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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue ServiceDo not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation JOE & NAN JOHNSON FAMILY FOUNDATION		A Employer identification number 20-2784844
Number and street (or P O box number if mail is not delivered to street address) P. O. BOX 2249	Room/suite	B Telephone number (940) 723-2166
City or town, state or province, country, and ZIP or foreign postal code WICHITA FALLS, TX 76307		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,055,179. (Part I, column (d) must be on cash basis.)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2,200,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	30.	30.		STATEMENT 1
	4 Dividends and interest from securities	3,452.	3,452.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,182.			
	b Gross sales price for all assets on line 6a	60,304.			
	7 Capital gain net income (from Part IV, line 2)		3,182.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	17,827.	17,827.		STATEMENT 3	
12 Total. Add lines 1 through 11	2,224,491.	24,491.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	2,500.	0.		2,500.
	c Other professional fees				
	17 Interest				
	18 Taxes	1,498.	1,498.		0.
	19 Depreciation and depletion	994.	994.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	2,255.	1,802.		453.
	24 Total operating and administrative expenses. Add lines 13 through 23	7,247.	4,294.		2,953.
	25 Contributions, gifts, grants paid	451,397.			451,397.
26 Total expenses and disbursements. Add lines 24 and 25	458,644.	4,294.		454,350.	
27 Subtract line 26 from line 12	1,765,847.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		20,197.			
c Adjusted net income (if negative, enter -0-)			N/A		

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	146,307.	61,485.	61,485.
	2 Savings and temporary cash investments	6,116.	24,599.	24,599.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 7		154,705.	1,986,891.	1,969,095.
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		307,128.	2,072,975.	2,055,179.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	307,128.	2,072,975.	
30 Total net assets or fund balances	307,128.	2,072,975.		
31 Total liabilities and net assets/fund balances	307,128.	2,072,975.		

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	307,128.
2 Enter amount from Part I, line 27a	2	1,765,847.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,072,975.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,072,975.

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 JPM FLOAT RATE INCOME FUND	P	VARIOUS	12/30/13
b HARBOR HIGH YIELD BOND FUND	P	VARIOUS	12/19/13
c CAPITAL GAINS DIVIDENDS			
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 50,000.		49,852.	148.
b 6,972.		7,270.	<298.>
c 3,332.			3,332.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			148.
b			<298.>
c			3,332.
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	3,182.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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))
2012	223,003.	327,306.	.681329
2011	265,259.	321,480.	.825118
2010	389,210.	760,153.	.512015
2009	259,250.	813,318.	.318756
2008	365,910.	1,861,308.	.196588

2 Total of line 1, column (d)	2	2.533806
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	.506761
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,155,267.
5 Multiply line 4 by line 3	5	585,444.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	202.
7 Add lines 5 and 6	7	585,646.
8 Enter qualifying distributions from Part XII, line 4	8	454,350.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
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	404.
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	404.
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	404.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	404.
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 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► NAN H. JOHNSON Telephone no ► (940) 723-2166 Located at ► 811 6TH STREET, WICHITA FALLS, TX ZIP+4 ► 76301			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
			X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b
			X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOE L. JOHNSON, III 811 6TH STREET WICHITA FALLS, TX 76301	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
NAN H. JOHNSON 811 6TH STREET WICHITA FALLS, TX 76301	VICE-PRES/SEC/DIRECTOR 0.00	0.	0.	0.
JEANNIE RALSTON 811 6TH STREET WICHITA FALLS, TX 76301	DIRECTOR 0.00	0.	0.	0.
NANCY ISOM 811 6TH STREET WICHITA FALLS, TX 76301	DIRECTOR 0.00	0.	0.	0.

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3 N/A	
	0.
	0.
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	915,490.
b	Average of monthly cash balances	1b	119,254.
c	Fair market value of all other assets	1c	138,116.
d	Total (add lines 1a, b, and c)	1d	1,172,860.
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	1,172,860.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,593.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,155,267.
6	Minimum investment return. Enter 5% of line 5	6	57,763.

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	57,763.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	404.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	404.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	57,359.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	57,359.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	57,359.

