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Form 990-PF

## Return of Private Foundation

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

- Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.
- Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public  
Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation WILLARD AND RUTH JOHNSON CHARITABLE FOUNDATION		A Employer identification number 76-0386599
Number and street (or P O box number if mail is not delivered to street address) 3900 ESSEX STE 400		Room/suite
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77027		
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 checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here ► <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		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 24,199,272	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
(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 checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	73,638	73,638		
4	Dividends and interest from securities. . . . .	530,067	530,067		
5a	Gross rents . . . . .				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10	1,155,350			
b	Gross sales price for all assets on line 6a 12,670,268				
7	Capital gain net income (from Part IV, line 2) . . . . .		1,155,350		
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) . . . . .	148,801	144,620		
12	<b>Total.</b> Add lines 1 through 11 . . . . .	1,907,856	1,903,675		
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 (attach schedule) . . . . .				
b	Accounting fees (attach schedule) . . . . .				
c	Other professional fees (attach schedule) . . . . .	137,021	137,021		0
17	Interest . . . . .				
18	Taxes (attach schedule) (see instructions)	5,469	5,469		0
19	Depreciation (attach schedule) and depletion . . . . .				
20	Occupancy . . . . .				
21	Travel, conferences, and meetings . . . . .				
22	Printing and publications . . . . .				
23	Other expenses (attach schedule) . . . . .	150	150		0
24	<b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	142,640	142,640		0
25	Contributions, gifts, grants paid. . . . .	1,254,250			1,254,250
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	1,396,890	142,640		1,254,250
27	Subtract line 26 from line 12				
a	<b>Excess of revenue over expenses and disbursements</b>	510,966			
b	<b>Net investment income</b> (if negative, enter -0-) . . . . .		1,761,035		
c	<b>Adjusted net income</b> (if negative, enter -0-) . . . . .				

<b>Part II</b> <b>Balance Sheets</b>	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
<b>1</b>	Cash—non-interest-bearing . . . . .			
<b>2</b>	Savings and temporary cash investments . . . . .	856,033	1,113,430	1,113,430
<b>3</b>	Accounts receivable ► 14,479			
	Less allowance for doubtful accounts ►	14,479	14,479	14,479
<b>4</b>	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
<b>5</b>	Grants receivable . . . . .			
<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
<b>7</b>	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
<b>8</b>	Inventories for sale or use . . . . .			
<b>9</b>	Prepaid expenses and deferred charges . . . . .			
<b>10a</b>	Investments—U S and state government obligations (attach schedule)	811,518	401,639	399,923
<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	13,163,242	11,963,921	17,636,315
<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	3,192,241	2,840,904	2,827,823
<b>11</b>	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
<b>12</b>	Investments—mortgage loans . . . . .			
<b>13</b>	Investments—other (attach schedule) . . . . .	718,334	2,932,440	2,207,302
<b>14</b>	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
<b>15</b>	Other assets (describe ► )			
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	18,755,847	19,266,813	24,199,272
<b>17</b>	Accounts payable and accrued expenses . . . . .			
<b>18</b>	Grants payable . . . . .			
<b>19</b>	Deferred revenue . . . . .			
<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons			
<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .			
<b>22</b>	Other liabilities (describe ► )			
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>24</b>	<b>Foundations that follow SFAS 117, check here ►</b> <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
<b>25</b>	Unrestricted . . . . .			
<b>26</b>	Temporarily restricted . . . . .			
<b>27</b>	Permanently restricted . . . . .			
<b>28</b>	<b>Foundations that do not follow SFAS 117, check here ►</b> <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
<b>29</b>	Capital stock, trust principal, or current funds . . . . .	0	0	
<b>30</b>	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
<b>31</b>	Retained earnings, accumulated income, endowment, or other funds	18,755,847	19,266,813	
<b>32</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	18,755,847	19,266,813	
<b>33</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	18,755,847	19,266,813	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	18,755,847
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	510,966
<b>3</b>	Other increases not included in line 2 (itemize) ►	<b>3</b>	0
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	19,266,813
<b>5</b>	Decreases not included in line 2 (itemize) ►	<b>5</b>	0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	<b>6</b>	19,266,813

