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Form 990-PF

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 01-01-2011, and ending 12-31-2011

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 WILLARD AND RUTH JOHNSON CHARITABLE FOUNDATION
A Employer identification number
 76-0386599

Number and street (or P O box number if mail is not delivered to street address) 3200 SOUTHWEST FREEWAY STE 2700
B Telephone number (see page 10 of the instructions)
 (713) 627-1101

City or town, state, and ZIP code HOUSTON, TX 77027
C If exemption application is pending, check here
D 1. Foreign organizations, check here
 2. Foreign organizations meeting the 85% test, check here and attach computation

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) **\$** 21,545,060
J Accounting method Cash Accrual
 (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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	110,025	110,025		
4	Dividends and interest from securities.	377,224	377,224		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	902,578			
b	Gross sales price for all assets on line 6a \$ 19,576,344				
7	Capital gain net income (from Part IV, line 2) . . .		902,578		
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)	5,485	5,485		
12	Total. Add lines 1 through 11	1,395,312	1,395,312		

Revenue	13 Compensation of officers, directors, trustees, etc	0	0	0
	14 Other employee salaries and wages			
15	Pension plans, employee benefits			
16a	Legal fees (attach schedule)			
b	Accounting fees (attach schedule)			
c	Other professional fees (attach schedule)	148,078	148,079	0
17	Interest			
18	Taxes (attach schedule) (see page 14 of the instructions)	7,837	7,837	0
19	Depreciation (attach schedule) and depletion . . .			
20	Occupancy			
21	Travel, conferences, and meetings			
22	Printing and publications			
23	Other expenses (attach schedule)	631,562	150	0
24	Total operating and administrative expenses.			
	Add lines 13 through 23	787,477	156,066	0
25	Contributions, gifts, grants paid	1,069,850		1,069,850
26	Total expenses and disbursements. Add lines 24 and 25	1,857,327	156,066	1,069,850
27	Subtract line 26 from line 12			
a	Excess of revenue over expenses and disbursements	-462,015		
b	Net investment income (if negative, enter -0-) . . .		1,239,246	
c	Adjusted net income (if negative, enter -0-) . . .			

Part III 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
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	652,167	1,490,950	1,490,950
3	Accounts receivable ► <u>14,479</u> Less allowance for doubtful accounts ► <u> </u>	14,479	14,479	14,479
4	Pledges receivable ► <u> </u> Less allowance for doubtful accounts ► <u> </u>			
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) ► <u> </u> Less allowance for doubtful accounts ► <u> </u>			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	962,816	1,710,419	1,729,479
b	Investments—corporate stock (attach schedule)	12,335,265	12,081,263	14,319,632
c	Investments—corporate bonds (attach schedule)	5,158,728	3,994,684	3,990,520
11	Investments—land, buildings, and equipment basis ► <u> </u> Less accumulated depreciation (attach schedule) ► <u> </u>			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	970,294		
14	Land, buildings, and equipment basis ► <u> </u> Less accumulated depreciation (attach schedule) ► <u> </u>			
15	Other assets (describe ► <u> </u>)			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	20,093,749	19,291,795	21,545,060
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		
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ► <u> </u>)			
23	Total liabilities (add lines 17 through 22)	339,939	0	
Net Assets or Fund Balances				
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
25	Unrestricted			
26	Temporarily restricted			
27	Permanently restricted			
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
29	Capital stock, trust principal, or current funds	0	0	
30	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
31	Retained earnings, accumulated income, endowment, or other funds	19,753,810	19,291,795	
32	Total net assets or fund balances (see page 17 of the instructions)	19,753,810	19,291,795	
33	Total liabilities and net assets/fund balances (see page 17 of the instructions)	20,093,749	19,291,795	

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	19,753,810
2	Enter amount from Part I, line 27a	2	-462,015
3	Other increases not included in line 2 (itemize) ► <u> </u>	3	0
4	Add lines 1, 2, and 3	4	19,291,795
5	Decreases not included in line 2 (itemize) ► <u> </u>	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	19,291,795

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)
1 a	UBS - 46615	P	2011-01-01	2011-06-30
b	UBS - 46615	P	2010-06-30	2011-06-30
c	AMEGY - 4674	P	2011-01-01	2011-06-30
d	AMEGY - 4674	P	2010-06-30	2011-06-30
e	CAPITAL GAINS DIVIDENDS	P		
(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	228,714		140,757	87,957
b	1,242,324		950,235	292,089
c	11,993,247		12,161,023	-167,776
d	6,108,961		5,421,751	687,210
e	3,098			3,098
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				87,957
b				292,089
c				-167,776
d				687,210
e				3,098
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	902,578
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

