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

2012

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

For calendar year 2012, or tax year beginning 6/01, 2012, and ending 5/31, 2013

THE RALPH A. JOHNSTON FOUNDATION, INC.
P. O. BOX 10
BURTON, TX 77835A Employer identification number
74-6051797B Telephone number (see the instructions)
(979) 289-5123C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 3,830,166.J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

- 1 Contributions, gifts, grants, etc., received (att sch)
- 2 Ck ☒ if the foundn is not req to att Sch B
- 3 Interest on savings and temporary cash investments
- 4 Dividends and interest from securities
- 5a Gross rents
- b Net rental income or (loss)
- 6a Net gain/(loss) from sale of assets not on line 10
- b Gross sales price for all assets on line 6a 28,746.
- 7 Capital gain net income (from Part IV, line 2)
- 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/(loss) (att sch)
- 11 Other income (attach schedule)
- See Statement 2
- 12 Total. Add lines 1 through 11

-3,354.

-3,354.

-3,354.

94,170.

94,170.

94,170.

Statement 1

-1,047.

263,302.

90,816.

90,816.

353,071.

ADMINISTRATIVE EXPENSES

- 13 Compensation of officers, directors, trustees, etc
- 14 Other employee salaries and wages
- 15 Pension plans, employee benefits
- 16a Legal fees (attach schedule)
- b Accounting fees (attach sch) See St 3
- c Other prof fees (attach sch)
- 17 Interest
- 18 Taxes (attach schedule) (see instrs) See Stm 4
- 19 Depreciation (attach sch) and depletion
- 20 Occupancy
- 21 Travel, conferences, and meetings
- 22 Printing and publications
- 23 Other expenses (attach schedule)
- See Statement 5
- 24 Total operating and administrative expenses. Add lines 13 through 23
- 25 Contributions, gifts, grants paid Part XV
- 26 Total expenses and disbursements. Add lines 24 and 25

830.

415.

415.

1,451.

51.

32,555.

16,278.

16,277.

34,836.

16,744.

16,692.

182,500.

182,500.

217,336.

16,744.

0.

199,192.

- 27 Subtract line 26 from line 12
- a Excess of revenue over expenses and disbursements

135,735.

- b Net investment income (if negative, enter -0-)

74,072.

- c Adjusted net income (if negative, enter -0-)

90,816.

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238

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	1,105,761.	1,129,920.	1,135,147.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,610.		
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) Statement 6	670,744.	782,848.	2,655,556.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) Statement 7	39,107.	39,107.	39,463.	
14 Land, buildings, and equipment: basis	3,084.			
Less: accumulated depreciation (attach schedule) See Stmt 8	3,084.	3,084.		
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	1,820,306.	1,954,959.	3,830,166.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		☒	
	27 Capital stock, trust principal, or current funds	1,820,306.	1,954,959.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,820,306.	1,954,959.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,820,306.	1,954,959.	

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	1,820,306.
2 Enter amount from Part I, line 27a	2	135,735.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	1,956,041.
5 Decreases not included in line 2 (itemize) See Statement 9	5	1,082.
6 Total net assets or fund balances at end of year (line 4 minus line 5)— Part II, column (b), line 30	6	1,954,959.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a N/A				
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			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (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) (see 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)

N/A

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 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 (column (b) divided by column (c))
2011			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)

2

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

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4

5 Multiply line 4 by line 3

5

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

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

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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Form 990-PF (2012)

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 • Date of ruling or determination letter. _____ (attach copy of letter if necessary— see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,481.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,481.
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	1,481.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	1,304.	
b Exempt foreign organizations— tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,304.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	177.	
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 2013 estimated tax	11		
	Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		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
4 a 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?	N/A	
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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) 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 2012 or the taxable year beginning in 2012 (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

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Form 990-PF (2012)

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 <u>N/A</u>	13	X	
14	The books are in care of <u>LYLE CARBAUGH</u> Telephone no <u>(979) 289-5123</u> Located at <u>10021 FRIENDSHIP CIRCLE BURTON TX</u> ZIP + 4 <u>77835</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2012, 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			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
1 a 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	N/A
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 2012?	1 c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20 __ , 20 __ , 20 __ , 20 __</u>	☐ Yes ☒ 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)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20 __ , 20 __ , 20 __ , 20 __</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2012 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 2012)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2012?	4 b	X

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Form 990-PF (2012)

Part VII B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see 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 ☐ Yes ☐ No

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

6 a 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?

