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

Department of the Treasury
Internal Revenue Service

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

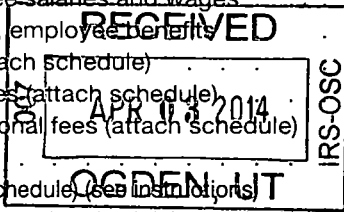
Open to Public Inspection

For calendar year 2012 or tax year beginning 12/01, **2012, and ending** 11/30, **2013**

Name of foundation ELVA J JOHNSTON FOUNDATION		A Employer identification number 76-0057287
Number and street (or P O box number if mail is not delivered to street address) 4605 POST OAK PLACE STE 250	Room/suite	B Telephone number (see instructions) (512) 345-1754
City or town, state, and ZIP code HOUSTON, TX 77027		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) \$ 1106602	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	
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) (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 (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	9	9		
	4 Dividends and interest from securities	26340	26340		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	20623			
	b Gross sales price for all assets on line 6a 179491				
	7 Capital gain net income (from Part IV, line 2)		20623		
	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)	14777	14777			
12 Total. Add lines 1 through 11	61749	61749			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	6000	3000		3000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	950	750		200
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1249	94		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	160	160		
	24 Total operating and administrative expenses. Add lines 13 through 23	8359	4004		3200
	25 Contributions, gifts, grants paid	39041			39041
26 Total expenses and disbursements. Add lines 24 and 25	47400	4004		42241	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	14349				
b Net investment income (if negative, enter -0-)		57745			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	13114	18542	18542
	2	Savings and temporary cash investments			
	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 schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	6	201	201
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	225314	313289	760826
	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)	279376	200127	327033
	14	Land, buildings, and equipment: basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	46086	46086		
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	563896	578245	1106602	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	563896	578245	
	30	Total net assets or fund balances (see instructions)	563896	578245	
31	Total liabilities and net assets/fund balances (see instructions)	563896	578245		

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	563896
2	Enter amount from Part I, line 27a	2	14349
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	578245
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	578245

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 ABB LTD - EQUITY ADR	PURCHASE	11/04/2009	05/10/2013
b APPLIED MATERIALS INC - COMMON STOCK	PURCHASE	04/29/2011	05/10/2013
c GENERAL ELECTRIC CO - COMMON STOCK	PURCHASE	09/24/1998	05/10/2013
d AMERICAN BALANCED FUND - MUTUAL FUND	PURCHASE	12/16/2009	05/10/2013
e AMER CAPITAL INCOME BLDR - MUTUAL FUND	PURCHASE	12/24/2009	05/10/2013

(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 10955		9803	1152
b 5859		6394	-535
c 13392		16568	-3176
d 72514		50309	22205
e 76771		75794	977

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) 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			1152
b			-535
c			-3176
d			22205
e			977

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	20623
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.)

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 (col (b) divided by col (c))
2011	37850	950458	0.039823%
2010	27655	891706	0.031014%
2009	37652	802633	0.046911%
2008	46712	725621	0.064375%
2007	53703	916166	0.058617%
2 Total of line 1, column (d)			2 0.240739%
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 0.048148%
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1052668
5 Multiply line 4 by line 3			5 50684
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 577
7 Add lines 5 and 6			7 51261
8 Enter qualifying distributions from Part XII, line 4 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.			8 42241

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)			
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		1155
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		
3	Add lines 1 and 2	3		1155
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		1155
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		1356
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		1356
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		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		201
11	Enter the amount of line 10 to be. Credited to 2013 estimated tax 201 Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6		X
7	X	
8a		
8b	X	
9		X
10		X

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 ▶	13	X	
14	The books are in care of ▶ MICHAEL RAFFERTY Telephone no. ▶ (512) 345-1754 Located at ▶ 6804 PUMA TRAIL AUSTIN, TX ZIP+4 ▶ 78731-			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
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? 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	x
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?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
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.)	2b	x
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	3b	x
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 2012?	4b	x

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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
CAROLYN JOSEY YOUNG 4605 POST OAK PLC STE 250 HOUSTON, TX 77027	TRUSTEE	0		
JOHN H YOUNG 4605 POST OAK PLC STE 250 HOUSTON, TX 77027	TRUSTEE	0		
MICHAEL RAFFERTY 6804 PUMA TRAIL AUSTIN, TX 78731	TREASURER	2 6000		
KATHLEEN Y ZINN 4605 POST OAK PLC STE 250 HOUSTON, TX 77027	TRUSTEE	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