**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)
<b>1 a</b>	UBS #46615	P	2013-01-01	2013-06-30
<b>b</b>	UBS #46615	P	2013-06-30	2013-06-30
<b>c</b>	AMEGY #4674	P	2013-01-01	2013-06-30
<b>d</b>	AMEGY #4674	P	2013-06-30	2013-06-30
<b>e</b>	CAPITAL GAINS DIVIDENDS	P		
<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)	
<b>a</b> 271,279		249,597	21,682	
<b>b</b> 1,276,015		951,594	324,421	
<b>c</b> 5,680,016		5,572,377	107,639	
<b>d</b> 5,440,610		4,741,350	699,260	
<b>e</b> 2,348			2,348	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
<b>a</b>			21,682	
<b>b</b>			324,421	
<b>c</b>			107,639	
<b>d</b>			699,260	
<b>e</b>			2,348	
<b>2</b> 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 }		<b>2</b>	1,155,350
<b>3</b> 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 }		<b>3</b>	

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

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

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

 Yes  No

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,095,050	22,492,934	0 048684
2011	1,069,850	22,264,148	0 048053
2010	1,120,747	21,421,699	0 052318
2009	1,220,460	22,455,324	0 054351
2008	1,306,770	24,598,461	0 053124
<b>2</b> Total of line 1, column (d).			<b>2</b> 0 256530
<b>3</b> 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			<b>3</b> 0 051306
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			<b>4</b> 23,908,756
<b>5</b> Multiply line 4 by line 3.			<b>5</b> 1,226,663
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).			<b>6</b> 17,610
<b>7</b> Add lines 5 and 6.			<b>7</b> 1,244,273
<b>8</b> Enter qualifying distributions from Part XII, line 4.			<b>8</b> 1,254,250

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>		1	17,610
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	2	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	3	17,610
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	0
3	Add lines 1 and 2. . . . .	5	17,610
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	17,826
b	Exempt foreign organizations—tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	35,000
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments Add lines 6a through 6d. . . . .	7	52,826
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	35,216
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> 35,216 <b>Refunded</b> <input type="checkbox"/>	11	0

**Part VII-A Statements Regarding Activities**

		<b>Yes</b>	<b>No</b>
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? . . . . .	1a	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .	1b	No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1) On the foundation</b> <input type="checkbox"/> \$ _____ 0 <b>(2) On foundation managers</b> <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? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a	No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
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? . . . . .	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
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? <i>If "No," attach explanation.</i>	8b	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). . . . .	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	Yes	

Website address ► N/A

14 The books are in care of ► CHRISTOPHER JOHNSON Telephone no ► (713) 627-1101  
 Located at ► 3900 ESSEX STE 400 HOUSTON TX ZIP +4 ► 77027

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . . . ► 15 and enter the amount of tax-exempt interest received or accrued during the year . . . . . ►

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? . . . . . ► 16 Yes No  
 See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . .	1b		
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ►			
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	No	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . .	► Yes	✓ No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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? . . . . .	► Yes	✓ 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) . . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	No	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? . . . . .	4b	No	

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

5a	During the year did the foundation pay or incur any amount to  (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? . . . . .		5b	
c	Organizations relying on a current notice regarding disaster assistance check here. . . . . ►			
	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .			
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation <b>(If not paid, enter -0-)</b>	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID M JOHNSON 3900 ESSEX STE 400 HOUSTON, TX 77027	VICE PRESIDENT 2 00	0	0	0
JOHN W JOHNSON 3900 ESSEX STE 400 HOUSTON, TX 77027	PRESIDENT 2 00	0	0	0
CHRISTOPHER B JOHNSON 3900 ESSEX STE 400 HOUSTON, TX 77027	SECRETARY 2 00	0	0	0
STEVEN J LINDLEY 3900 ESSEX STE 400 HOUSTON, TX 77027	VICE PRESIDENT 2 00	0	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1—see 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				
<b>Total number of other employees paid over \$50,000.</b>				0