If 'Yes' to 6b, file Form 8870

6 b X

7 a 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

7 b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		0.	0.	0.

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

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

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

0

Part 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	1 a	3,555,072.
b	Average of monthly cash balances	1 b	49,533.
c	Fair market value of all other assets (see instructions)	1 c	1.
d	Total (add lines 1a, b, and c)	1 d	3,604,606.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,604,606.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	54,069.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,550,537.
6	Minimum investment return Enter 5% of line 5	6	177,527.

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	177,527.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	1,481.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	1,481.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	176,046.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	176,046.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	176,046.

Part XIII 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	1 a	199,192.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	199,192.
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 instructions)	5	
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	199,192.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				176,046.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	23,084.			
b From 2008	130,788.			
c From 2009	55,913.			
d From 2010	32,364.			
e From 2011	27,910.			
f Total of lines 3a through e	270,059.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 199,192.				
a Applied to 2011, 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 2012 distributable amount				176,046.
e Remaining amount distributed out of corpus	23,146.			
5 Excess distributions carryover applied to 2012 (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	293,205.			
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 2011. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	23,084.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	270,121.			
10 Analysis of line 9				
a Excess from 2008	130,788.			
b Excess from 2009	55,913.			
c Excess from 2010	32,364.			
d Excess from 2011	27,910.			
e Excess from 2012	23,146.			

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

N/A

- | | | |
|--|--|-------------------------------------|
| 1 If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling | | |
| b Check box to indicate whether the foundation is a private operating foundation described in section | ☐ 4942(j)(3) or | ☐ 4942(j)(5) |

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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(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 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 or e-mail 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 Statement 11				
Total			3 a	182,500.
b Approved for future payment				
Total			3 b	

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations)

[illegible]

THE RALPH A. JOHNSTON FOUNDATION, INC.

74-6051797

Statement 1

Form 990-PF, Part I, Line 6a

Net Gain (Loss) from Noninventory Sales Per Books

Assets Not Included in Part IV

Description:	705 SHARES FRONTIER COMMUNICATIONS		
Date Acquired:	9/12/2010		
How Acquired:	Purchase		
Date Sold:	9/25/2012		
To Whom Sold:			
Gross Sales Price:	3,372.		
Cost or Other Basis:	4,068.		
Basis Method:	Cost		
		Gain (Loss)	-696.
Description:	1000 UNITS GENERAL ELECTRIC CAP CORP		
Date Acquired:	6/03/2003		
How Acquired:	Purchase		
Date Sold:	1/02/2013		
To Whom Sold:			
Gross Sales Price:	25,000.		
Cost or Other Basis:	25,725.		
Basis Method:	Cost		
		Gain (Loss)	-725.
Description:	TEMPLETONDRAGON FUND-LT GAIN		
Date Acquired:	1/01/2001		
How Acquired:	Purchase		
Date Sold:	12/31/2012		
To Whom Sold:			
Gross Sales Price:	346.		
Cost or Other Basis:	0.		
Basis Method:	Cost		
		Gain (Loss)	346.
Description:	TEMPLETON DRAGON FUND-SHORT TERM		
Date Acquired:	6/01/2012		
How Acquired:	Purchase		
Date Sold:	12/31/2012		
To Whom Sold:			
Gross Sales Price:	28.		
Cost or Other Basis:	0.		
Basis Method:	Cost		
		Gain (Loss)	28.
		Total \$	<u>-1,047.</u>

THE RALPH A. JOHNSTON FOUNDATION, INC.