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	454,350.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	454,350.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	454,350.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				57,359.
2 Undistributed Income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013.				
a From 2008	272,845.			
b From 2009	218,584.			
c From 2010	351,202.			
d From 2011	249,185.			
e From 2012	206,638.			
f Total of lines 3a through e	1,298,454.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	454,350.			
a Applied to 2012, 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 2013 distributable amount				57,359.
e Remaining amount distributed out of corpus	396,991.			
5 Excess distributions carryover applied to 2013 (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	1,695,445.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	272,845.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,422,600.			
10 Analysis of line 9:				
a Excess from 2009	218,584.			
b Excess from 2010	351,202.			
c Excess from 2011	249,185.			
d Excess from 2012	206,638.			
e Excess from 2013	396,991.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

NONE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SCHEDULE PF-3				451,397.
Total			▶ 3a	451,397.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

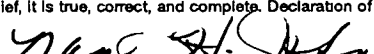
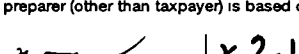
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- | b If "Yes," complete the following schedule | | |
|---|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| N/A | | |
| | | |
| | | |
| | | |
| | | |

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see Instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	 Signature of officer or trustee		x 2-17-14 Date		PRESIDENT Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	JOSEPH D. BAUER				2-7-14		P00630884
	Firm's name ▶ HUPP, BAUER, HANSON & LEWIS P.C.					Firm's EIN ▶ 75-1847161	
	Firm's address ▶ 2520 E. ELLIOTT STREET WICHITA FALLS, TX 76308					Phone no (940) 322-3103	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Name of the organization

JOE & NAN JOHNSON FAMILY FOUNDATION

Employer identification number

20-2784844

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

JOE & NAN JOHNSON FAMILY FOUNDATION

20-2784844

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NAN H. JOHNSON 811 6TH STREET WICHITA FALLS, TX 76301	\$ 2,200,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

SOURCE	AMOUNT
J. P. MORGAN	30.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	30.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
J. P. MORGAN	6,784.	3,332.	3,452.
TOTAL TO FM 990-PF, PART I, LN 4	6,784.	3,332.	3,452.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTY INCOME	17,265.	17,265.	
OKLAHOMA WITHHOLDING TAXES REFUND	562.	562.	
TOTAL TO FORM 990-PF, PART I, LINE 11	17,827.	17,827.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,500.	0.		2,500.
TO FORM 990-PF, PG 1, LN 16B	2,500.	0.		2,500.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OKLAHOMA WITHHOLDING TAXES	572.	572.		0.	
SEVERANCE TAXES	926.	926.		0.	
TO FORM 990-PF, PG 1, LN 18	1,498.	1,498.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OPERATING EXPENSES	743.	743.		0.	
OTHER ROYALTY EXPENSES	1,059.	1,059.		0.	
SUNDRY MISCELLANEOUS	453.	0.		453.	
TO FORM 990-PF, PG 1, LN 23	2,255.	1,802.		453.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
OIL & GAS ROYALTY	COST	2,518,868.	138,116.	
ACCUMULATED DEPLETION	COST	<2,365,157.>	0.	
MARKETABLE SECURITIES	COST	1,833,180.	1,830,979.	
TOTAL TO FORM 990-PF, PART II, LINE 13		1,986,891.	1,969,095.	