**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

<b>(a) Name and address of each person paid more than \$50,000</b>	<b>(b) Type of service</b>	<b>(c) Compensation</b>
NONE		

## **Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
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 page 24 of the 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	22,617,895
b	Average of monthly cash balances. . . . .	1b	1,654,954
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	24,272,849
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	24,272,849
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	364,093
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,908,756
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	1,195,438

**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	1,195,438
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	17,610
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	17,610
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	1,177,828
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	1,177,828
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	1,177,828

**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	1,254,250
b	Program-related investments—total from Part IX-B. . . . .	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required). . . . .	3b	
b	Cash distribution test (attach the required schedule). . . . .	4	1,254,250
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	17,610
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). . . . .	6	1,236,640
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .		

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				1,177,828
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			1,088,077	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .				
<b>f Total</b> of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ► \$ 1,254,250				
<b>a</b> Applied to 2012, but not more than line 2a			1,088,077	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .			166,173	
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				1,011,655
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	0			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	0			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . .				
<b>e</b> Excess from 2013. . . . .				

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

<b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. <input type="text"/>
<b>b</b> Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. <input type="text"/>
<b>b</b> 85% of line 2a. <input type="text"/>
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed. <input type="text"/>
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities. <input type="text"/>
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c. <input type="text"/>
<b>3</b> Complete 3a, b, or c for the alternative test relied upon
<b>a</b> "Assets" alternative test—enter
(1) Value of all assets. <input type="text"/>
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). <input type="text"/>
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. <input type="text"/>
<b>c</b> "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). <input type="text"/>
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III). <input type="text"/>
(3) Largest amount of support from an exempt organization <input type="text"/>
(4) Gross investment income <input type="text"/>

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

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

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

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

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

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

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

**c** Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3a	1,254,250
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue						
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>f</b>						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments. . . . .						
<b>3</b> Interest on savings and temporary cash investments. . . . .						
<b>4</b> Dividends and interest from securities. . . . .				14	73,638	
<b>5</b> Net rental income or (loss) from real estate				14	530,067	
<b>a</b> Debt-financed property. . . . .						
<b>b</b> Not debt-financed property. . . . .						
<b>6</b> Net rental income or (loss) from personal property. . . . .						
<b>7</b> Other investment income. . . . .	211110		5,127			143,674
<b>8</b> Gain or (loss) from sales of assets other than inventory. . . . .				18	2,348	1,153,002
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory. . . . .						
<b>11</b> Other revenue <b>a</b> _____						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .			5,127		606,053	1,296,676
<b>13</b> <b>Total.</b> Add line 12, columns (b), (d), and (e). . . . . (See worksheet in line 13 instructions to verify calculations.)						1,907,856

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

**a Transfers from the reporting foundation to a noncharitable exempt organization or to a charitable organization that is not a public charity**

## **b** Other transactions

- (1) Sales of assets to a noncharitable exempt organization. . . . .
- (2) Purchases of assets from a noncharitable exempt organization. . . . .
- (3) Rental of facilities, equipment, or other assets. . . . .
- (4) Reimbursement arrangements. . . . .
- (5) Loans or loan guarantees. . . . .
- (6) Performance of services or membership or fundraising solicitations. . . . .

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.**

**d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations?

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . .  Yes  No

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

\* \* \* \* \*

2014-11-13

\* \* \* \* \*

May the IRS discuss this return  
with the preparer shown below  
(see instr.)?  Yes  No

**Signature of officer or trustee**

Date

Title

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P0000420
----------------------------	----------------------	------	--	------------------

JAMES M LOH		employed	FO0004200
Firm's name	UHY ADVISORS TX LLC	Firm's EIN	76-0522558
Firm's address	2929 ALLEN PARKWAY 20TH FLOOR HOUSTON, TX 77019	Phone no	(713) 960-1706

