAMILY FOUNDATION
EIN: 20-2784844
SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID
YEAR END: DECEMBER 31, 2011

SCHEDULE PF-3

<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
WICHITA FALLS AREA COMMUNITY FOUNDATION 807 8TH STREET, SUITE 750 WICHITA FALLS, TX 76301	GENERAL OPERATIONS	250.00
PROJECT BACK TO SCHOOL P. O. BOX 9700 WICHITA FALLS, TX 76308	GENERAL OPERATIONS	10,000.00
FAIN PRESBYTERIAN CHURCH 2201 SPEEDWAY AVENUE WICHITA FALLS, TX 76308	GENERAL OPERATIONS	22,500.00
HOSPICE OF WICHITA FALLS 4909 JOHNSON ROAD WICHITA FALLS, TX 76310	GOLF TOURNAMENT	7,500.00
UNITED REGIONAL HEALTH CARE FOUNDATION 1600 8TH STREET WICHITA FALLS, TX 76301	HEART OF A WOMAN	10,000.00
YOUNG LIFE P. O. BOX 1784 BELTON, TX 76513	GENERAL OPERATIONS	5,000.00
TEXAS TECH ALUMNI ASSOCIATION P. O. BOX 45001 LUBBOCK, TX 79409	GENERAL OPERATIONS	15,000.00
WEST TEXAS FOOTBALL CLASSIC 8211 DOVER AVENUE LUBBOCK, TX 79424	GENERAL OPERATIONS	6,000.00
TEXAS TECH FOUNDATION P. O. BOX 41230 LUBBOCK, TX 79409	CHILD DEVELOPMENT RESEARCH CENTER	1,500.00
LOUISE H. BATZ HOSPITAL 206 OAK LEAF SAN ANTONIO, TX 78209	AWARENESS	1,000.00
FAIN PRESBYTERIAN CHURCH 2201 SPEEDWAY AVENUE WICHITA FALLS, TX 76308	GENERAL OPERATIONS	22,500.00

TAXPAYER: JOE & NAN JOHNSON FAMILY FOUNDATION

SCHEDULE PF-3

EIN: 20-2784844

SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID

YEAR END: DECEMBER 31, 2011

<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
TEXAS TECH ALUMNI ASSOCIATION P. O. BOX 45001 LUBBOCK, TX 79409	GENERAL OPERATIONS	1,750.00
FAIN PRESBYTERIAN CHURCH 2201 SPEEDWAY AVENUE WICHITA FALLS, TX 76308	GENERAL OPERATIONS	22,500.00
JUNIOR LEAGUE OF WICHITA FALLS 2302 MIDWESTERN PARKWAY WICHITA FALLS, TX 76308	GENERAL OPERATIONS	3,000.00
NORTH TEXAS REHABILITATION CENTER 1005 MIDWESTERN PARKWAY WICHITA FALLS, TX 76302	LIFT A LIFE	1,500 00
UNITED REGIONAL HEALTH CARE FOUNDATION 1600 8TH STREET WICHITA FALLS TX 76301	CHILDREN'S MIRACLE NETWORK	2,500.00
TEXAS TECH HEALTH SCIENCES P. O. BOX 45001 LUBBOCK, TX 79409	GENERAL OPERATIONS	2,060.00
TEXAS TECH FOUNDATION P. O. BOX 45001 LUBBOCK, TX 79409	TEXAS TECH EQUINE THERAPY PROGRAM	5,000.00
TEXAS FUTURE FARMERS OF AMERICA FOUNDATION 614 EAST 12TH STREET AUSTIN, TX 78701	GENERAL OPERATIONS	5,000.00
FAIN PRESBYTERIAN CHURCH 2201 SPEEDWAY AVENUE WICHITA FALLS, TX 76308	GENERAL OPERATIONS	22,500.00
TEXAS TECH ALUMNI ASSOCIATION P. O. BOX 45001 LUBBOCK, TX 79409	GENERAL OPERATIONS	1,000 00

TAXPAYER: JOE & NAN JOHNSON FAMILY FOUNDATION
EIN: 20-2784844
SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID
YEAR END: DECEMBER 31, 2011