TAXPAYER: JOE & NAN JOHNSON FAMILY FOUNDATION

STATEMENT PF-1

EIN: 20-2784844

SCHEDULE: ROYALTY OPERATIONS AND ALLOWABLE DEPLETION

YEAR: DECEMBER 31, 2013

PROPERTY			GROSS SALES	SEVERANCE		OTHER EXPENSE	LEASE OPERATIONS	NET INCOME	DEPLETION		
NO.	NAME	STATE		TAX					STATUTORY	COST	ALLOWABLE
81620	TRAHAN #1	LA	1,799.15	73.48	-	72.50	1,653.17	-	-	-	
2550	AMOS #1-29	OK	8,311.63	501.73	735.27	87.00	6,987.63	-	-	-	
255330	CLELLA #1-19	OK	-	-	-	-	-	-	-	-	
74087	SHARUM #1A-30	OK	3,120.28	143.33	265.38	87.00	2,624.57	-	-	-	
TOTAL - OKLAHOMA			11,431.91	645.06	1,000.65	174.00	9,612.20	-	-	-	
29250	HAMMAN & ANDERSON #4	TX	182.78	5.29	9.31	60.70	107.48	-	-	-	
29350	HAMMAN & ANDERSON #7	TX	-	-	-	-	-	-	-	-	
44103	KELLY GAS UNIT #3	TX	1,317.32	90.07	18.61	112.65	1,095.99	-	332.27	332.27	
44104	KELLY GAS UNIT #4	TX	416.57	19.97	6.02	91.41	299.17	-	661.42	661.42	
79090	CONOCO FEE S/T #1	TX	-	-	-	-	-	-	-	-	
TOTAL - COST			1,916.67	115.33	33.94	264.76	1,502.64	-	993.69	993.69	
44105	KELLY GAS UNIT #5	TX	2,116.80	92.17	24.12	231.65	1,768.86	-	-	-	
TOTAL - TEXAS			4,033.47	207.50	58.06	496.41	3,271.50	-	993.69	993.69	
TOTAL - COMBINED			17,264.53	926.04	1,058.71	742.91	14,536.87	-	993.69	993.69	

TAXPAYER: JOE & NAN JOHNSON FAMILY FOUNDATION

STATEMENT PF-2

EIN: 20-2784844

SCHEDULE: COST DEPLETION

YEAR: DECEMBER 31, 2013

PROPERTY		COST			RESERVE		NET	DEPLETION RESERVE			
NO.	NAME	01/01/13	CHANGE	12/31/13	01/01/13	CHARGE	COST	RATE	COST	CREDIT	12/31/13
81620	TRAHAN #1	575,393.84	-	575,393.84	575,393.84	-	-	-	-	-	575,393.84
2550	AMOS #1-29	443,784.25	-	443,784.25	443,784.25	-	-	-	-	-	443,784.25
25330	CLELLA #1-19	397,759.00	-	397,759.00	248,599.40	-	149,159.60	-	-	-	248,599.40
74087	SHARUM #1A-30	688,547.67	-	688,547.67	688,547.67	-	-	-	-	-	688,547.67
TOTAL - OKLAHOMA		1,530,090.92	-	1,530,090.92	1,380,931.32	-	149,159.60	-	-	-	1,380,931.32
29250	HAMMAN & ANDERSON #4	75,187.58	-	75,187.58	75,187.58	-	-	-	-	-	75,187.58
29350	HAMMAN & ANDERSON #7	250,186.23	-	250,186.23	250,186.23	-	-	-	-	-	250,186.23
44103	KELLY GAS UNIT #3	15,975.03	-	15,975.03	15,642.76	-	332.27	0.125	332.27	332.27	15,975.03
44104	KELLY GAS UNIT #4	31,800.29	-	31,800.29	31,138.87	-	661.42	0.125	661.42	661.42	31,800.29
79090	CONOCO FEE S/T #1	40,233.85	-	40,233.85	35,682.81	-	4,551.04	-	-	-	35,682.81
TOTAL - TEXAS		413,382.98	-	413,382.98	407,838.25	-	5,544.73	-	993.69	993.69	408,831.94
TOTAL - COMBINED		2,518,867.74	-	2,518,867.74	2,364,163.41	-	154,704.33	-	993.69	993.69	2,365,157.10

TAXPAYER: JOE & NAN JOHNSON FAMILY FOUNDATION
EIN: 20-2784844
SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID
YEAR END: DECEMBER 31, 2013