QNA

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 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 ▶		

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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 instructions	
3	
Total. Add lines 1 through 3 ▶	

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	1036115
b	Average of monthly cash balances	1b	32583
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1068698
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1068698
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	16030
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1052668
6	Minimum investment return. Enter 5% of line 5	6	52633

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	52633
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1155
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1155
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	51478
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	51478
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	51478

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	42241
b	Program-related investments—total from Part IX-B	1b	
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	42241
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	42241

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				51478
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years. 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012:				
a From 2007 2320				
b From 2008 11107				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	13427			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 42241				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				42241
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	9237			9237
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4190			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4190			
10 Analysis of line 9:				
a Excess from 2008 4190				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see 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 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)

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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).)
N O N E

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

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)				
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT</p>				
<p>Total ▶</p>				<p>3a 39041</p>
<p>b <i>Approved for future payment</i></p>				
<p>Total ▶</p>				<p>3b</p>

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...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

- 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code...
b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Paid Preparer Use Only Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no.

Supporting Statement for Part XV, Line 3a

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)				
<i>Paid during the year</i>				
TEXAS HEART INSTITUTE P O BOX 20345 HOUSTON, TX 77225		IRC 509(a)(1)	GENERAL OPERATIONS	2500
COMMUNITIES IN SCHOOLS 1235 N LOOP WEST STE 300 HOUSTON, TX 77008		IRC 509(a)(1)	GENERAL OPERATIONS	3000
ST LUKES UNITED METHODIST CHURCH P O BOX 22013 HOUSTON, TX 77227		IRC 509(a)(1)	GENERAL OPERATIONS	5000
HAITI EDUCATION FOUNDATION P O BOX 10775 EL DORADO, AR 71730		IRC 509(a)(1)	GENERAL OPERATIONS	3000
FORUM OF CIVICS FOUNDATION 2503 WESTHEIMER HOUSTON, TX 77098		IRC 509(a)(1)	RIVER OAKS GARDEN CLUB	2500
ST JOSEPH CHURCH 310 W STEPHEN FOSTER AVE BARDSTOWN, KY 40004		IRC 509(a)(1)	HAITI FUND	3000
MUSEUM OF FINE ARTS HOUSTON 1001 BISSONNET HOUSTON, TX 77005		IRC 509(a)(1)	GENERAL OPERATIONS	1500
MUSEUM OF FINE ARTS HOUSTON 1001 BISSONNET HOUSTON, TX 77005		IRC 509(a)(1)	RIENZI GENL OPERATIONS	5000
LIFE HOUSE OF HOUSTON P O BOX 27127 HOUSTON, TX 77227		IRC 509(a)(1)	GENERAL OPERATIONS	2500
SARA SMITH EDUCATION FNDN 370 OLD IVY RD NR ATLANTA, GA 30342		IRC 509(a)(1)	GENERAL OPERATIONS	2000
INST FOR SPRITUALITY & HEALTH 8100 GREENBRIAR STE 220 HOUSTON, TX 77054		IRC 509(a)(1)	GENERAL OPERATIONS	2500
DONORS CHOOSE 5430 HIDALGO ST HOUSTON, TX 77056		IRC 509(a)(1)	ST GEORGES SCHOOL HOUSTON	1541
M D ANDERSON CANCER CENTER P O BOX 301439 HOUSTON, TX 77230		IRC 509(a)(1)	GENERAL OPERATIONS	2500
HOUSTON MUSEUM OF NATURAL SCIENCE 5555 HERMANN PARK DR HOUSTON, TX 77030		IRC 509(a)(1)	BUTTERFLY FLUTTER	2500
TOTAL				39041

SUPPORTING STATEMENTS FOR FORM 990-PF
 ELVA JOHNSTON FOUNDATION
 76-0057287
 4605 POST OAK PLACE STE 250
 HOUSTON, TX 77027

 **** SCHEDULE of Part I - Other Income

<u>Description</u>	<u>Rev. & Exp. per Books</u>	<u>Net Inv. Income</u>	<u>Adj. Net Income</u>	<u>Charitable Purposes</u>
ROYALTIES	2994	2994		
PTP DISTRIBUTIONS	11114	11114		
MUTUAL FUND CAP GAIN DISTRIBS	669	669		
<u>Total:</u>	<u>14777</u>	<u>14777</u>		