 Yes No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,120,747	21,421,699	0 052318
2009	1,220,460	22,455,324	0 054351
2008	1,306,770	24,598,461	0 053124
2007	1,172,629	26,869,297	0 043642
2006	1,173,458	24,438,807	0 048016
2			2 0 251451
3			3 0 050290
4			4 22,264,148
5			5 1,119,664
6			6 12,392
7			7 1,132,056
8			8 1,069,850

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	24,785
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	24,785
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	24,785
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,063
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	38,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	41,063
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	25
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	16,253
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 16,253 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<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>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
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?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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?			
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>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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? <i>If "No," attach explanation.</i>		Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ► N/A				
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		
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No	
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	► Yes	✓ No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	► Yes	✓ No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	► Yes	✓ No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	► Yes	✓ No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	► Yes	✓ No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	► Yes	✓ No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►	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	No	
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 ► 20____, 20____, 20____, 20____	2a		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	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 ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	► Yes	✓ 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).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
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—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.			<input checked="" type="checkbox"/>	0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.	▶	0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	0
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	▶
	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	21,417,128
b	Average of monthly cash balances.	1b	1,186,068
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	22,603,196
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	22,603,196
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	339,048
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,264,148
6	Minimum investment return. Enter 5% of line 5.	6	1,113,207

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

1	Minimum investment return from Part X, line 6.	1	1,113,207
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	24,785
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	24,785
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,088,422
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,088,422
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,088,422

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,069,850
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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	1,069,850
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	6	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		1,069,850

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,088,422
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			1,053,335	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 1,069,850				
a Applied to 2010, but not more than line 2a			1,053,335	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . .	0			
d Applied to 2011 distributable amount.			16,515	
e Remaining amount distributed out of corpus	0			
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:				
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 page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				1,071,907
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				
e Excess from 2011.				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. ►			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

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

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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)				
a Paid during the year See Additional Data Table				
Total			► 3a	1,069,850
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	110,025	
4 Dividends and interest from securities.			14	377,224	
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.	211110	5,485			
8 Gain or (loss) from sales of assets other than inventory			18	902,578	
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).		5,485		1,389,827	0
13 Total Add line 12, columns (b), (d), and (e).			13		1,395,312
(See worksheet in line 13 instructions on page 28 to verify calculations)					

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

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 or

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.

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	
<p>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</p>			
<p>***** Signature of officer or trustee</p>	<p>2012-11-15 Date</p>	<p>***** Title</p>	
<p>Sign Here Paid Preparer's Use Only</p>	<p>Preparer's Signature JAMES M LOH</p>	<p>Date 2012-11-15 Check if self-employed <input type="checkbox"/></p>	<p>PTIN P00004200</p>
	<p>Firm's name UHY ADVISORS TX LLC</p>	<p>Firm's EIN <input type="checkbox"/> 76-0522558</p>	
	<p>12 GREENWAY PLAZA SUITE 200</p>	<p>Phone no (713) 960-1706</p>	
	<p>Firm's address HOUSTON, TX 77046</p>		

May the IRS discuss this return with the preparer shown above? See instructions **Yes** **No**

Additional Data

Software ID:

Software Version:

EIN: 76-0386599

Name: WILLARD AND RUTH JOHNSON CHARITABLE
FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BOYS SCOUTS OF AMERICA - SAM HOUSTON COUNCIL 2225 NORTH LOOP WEST HOUSTON, TX 770081311	N/A	N/A	GENERAL SUPPORT	100
WILDLIFE CENTER OF TEXAS 7007 KATY ROAD HOUSTON, TX 77024	N/A	N/A	GENERAL SUPPORT	200
JUNIOR LEAGUE OF HOUSTON 1811 BRIAR OAKS LANE HOUSTON, TX 77027	N/A	N/A	GENERAL SUPPORT	250
SEMESTER AT SEAPO BOX 400885 CHARLOTTESVILLE, VA 22904	N/A	N/A	GENERAL SUPPORT	300
BLUE BIRD CIRCLE 615 WEST ALABAMA HOUSTON, TX 770065003	N/A	N/A	GENERAL SUPPORT	500
DUKE UNIVERSITY OFFICE OF UNIV DEVELOPMENT BOX 90581 DURHAM, NC 27708	N/A	N/A	GENERAL SUPPORT	500
CHILD ADVOCATES INC 2401 PORTSMOUTH SUITE 210 HOUSTON, TX 77098	N/A	N/A	GENERAL SUPPORT	1,000
EPISCOPAL HIGH SCHOOL 4650 BISSONNET BELLAIRE, TX 774013002	N/A	N/A	GENERAL SUPPORT	1,000
FRIENDS OF WEST UNIVERSITY PLACE PARK FUNDS 6104 AUDEN WEST UNIVERSITY PLACE, TX 77005	N/A	N/A	GENERAL SUPPORT	1,000
PURDUE SCHOOL OF MECHANICAL ENGINEERING 403 W WOOD STREET WEST LAFAYETTE, IN 47907	N/A	N/A	GENERAL SUPPORT	1,000
YES COLLEGE PREPARATORY SCHOOL 6201 BONHOMME STE 168N HOUSTON, TX 77055	N/A	N/A	GENERAL SUPPORT	1,000
ARTS ASSEMBLY OF MIDLAND 401 WEST TEXAS MIDLAND, TX 79701	N/A	N/A	GENERAL SUPPORT	1,250
AGAPE DEVELOPMENT MINISTRIES PO BOX 88094 HOUSTON, TX 77288	N/A	N/A	GENERAL SUPPORT	2,000
CIRCUIT RIDER MINISTRIES PO BOX 1861 PALESTINE, TX 75802	N/A	N/A	GENERAL SUPPORT	2,500
FIFTH WARD PREGNANCY HELP CENTER 743 SHOTWELL STREET HOUSTON, TX 77020	N/A	N/A	GENERAL SUPPORT	2,500
SALVATION ARMY NW SIDE 12507 WINDFERN RD HOUSTON, TX 77064	N/A	N/A	GENERAL SUPPORT	2,500
COMMUNITY AND SENIOR SERVICES 3301 SINCLAIR AVENUE MIDLAND, TX 79707	N/A	N/A	GENERAL SUPPORT	2,750
GRACE COMMUNITY SCHOOL 3215 OLD JACKSONVILLE TYLER, TX 77701	N/A	N/A	GENERAL SUPPORT	3,000
UNIVERSITY OF TEXAS MCCOMBS SCHOOL OF BUSINESS 1 UNIVERSITY STATION B6000 AUSTIN, TX 787120201	N/A	N/A	GENERAL SUPPORT	3,000
URBAN YOUNG LIFE 900 TOWN COUNTRY SUITE 302 HOUSTON, TX 77024	N/A	N/A	GENERAL SUPPORT	3,000
CYSTIC FIBROSIS FOUNDATION 50 BRIAR HOLLOW LANE SUITE 310W HOUSTON, TX 77027	N/A	N/A	GENERAL SUPPORT	4,000
APHASIA CENTER OF WEST TEXAS 3501 WEST SINCLAIR MIDLAND, TX 79707	N/A	N/A	GENERAL SUPPORT	5,000
HARMON RECOVERY FOUNDATION 79175 CAMINO ROSADA LA QUINTA, CA 92253	N/A	N/A	GENERAL SUPPORT	5,000
HOUSTON COMMUNITY HEALTH CENTERS DENVER HARBOR CLINIC 402 HAHLO HOUSTON, TX 77020	N/A	N/A	GENERAL SUPPORT	5,000
KINKAID SCHOOL 201 KINKAID SCHOOL ROAD HOUSTON, TX 77024	N/A	N/A	GENERAL SUPPORT	5,000
LONESTAR PET SANCTUARY PO BOX 50426 MIDLAND, TX 79701	N/A	N/A	GENERAL SUPPORT	5,000
MIDLAND COLLEGE OF GOLF PROGRAM 3600 N GARFIELD MIDLAND, TX 79705	N/A	N/A	GENERAL SUPPORT	5,000
SALVATION ARMY 1500 AUSTIN STREET HOUSTON, TX 770027708	N/A	N/A	GENERAL SUPPORT	5,000
SHOW OF SUPPORT PO BOX 11225 MIDLAND, TX 79702	N/A	N/A	GENERAL SUPPORT	5,000
TEXAS WILDLIFE ASSOCIATION FOUNDATION 2800 NE LOOP 410 SUITE 105 SAN ANTONIO, TX 78218	N/A	N/A	GENERAL SUPPORT	5,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TLS ENDOWMENT FUND800 HOUSTON AVENUE HOUSTON, TX 77007	N/A	N/A	GENERAL SUPPORT	5,000
SAN ANGELO AREA FOUNDATIONFIREFIGHTER'S FUND 2201 SHERWOOD WAY SUITE 201 SAN ANGELO, TX 76901	N/A	N/A	GENERAL SUPPORT	6,000
CAMPUS CRUSADE FOR CHRIST100 LAKE HART DR 2400 ORLANDO, FL 32862	N/A	N/A	GENERAL SUPPORT	7,500