SCHEDULE PF-3

<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
FIRST CHRISTIAN CHURCH 3701 TAFT BOULEVARD WICHITA FALLS, TX 76308	GENERAL OPERATIONS	15,000.00
FANTASY OF LIGHTS P. O. BOX 1428 WICHITA FALLS, TX 76307	BASKETBALL TOURNAMENT	5,000.00
UNIVERSITY LITTLE LEAGUE 3000 SOUTH HULEN, SUITE 124 FORT WORTH, TX 76109	GENERAL OPERATIONS	2,500.00
PROJECT WALK 1905-B KRAMER LANE, SUITE 850 AUSTIN, TX 78758	ROLL 2 WALK	2,500.00
NORTH TEXAS REHABILITATION CENTER 1005 MIDWESTERN PARKWAY WICHITA FALLS, TX 76302	LIFT A LIFE	1,500.00
TARRANT COUNTY AREA FOOD BANK 2600 CULLEN STREET FT WORTH, TX 76107	BREAKFAST WITH THE STARS	1,500.00
FORT WORTH UNIVERSITY CHRISTIAN CHURCH 2720 SOUTH UNIVERSITY DRIVE FORT WORTH, TX 76109	GENERAL OPERATIONS	1,200.00
MIDWESTERN STATE UNIVERSITY 3410 TAFT BOULEVARD WICHITA FALLS, TX 76308	M-CLUB FOOTBALL	1,000.00
MIDWESTERN STATE UNIVERSITY 3410 TAFT BOULEVARD WICHITA FALLS, TX 76308	M-CLUB FOOTBALL	1,000.00
WICHITA FALLS AREA FOOD BANK P. O. BOX 623 WICHITA FALLS, TX 76302	POWER PACK	1,000.00
TEXAS CHRISTIAN UNIVERSITY TCU BOX 297620 FORT WORTH, TX 76129	BASEBALL DIAMOND CLUB	940.00

TAXPAYER: JOE & NAN JOHNSON FAMILY FOUNDATION
EIN: 20-2784844
SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID
YEAR END: DECEMBER 31, 2013

SCHEDULE PF-3

<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
HOSPICE OF WICHITA FALLS 4909 JOHNSON ROAD WICHITA FALLS, TX 76310	GENERAL OPERATIONS	2,000.00
TEXAS CHRISTIAN UNIVERSITY TCU BOX 297140 FORT WORTH, TX 76129	FROG CLUB	10,750.00
UNITED REGIONAL HEALTH CARE FOUNDATION 1600 8TH STREET WICHITA FALLS, TX 76301	CHILDREN'S MIRACLE NETWORK	2,500.00
UNITED REGIONAL HEALTH CARE FOUNDATION 1600 8TH STREET WICHITA FALLS, TX 76301	GENERAL OPERATIONS	25,000.00
WEST TEXAS FOOTBALL CLASSIC 8211 DOVER AVENUE LUBBOCK, TX 79424	GENERAL OPERATIONS	5,000.00
WICHITA FALLS AREA FOOD BANK P. O. BOX 623 WICHITA FALLS, TX 76302	GENERAL OPERATIONS	5,000.00
TEXAS TECH ALUMNI ASSOCIATION P. O. BOX 45001 LUBBOCK, TX 79409	GENERAL OPERATIONS	1,000.00
UNITED REGIONAL HEALTH CARE FOUNDATION 1600 8TH STREET WICHITA FALLS, TX 76301	CHILDREN'S MIRACLE NETWORK	2,000.00
FAIN PRESBYTERIAN CHURCH 2201 SPEEDWAY AVENUE WICHITA FALLS, TX 76308	GENERAL OPERATIONS	8,000.00
LADAINIAN TOMLINSON'S TOUCHING LIVES FOUNDATION 500 SOUTH MAIN STREET, SUITE 610 FORT WORTH, TX 76102	GENERAL OPERATIONS	5,000.00
PROJECT BACK TO SCHOOL P. O. BOX 9700 WICHITA FALLS, TX 76308	GENERAL OPERATIONS	20,000.00

TAXPAYER: JOE & NAN JOHNSON FAMILY FOUNDATION
EIN: 20-2784844
SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID
YEAR END: DECEMBER 31, 2013