SCHEDULE PF-3

<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
TEXAS TECH ALUMNI ASSOCIATION P. O. BOX 45001 LUBBOCK, TX 79409	GENERAL OPERATIONS	2,000.00
WICHITA FALLS AREA COMMUNITY FOUNDATION 807 8TH STREET WICHITA FALLS, TX 76301	TIMES CHARITIES	1,000.00
HUMANE SOCIETY OF WICHITA COUNTY 4360 OLD IOWA PARK ROAD WICHITA FALLS, TX 76301	GENERAL OPERATIONS	1,000.00
CLAY COUNTY ANIMAL SHELTER 503 NORTH CARROLL STREET HENRIETTA, TX 76365	GENERAL OPERATIONS	1,000.00
HOSPICE OF WICHITA FALLS 4909 JOHNSON ROAD WICHITA FALLS, TX 76310	GENERAL OPERATIONS	2,000.00
GRACE CHURCH 4822 KEMP BOULEVARD, SUITE 500 WICHITA FALLS, TX 76308	BUILDING FUND	1,000 00
MAKE-A-WISH FOUNDATION NORTH TEXAS AREA 1407 TEXAS STREET, SUITE 101 FORT WORTH, TX 76102	GENERAL OPERATIONS	2,000 00
WICHITA FALLS AREA COMMUNITY FOUNDATION P. O. BOX 4641 WICHITA FALLS, TX 76308	HANDS TO HANDS	1,000.00
WICHITA FALLS FOOD BANK 1230 MIDWESTERN PARKWAY WICHITA FALLS, TX 76302	GENERAL OPERATIONS	2,000 00
UNITED REGIONAL HEALTH CARE FOUNDATION 1600 8TH STREET WICHITA FALLS, TX 76301	CHILDREN'S MIRACLE NETWORK	1,000.00
GRACE CHURCH 4822 KEMP BOULEVARD, SUITE 500 WICHITA FALLS, TX 76308	BUILDING FUND	5,000 00

TAXPAYER: JOE & NAN JOHNSON FAMILY FOUNDATION
EIN: 20-2784844
SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID
YEAR END: DECEMBER 31, 2011

SCHEDULE PF-3

<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
YOUNG LIFE P. O. BOX 520 COLORADO SPRINGS, CO 80901	GENERAL OPERATIONS	1,000.00
YOUNG LIFE P. O. BOX 520 COLORADO SPRINGS, CO 80901	GENERAL OPERATIONS	1,000.00
YOUNG LIFE P. O. BOX 520 COLORADO SPRINGS, CO 80901	GENERAL OPERATIONS	1,000.00
YOUNG LIFE P. O. BOX 520 COLORADO SPRINGS, CO 80901	GENERAL OPERATIONS	1,000.00
YOUNG LIFE P. O. BOX 520 COLORADO SPRINGS, CO 80901	GENERAL OPERATIONS	1,000.00
SENIOR CITIZENS SERVICES OF NORTH TEXAS P. O. BOX 1655 WICHITA FALLS, TX 76307	GENERAL OPERATIONS	25,000.00
FAITH MISSION 1300 TRAVIS STREET WICHITA FALLS, TX 76301	FAITH REFUGE	10,000.00
FIRST CHRISTIAN CHURCH 3701 TAFT BOULEVARD WICHITA FALLS, TX 76308	GENERAL OPERATIONS	12,000 00
FANTASY OF LIGHTS BASKETBALL TOURNAMENT P. O. BOX 1428 WICHITA FALLS, TX 76307	GENERAL OPERATIONS	5,000.00
TEXAS A&M 12TH MAN FOUNDATION P. O. BOX 2800 COLLEGE STATION, TX 77841	GENERAL OPERATIONS	5,000.00
UNITED REGIONAL HEALTH CARE FOUNDATION 1600 8TH STREET WICHITA FALLS, TX 76301	CHILDREN'S MIRACLE NETWORK	2,500.00

TAXPAYER: JOE & NAN JOHNSON FAMILY FOUNDATION
EIN: 20-2784844
SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID
YEAR END: DECEMBER 31, 2011

SCHEDULE PF-3

ORGANIZATION	PURPOSE	AMOUNT
UNIVERSITY LITTLE LEAGUE 3000 SOUTH HULEN STREET, SUITE 124 FORT WORTH, TX 76109	GENERAL OPERATIONS	2,500.00
PROJECT WALK 1905-B KRAMER LANE, SUITE 850 AUSTIN, TX 78758	ROLL TO WALK	2,500.00
NORTH TEXAS REHABILITATION CENTER 1005 MIDWESTERN PARKWAY WICHITA FALLS, TX 76302	LIFT A LIFE	1,500.00
TARRANT COUNTY AREA FOOD BANK 2600 CULLEN STREET FT WORTH, TX 76107	BREAKFAST WITH THE STARS	1,500.00
UNIVERSITY CHRISTIAN CHURCH 2720 SOUTH UNIVERSITY FT WORTH, TX 76109	GENERAL OPERATIONS	1,200 00
MIDWESTERN STATE UNIVERSITY 3410 TAFT BOULEVARD WICHITA FALLS, TX 76308	M-CLUB FOOTBALL	1,000 00
WICHITA FALLS FOOD BANK 1230 MIDWESTERN PARKWAY WICHITA FALLS, TX 76302	POWER PACK	1,000.00
TOTAL		<u>262,760.00</u>