74-6051797

Statement 2
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 263,302.		
Total	\$ 263,302.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BRAGG FELT & ASSOCIATES PC	\$ 830.	\$ 415.		\$ 415.
Total	\$ 830.	\$ 415.	\$ 0.	\$ 415.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL INCOME TAX	\$ 1,349.			
PROPERTY TAXES	102.	\$ 51.		
Total	\$ 1,451.	\$ 51.	\$ 0.	\$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BOOKKEEPING	\$ 30,000.	\$ 15,000.		\$ 15,000.
INSURANCE	400.	200.		200.
MANAGEMENT FEE	150.	75.		75.
MINERAL REGISTRY FEE	70.	35.		35.
MISCELLANEOUS	1,500.	750.		750.
POSTAGE	121.	61.		60.
SUPPLIES	88.	44.		44.
TAX CONSULTANT	160.	80.		80.
VODAFONE FEE	66.	33.		33.
Total	\$ 32,555.	\$ 16,278.	\$ 0.	\$ 16,277.

THE RALPH A. JOHNSTON FOUNDATION, INC.

74-6051797

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
600 SHS ABBOTT LABS	Cost	\$ 14,969.	\$ 22,002.
144 SHS AMERICAN INTL GROUP	Cost	19,642.	6,403.
76 SHS AMERICAN INTL GROUP-WARRANTS	Cost	0.	0.
5970 SHS AT & T	Cost	35,075.	208,890.
2000 SHS CHEVRON TEXACO CORP	Cost	68,052.	245,500.
4000 SHS CLECO CORP	Cost	23,160.	182,040.
700 SHS COCA COLA	Cost	23,180.	27,993.
800 SHS DEVON ENERGY CORP	Cost	21,400.	45,480.
8112 SHS EXXON MOBIL CORP	Cost	35,427.	733,893.
705 SHS FRONTIER COMMUNICATIONS	Cost	0.	0.
7700 SHS GENERAL ELECTRIC	Cost	13,901.	179,564.
900 SHS GENERAL MILLS	Cost	33,089.	42,372.
1600 SHS INTEL CORP	Cost	28,320.	38,848.
600 SHS JOHNSON & JOHNSON	Cost	37,013.	50,508.
1000 SHS SOUTHERN COMPANIES	Cost	23,416.	43,900.
700 SHS TECO ENERGY INC	Cost	20,229.	12,327.
2940 VERIZON COMMUNICATIONS	Cost	60,421.	142,531.
2187 SHS VODAFONE GROUP PLC	Cost	13,943.	63,335.
1472 SHS EXCEL ENERGY INC	Cost	22,151.	42,276.
1900 SHS KINDER MORGAN ENERGY	Cost	40,019.	158,460.
3950 SHS ENTERPRISE PRODUCTS PTRS	Cost	101,875.	234,590.
1000 SHS GENERAL ELECTRIC CAP CORP	Cost	0.	0.
1000 PLAINS ALL AMERICAN PIPELINE	Cost	45,100.	54,759.
1100 ENERGY TRANSFER PARTNERS	Cost	47,670.	53,471.
600 ABBIE INC.	Cost	16,232.	25,614.
500 MERCK & CO	Cost	23,031.	23,350.
500 MICROSOFT CORP	Cost	15,533.	17,450.
	Total	\$ 782,848.	\$ 2,655,556.

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
500 SHS TEMPLETON DRAGON FUND	Cost	\$ 13,840.	\$ 13,475.
764 SHS OPPENHEIMER DEVELOP FUND	Cost	25,266.	25,987.
NUMEROUS OIL & ROYALTY INTERESTS	Cost	1.	1.
	Total	\$ 39,107.	\$ 39,463.

THE RALPH A. JOHNSTON FOUNDATION, INC.