CHILDREN'S ADVOCACY CENTER BOX 5195 SAN ANGELO, TX 76902	N/A	N/A	GENERAL SUPPORT	8,000
CONCHO VALLEY HOME FOR GIRLS PO BOX 3772 SAN ANGELO, TX 76902	N/A	N/A	GENERAL SUPPORT	8,000
MEALS FOR THE ELDERLY310 EAST HOUSTON HARTE SAN ANGELO, TX 76903	N/A	N/A	GENERAL SUPPORT	8,000
CHAPELWOOD UNITED METHODIST CHURCH11140 GREENBAY HOUSTON, TX 77024	N/A	N/A	GENERAL SUPPORT	10,000
MILLENNIUM RDS5116 BISSONNET 358 BELLAIRE, TX 76132	N/A	N/A	GENERAL SUPPORT	10,000
MUSEUM OF THE SOUTHWEST1705 W MISSOURI MIDLAND, TX 79701	N/A	N/A	GENERAL SUPPORT	10,000
ORANGE SHOW FOUNDATION2402 MUNGER STREET HOUSTON, TX 77006	N/A	N/A	GENERAL SUPPORT	10,000
PERKINS SCHOOL OF THEOLOGYPO BOX 750133 DALLAS, TX 75275	N/A	N/A	GENERAL SUPPORT	10,000
PROJECT GRAD1000 MAIN STREET 3270 HOUSTON, TX 77002	N/A	N/A	GENERAL SUPPORT	10,000
REGIS SCHOOL7330 WESTVIEW DRIVE HOUSTON, TX 77055	N/A	N/A	GENERAL SUPPORT	10,000
SMU MUSTANG CLUB5800 OWNBY DRIVE PO BOX 750315 DALLAS, TX 752750315	N/A	N/A	GENERAL SUPPORT	10,000
WEST UNIVERSITY BAPTIST CHURCH6218 AUDEN HOUSTON, TX 77005	N/A	N/A	GENERAL SUPPORT	10,000
CAESAR KLEBERG PARTNER PROGRAM700 UNIVERSITY BLVD MSC 218 KINGSVILLE, TX 78363	N/A	N/A	GENERAL SUPPORT	11,000
HILLCREST SCHOOL3510 NORTH A BLDG C MIDLAND, TX 79705	N/A	N/A	GENERAL SUPPORT	11,000
NACENACE INTERNATIONAL 1440 SOUTH CREEK DRIVE HOUSTON, TX 77084	N/A	N/A	GENERAL SUPPORT	15,000
SECOND BAPTIST CHURCH6410 WOODWAY HOUSTON, TX 77057	N/A	N/A	GENERAL SUPPORT	15,000
THE VAUGHT SOCIETYUMAA FOUNDATIONPO BOX 355 UNIVERSITY, MS 38677	N/A	N/A	GENERAL SUPPORT	15,000
EDWIN L COX SCHOOL OF BUSINESSPO BOX 750333 DALLAS, TX 75275	N/A	N/A	GENERAL SUPPORT	16,000
GOLF COURSE ROAD CHURCH OF CHRIST3500 WEST GOLF COURSE ROAD MIDLAND, TX 79703	N/A	N/A	GENERAL SUPPORT	20,000
GOOD SAMARITAN FOUNDATION 5615 KIRBY DRIVE SUITE 610 HOUSTON, TX 77005	N/A	N/A	GENERAL SUPPORT	20,000
SPRINGBOARD CENTER112 LORAIN SUITE 410 MIDLAND, TX 79701	N/A	N/A	GENERAL SUPPORT	20,000
KIPP ACADEMY10711 KIPP WAY HOUSTON, TX 77099	N/A	N/A	GENERAL SUPPORT	25,000
UNIVERSITY OF TENNESSEE639 ANDY HOLT TOWER KNOXVILLE, TN 37996	N/A	N/A	GENERAL SUPPORT	25,000
WEST TEXAS REHAB CENTER3001 SOUTH JACKSON STREET SAN ANGELO, TX 76904	N/A	N/A	GENERAL SUPPORT	25,000
YES PUBLIC PREP353 CRENSHAW RD HOUSTON, TX 77034	N/A	N/A	GENERAL SUPPORT	25,000
GIRLS PREPARATORY SCHOOLPO BOX 4736 CHATTANOOGA, TN 77034	N/A	N/A	GENERAL SUPPORT	30,000
MIDLAND COLLEGE FOUNDATION INC3600 N GARFIELD MIDLAND, TX 79705	N/A	N/A	GENERAL SUPPORT	30,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PRESIDIO LA BAHIA FOUNDATION PO BOX 57 GOLIAD, TX 77963	N/A	N/A	GENERAL SUPPORT	30,000
ST JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON, TX 77019	N/A	N/A	GENERAL SUPPORT	30,500
GEORGE W BUSH FOUNDATION PO BOX 60610 DALLAS, TX 75206	N/A	N/A	GENERAL SUPPORT	50,000
SERGEANT YORK PATRIOTIC FOUNDATION PO BOX 100 PALL MALL, TN 38577	N/A	N/A	GENERAL SUPPORT	50,000
ST LUKE'S UNITED METHODIST CHURCH 3471 WESTHEIMER HOUSTON, TX 77027	N/A	N/A	GENERAL SUPPORT	50,000
VANDERBILT UNIVERSITY VU STATION B 357727 2301 VANDERBILT PLACE NASHVILLE, TN 37235	N/A	N/A	GENERAL SUPPORT	70,500
MARYVILLE COLLEGE 502 E LAMAR ALEXANDER PKWY MARYVILLE, TN 37804	N/A	N/A	GENERAL SUPPORT	75,000
CARDIGAN MOUNTAIN SCHOOL 62 ALUMNI DRIVE CANAAN, NH 03741	N/A	N/A	GENERAL SUPPORT	200,000
Total.			► 3a	1,069,850