 **** SCHEDULE of Part I - Accounting Fees

<u>Description</u>	<u>Rev. & Exp. per Books</u>	<u>Net Inv. Income</u>	<u>Adj. Net Income</u>	<u>Charitable Purposes</u>
TAX PREPARATION	950	750		200
<u>Total:</u>	<u>950</u>	<u>750</u>		<u>200</u>

 **** SCHEDULE of Part I - Taxes

<u>Description</u>	<u>Rev. & Exp. per Books</u>	<u>Net Inv. Income</u>	<u>Adj. Net Income</u>	<u>Charitable Purposes</u>
ROYALTY AV TAXES	94	94		
EXCISE TAX	1155			
<u>Total:</u>	<u>1249</u>	<u>94</u>		

 **** SCHEDULE of Part I - Other Expenses

<u>Description</u>	<u>Rev. & Exp. per Books</u>	<u>Net Inv. Income</u>	<u>Adj. Net Income</u>	<u>Charitable Purposes</u>
INVESTMENT FEE	160	160		
<u>Total:</u>	<u>160</u>	<u>160</u>		

 **** SCHEDULE of Part II - Investments Corporate Stocks

<u>Description</u>	<u>BOY Book Value</u>	<u>EOY Book Value</u>	<u>EOY FMV</u>
INVESTMENTS CORP STOCKS	225314	313289	760826
<u>Total:</u>	<u>225314</u>	<u>313289</u>	<u>760826</u>

SUPPORTING STATEMENTS FOR FORM 990-PF

ELVA JOHNSTON FOUNDATION

76-0057287

4605 POST OAK PLACE STE 250

HOUSTON, TX 77027

**** SCHEDULE of Part II - Investments Other

<u>Description</u>	<u>BOY Book Value</u>	<u>EOY Book Value</u>	<u>EOY FMV</u>
PUBLICLY TRADED MLPS	58581	105434	213880
AMERICAN CAP INCOME BLDR FD	94693	94693	113153
AMERICAN CAPITAL WORLD BOND	75793		
AMERICAN BALANCED FUND	50309		
<u>Total:</u>	<u>279376</u>	<u>200127</u>	<u>327033</u>

**** SCHEDULE of Part II - Other Assets

<u>Description</u>	<u>BOY Book Value</u>	<u>EOY Book Value</u>	<u>EOY FMV</u>
OIL GAS ROYALTY INTERESTS	46086	46086	
<u>Total:</u>	<u>46086</u>	<u>46086</u>	

ELVA J JOHNSTON FOUNDATION**76-0057287****FORM 990-PF PART II, BALANCE SHEETS****LINE 10b INVESTMENTS - CORPORATE STOCK**

	<u>BOOK VALUE</u>	<u>FAIR MKT VALUE</u>
ABBVIE INC	22,619	24,225
AFLAC	54,342	66,370
ANALOG DEVICES INC	13,438	24,110
ATT CORP	9,571	10,563
CAMDEN PROPERTY TRUST	11,776	23,168
CHEVRON CORP	2,123	73,464
CISCO SYSTEMS	5,345	6,375
COLGATE PALMOLIVE CO	4,923	65,810
DR PEPPER SNAPPLE	19,767	19,304
EASTGROUP PROPERTIES INC	10,217	30,295
EMERSON ELECTRIC	16,403	26,796
EXXON MOBIL CORP	7,298	46,740
INTEL CORP	16,570	19,072
JOHNSON & JOHNSON	12,199	94,660
KINDER MORGAN INC	24,010	21,324
MERCK & CO	10,966	14,949
MICROCHIP TECHNOLOGY INC	10,932	17,316
ONEOK INC	17,618	46,456
PEPSICO INC	12,535	33,784
SCHLUMBERGER LTD	8,338	61,894
VERIZON COMMUNICATIONS	11,503	14,886
WEINGARTEN REALTY INVESTORS	10,795	19,265
	<u>313,288</u>	<u>760,826</u>

LINE 13 INVESTMENTS - OTHER

ENTERPRISE PRODUCTS PTRS LP	28,933	104,845
KINDER MORGAN ENERGY PTRS LP	29,648	68,855
NATURAL RESOURCE PARTNERS LP	46,855	40,180
AMERICAN FUNDS CAP INCOME BUILDER FUND	94,691	113,153
	<u>200,127</u>	<u>327,033</u>