SCHEDULE PF-3

<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
HOSPICE OF WICHITA FALLS 4909 JOHNSON ROAD WICHITA FALLS, TX 76310	GENERAL OPERATIONS	2,500.00
TEXAS TECH ALUMNI ASSOCIATION P. O. BOX 45001 LUBBOCK, TX 79409	GENERAL OPERATIONS	50,000.00
TEXAS TECH ALUMNI ASSOCIATION P. O. BOX 45001 LUBBOCK, TX 79409	GENERAL OPERATIONS	2,000.00
WICHITA FALLS AREA COMMUNITY FOUNDATION 807 8TH STREET WICHITA FALLS, TX 76301	TIMES CHARITIES	2,000.00
HUMANE SOCIETY OF WICHITA COUNTY 4360 OLD IOWA PARK ROAD WICHITA FALLS, TX 76301	GENERAL OPERATIONS	1,000.00
CLAY COUNTY ANIMAL SHELTER 503 NORTH CARROLL STREET HENRIETTA, TX 76365	GENERAL OPERATIONS	2,000.00
HOSPICE OF WICHITA FALLS 4909 JOHNSON ROAD WICHITA FALLS, TX 76310	GENERAL OPERATIONS	10,000.00
GRACE CHURCH 4822 KEMP BOULEVARD, SUITE 500 WICHITA FALLS, TX 76308	BUILDING FUND	5,000 00
GRACE CHURCH 4822 KEMP BOULEVARD, SUITE 500 WICHITA FALLS, TX 76308	GENERAL OPERATIONS	10,000.00
GRACE CHURCH 4822 KEMP BOULEVARD, SUITE 500 WICHITA FALLS, TX 76308	GENERAL OPERATIONS	5,000.00
MAKE-A-WISH FOUNDATION NORTH TEXAS AREA 1407 TEXAS STREET, SUITE 1010 FORT WORTH, TX 76102	GENERAL OPERATIONS	3,000.00

TAXPAYER: JOE & NAN JOHNSON FAMILY FOUNDATION
EIN: 20-2784844
SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID
YEAR END: DECEMBER 31, 2013

SCHEDULE PF-3

<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
WICHITA FALLS AREA COMMUNITY FOUNDATION P. O. BOX 4641 WICHITA FALLS, TX 76308	HANDS TO HANDS	2,000.00
WICHITA FALLS AREA FOOD BANK P. O. BOX 623 WICHITA FALLS, TX 76302	GENERAL OPERATIONS	2,000.00
YOUNG LIFE P. O. BOX 520 COLORADO SPRINGS, CO 80901	GENERAL OPERATIONS	1,500.00
YOUNG LIFE P. O. BOX 520 COLORADO SPRINGS, CO 80901	GENERAL OPERATIONS	1,000.00
COVENANT FOUNDATION 3623 22ND PLACE LUBBOCK, TX 79410	GENERAL OPERATIONS	5,000.00
SPIRIT RANCH 701 REGIS STREET LUBBOCK, TX 79403	GENERAL OPERATIONS	2,000.00
TEXAS TECH COLLEGE OF AGRICULTURE P. O. BOX 45001 LUBBOCK, TX 79409	GENERAL OPERATIONS	10,000.00
TEXAS TECH CDRC P. O. BOX 45001 LUBBOCK, TX 79409	GENERAL OPERATIONS	5,000.00
TEXAS FUTURE FARMERS OF AMERICA FOUNDATION 614 EAST 12TH STREET AUSTIN, TX 78701	GENERAL OPERATIONS	5,000.00
TEXAS TECH EQUINE THERAPY PROGRAM P. O. BOX 45001 LUBBOCK, TX 79409	GENERAL OPERATIONS	3,600.00
TEXAS TECH RED RAIDER CLUB P. O. BOX 45001 LUBBOCK, TX 79409	GENERAL OPERATIONS	500.00

TAXPAYER: JOE & NAN JOHNSON FAMILY FOUNDATION
EIN: 20-2784844
SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID
YEAR END: DECEMBER 31, 2013