**TY 2011 Investments Corporate
Bonds Schedule****Name:** WILLARD AND RUTH JOHNSON CHARITABLE FOUNDATION**EIN:** 76-0386599

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GOVERNMENT AGENCIES	1,148,461	1,156,994
AMEGY BANK CORPORATE BONDS	2,846,223	2,833,526

**TY 2011 Investments Corporate
Stock Schedule**

Name: WILLARD AND RUTH JOHNSON CHARITABLE FOUNDATION
EIN: 76-0386599

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ENRON CAPITAL LLC-PTRSHP	25,167	10
UBS FINANCIAL SERVICES SECURITIES	5,445,269	6,956,795
UBS COMMON STOCK	10,286	40,990
AMEGY BANK SECURITIES	5,543,441	6,242,051
AMEGY BANK COMMON STOCK	1,057,100	1,079,786

TY 2011 Investments Government Obligations Schedule

Name: WILLARD AND RUTH JOHNSON CHARITABLE FOUNDATION
EIN: 76-0386599

US Government Securities - End of

Year Book Value: 1,710,419

US Government Securities - End of

Year Fair Market Value: 1,729,479

State & Local Government

Securities - End of Year Book
Value: 0

State & Local Government

Securities - End of Year Fair
Market Value: 0

TY 2011 Other Expenses Schedule

Name: WILLARD AND RUTH JOHNSON CHARITABLE FOUNDATION

EIN: 76-0386599

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS FEES - 46615	150	150		0
OTHER GIFTS	4,000	0		0
OTHER EXPENSES	627,412	0		0

TY 2011 Other Income Schedule

Name: WILLARD AND RUTH JOHNSON CHARITABLE FOUNDATION**EIN:** 76-0386599

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME - UBS 12643	3,712	3,712	3,712
ROYALTY INCOME - AMEGY 004674	1,773	1,773	1,773

TY 2011 Other Professional Fees Schedule

Name: WILLARD AND RUTH JOHNSON CHARITABLE FOUNDATION**EIN:** 76-0386599

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIDUCIARY/ADVISORY FEES	98,072	98,073		0
BROKERAGE FEES - 46615	50,006	50,006		0

TY 2011 Taxes Schedule

Name: WILLARD AND RUTH JOHNSON CHARITABLE FOUNDATION**EIN:** 76-0386599

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	7,837	7,837		0