74-6051797

Statement 8
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Buildings	\$ 3,084.	\$ 0.	\$ 3,084.	\$ 0.
Total	<u>\$ 3,084.</u>	<u>\$ 0.</u>	<u>\$ 3,084.</u>	<u>\$ 0.</u>

Statement 9
Form 990-PF, Part III, Line 5
Other Decreases

NONDEDUCTIBLE EXPENDITURES	Total	\$ 1,082.
		<u>\$ 1,082.</u>

Statement 10
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
JILL LEWIS 11015 RIVERVIEW HOUSTON, TX 77042	Director 0	\$ 0.	\$ 0.	\$ 0.
JERRY J. ANDREW 408 LONGWOODS HOUSTON, TX 77024	President 0	0.	0.	0.
LYLE E. CARBAUGH 10021 FRIENDSHIP CIRCLE BURTON, TX 77835	VP, ASST SEC & T 0	0.	0.	0.
CHERYL DUFF 1210 AUGUSTA HOUSTON, TX 77057	Secretary 0	0.	0.	0.
D. S. OSBORNE 4400 POST OAK PKWY, STE 2240 HOUSTON, TX 77027	Director 0	0.	0.	0.
CARROLL PHILLIPS 401 LONGWOODS HOUSTON, TX 77024	Director 0	0.	0.	0.
BRAD DUFF 1210 AUGUSTA HOUSTON, TX 77057	Director 0	0.	0.	0.
Total		<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

THE RALPH A. JOHNSTON FOUNDATION, INC.

74-6051797

Statement 11
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
BOYS & GIRLS HARBOR, INC P. O. BOX 848 HOUSTON, TX 77001	NONE	501(C)(3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	\$ 5,000.
BURTON COTTON GIN & MUSEUM P. O. BOX 98 BURTON, TX 77835	NONE	501(C)(3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	5,000.
CAMP FOR ALL 10500 NW FREEWAY, #145 HOUSTON, TX 77092	NONE	501(C)(3)	SCHOLARSHIPS TO INTERCITY YOUTH	2,500.
CHRISTIAN COMMUNITY SER C P. O. BOX 27924 HOUSTON, TX 77227	NONE	501(C)(3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	7,500.
GOOD SAMARITAN FOUNDATION P. O. BOX 271108 HOUSTON, TX 77277	NONE	501(C)(3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	10,000.
HOSPICE AT MEDICAL CENTER 6205 ALMEDA HOUSTON, TX 77021	NONE	501(C)(3)	GRANTS TO HOSPITAL, MEDICAL CARE & RESEARCH	15,000.
HUMAN RESOURCES DEVELOP F P. O. BOX 25213 HOUSTON, TX 77265	NONE	501(C)(3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	7,500.
OPEN DOOR MISSION FND. P. O. BOX 925351 HOUSTON, TX 77054	NONE	501(C)(3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	10,000.
PINE COVE, INC P. O. BOX 9055 TYLER, TX 75711	NONE	501(C)(3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	5,000.
TEXAS EQUUSEARCH P. O. BOX 395 DICKINSON, TX 77539	NONE	501(C)(3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	15,000.
THE BROOKWOOD COMMUNITY 1752 FM 1489 BROOKSHIRE, TX 77423	NONE	501(C)(3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	5,000.
THE CENTER FOUNDATION 3550 WEST DALLAS HOUSTON, TX 77219	NONE	501(C)(3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	25,000.

THE RALPH A. JOHNSTON FOUNDATION, INC.

74-6051797

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
DUNCAN RISE SCHOOL OF HOUSTON 8080 NORTH STADIUM DR. HOUSTON, TX 77054	NONE	501 (C) (3)	EDUCATION	\$ 5,000.
THE WOMEN'S HOME 607 WESTHEIMER HOUSTON, TX 77006	NONE	501 (C) (3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	10,000.
TIRR-JJA ENDOWMENT FD 5100 TRAVIS HOUSTON, TX 77002	NONE	501 (C) (3)	GRANTS TO HOSPITAL, MEDICAL CARE & RESEARCH	10,000.
UNIVERSITY OF TEXAS-PAISANO DR SLATE, MAIN BLDG, 101 AUSTIN, TX 78712	NONE	501 (C) (3)	EDUCATION GRANTS TO SCHOOLS & COLLEGES	25,000.
HOUSTON APHASIA RECOVERY CENTER 3701 BRIARPARK DR, STE 310 HOUSTON, TX 77042	NONE	501 (C) (3)	MEDICAL CARE & RECOVERY	10,000.
A D PLAYERS 2710 W ALABAMA HOUSTON, TX 77098	NONE			10,000.
Total				\$ <u>182,500.</u>