SCHEDULE PF-3

<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
TEXAS TECH RED RAIDER CLUB P. O. BOX 45001 LUBBOCK, TX 79409	GENERAL OPERATIONS	2,400.00
LOUISE H. BATZ HOSPITAL 206 OAK LEAF SAN ANTONIO, TX 78209	AWARENESS FUND	1,000.00
FAIN PRESBYTERIAN CHURCH 2201 SPEEDWAY AVENUE WICHITA FALLS, TX 76308	GENERAL OPERATIONS	28,000 00
TEXAS A&M 12TH MAN FOUNDATION P. O. BOX 2800 COLLEGE STATION, TX 77841	GENERAL OPERATIONS	607.00
FAIN PRESBYTERIAN CHURCH 2201 SPEEDWAY AVENUE WICHITA FALLS, TX 76308	GENERAL OPERATIONS	28,000 00
FAIN PRESBYTERIAN CHURCH 2201 SPEEDWAY AVENUE WICHITA FALLS, TX 76308	GENERAL OPERATIONS	28,000.00
CHRIST'S HOME PLACE MINISTRIES 1420 TWIN OAKS STREET WICHITA FALLS, TX 76302	GENERAL OPERATIONS	2,500.00
MIDWESTERN STATE UNIVERSITY 3410 TAFT BOULEVARD WICHITA FALLS, TX 76308	MUSTANGS ATHLETIC CLUB	5,700.00
UNITED REGIONAL HEALTH CARE FOUNDATION 1600 8TH STREET WICHITA FALLS, TX 76301	GENERAL OPERATIONS	25,000 00
FAIN PRESBYTERIAN CHURCH 2201 SPEEDWAY AVENUE WICHITA FALLS, TX 76308	GENERAL OPERATIONS	28,000.00
TEXAS TECH EQUINE THERAPY PROGRAM P. O. BOX 45001 LUBBOCK, TX 79409	GENERAL OPERATIONS	19,000.00

TAXPAYER: JOE & NAN JOHNSON FAMILY FOUNDATION
EIN: 20-2784844
SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID
YEAR END: DECEMBER 31, 2013

SCHEDULE PF-3

<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
TEXAS TECH ALUMNI ASSOCIATION P. O. BOX 45001 LUBBOCK, TX 79409	GENERAL OPERATIONS	3,000.00
GRACE CHURCH 4822 KEMP BOULEVARD, SUITE 500 WICHITA FALLS, TX 76308	GENERAL OPERATIONS	2,000.00
RED RAIDER CLUB P. O. BOX 45055 LUBBOCK, TX 79409	GENERAL OPERATIONS	2,000.00
FANTASY OF LIGHTS P. O. BOX 1428 WICHITA FALLS, TX 76307	BASKETBALL TOURNAMENT	5,000.00
TEXAS A&M 12TH MAN FOUNDATION P. O. BOX 2800 COLLEGE STATION, TX 77841	GENERAL OPERATIONS	11,500.00
FORT WORTH UNIVERSITY CHRISTIAN CHURCH 2720 SOUTH UNIVERSITY DRIVE FORT WORTH, TX 76109	GENERAL OPERATIONS	1,200.00
UNIVERSITY LITTLE LEAGUE 3000 SOUTH HULEN, SUITE 124 FORT WORTH, TX 76109	GENERAL OPERATIONS	2,500.00
PROJECT WALK 1905-B KRAMER LANE, SUITE 850 AUSTIN, TX 78758	ROLL 2 WALK	2,500.00
TARRANT COUNTY AREA FOOD BANK 2600 CULLEN STREET FT WORTH, TX 76107	BACKPACK FOR KIDS PROGRAM	500 00
MIDWESTERN STATE UNIVERSITY 3410 TAFT BOULEVARD WICHITA FALLS, TX 76308	M-CLUB FOOTBALL	1,000.00
FORT WORTH UNIVERSITY CHRISTIAN CHURCH 2720 SOUTH UNIVERSITY DRIVE FORT WORTH, TX 76109	CHRISTMAS ANGELS	500.00

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SCHEDULE PF-3

<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
WICHITA FALLS AREA FOOD BANK P. O. BOX 623 WICHITA FALLS, TX 76302	POWER PACK	1,000.00
TEXAS CHRISTIAN UNIVERSITY TCU BOX 297620 FORT WORTH, TX 76129	BASEBALL DIAMOND CLUB	1,000.00
TOTAL		<u>451,397.00</u>