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
AGAPE DEVELOPMENT MINISTRIES PO BOX 88094 HOUSTON, TX 77288	N/A	N/A	GENERAL SUPPORT	5,000
ALLEY THEATRE 615 TEXAS AVENUE HOUSTON, TX 77002	N/A	N/A	GENERAL SUPPORT	500
ARTS ASSEMBLY OF MIDLAND 401 WEST TEXAS MIDLAND, TX 79701	N/A	N/A	GENERAL SUPPORT	2,500
BOYS & GIRLS CLUB 3110 5TH ST STAFFORD, TX 77477	N/A	N/A	GENERAL SUPPORT	5,000
BUCKNER CHILDREN AND FAMILY SERVICES 425 WEST PECAN STREET MIDLAND, TX 79705	N/A	N/A	GENERAL SUPPORT	10,000
CAESAR KLEBERG PARTNER PROGRAM 700 UNIVERSITY BLVD MSC 218 KINGSVILLE, TX 78363	N/A	N/A	GENERAL SUPPORT	20,000
CAMPUS CRUSADE FOR CHRIST 100 LAKE HART DR 2400 ORLANDO, FL 32862	N/A	N/A	GENERAL SUPPORT	5,000
CARDIGAN MOUNTAIN SCHOOL 62 ALUMNI DRIVE CANAAN, NH 03741	N/A	N/A	GENERAL SUPPORT	225,000
CASA EL BUEN SAMARITANO 14060 DUBLIN HOUSTON, TX 77225	N/A	N/A	GENERAL SUPPORT	5,000
CHILDREN'S ADVOCACY CENTER BOX 5195 SAN ANGELO, TX 76902	N/A	N/A	GENERAL SUPPORT	8,000
CHILDREN'S MUSEUM OF HOUSTON 1500 BINZ HOUSTON, TX 77004	N/A	N/A	GENERAL SUPPORT	25,000
CIRCUIT RIDER MINISTRIES PO BOX 1861 PALESTINE, TX 75802	N/A	N/A	GENERAL SUPPORT	3,500
CITY OF MIDLAND AQUATICS INC (COM) 3003 N A ST MIDLAND, TX 79705	N/A	N/A	GENERAL SUPPORT	70,000
CONCHO VALLEY HOME FOR GIRLS PO BOX 3772 SAN ANGELO, TX 76902	N/A	N/A	GENERAL SUPPORT	8,000
COVENANT HOUSE 1111 LOVETT BLVD HOUSTON, TX 77006	N/A	N/A	GENERAL SUPPORT	500
<b>Total . . . . .</b>				<b>► 3a</b>
				1,254,250

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
DUKE UNIVERSITY OFFICE OF UNIV DEVELOPMENT BOX 90581 DURHAM, NC 27708	N/A	N/A	GENERAL SUPPORT	2,000
EDWIN L COX SCHOOL OF BUSINESS PO BOX 750333 DALLAS, TX 75275	N/A	N/A	GENERAL SUPPORT	15,000
EPISCOPAL HIGH SCHOOL 4650 BISSONNET BELLAIRE, TX 774013002	N/A	N/A	GENERAL SUPPORT	1,500
FIFTH WARD PREGNANCY HELP CENTER 743 SHOTWELL STREET HOUSTON, TX 77020	N/A	N/A	GENERAL SUPPORT	5,000
FORUM CIVICS FOUNDATION 2503 WESTHEIMER HOUSTON, TX 77098	N/A	N/A	GENERAL SUPPORT	10,000
FRIENDS OF WEST UNIVERSITY PLACE PARK FUNDS 6104 AUDEN WEST UNIVERSITY PLACE, TX 77005	N/A	N/A	GENERAL SUPPORT	1,500
GEORGE W BUSH FOUNDATION PO BOX 60610 DALLAS, TX 75206	N/A	N/A	GENERAL SUPPORT	50,000
GIRLS PREPARATORY SCHOOL PO BOX 4736 CHATTANOOGA, TN 77034	N/A	N/A	GENERAL SUPPORT	25,000
GOLF COURSE ROAD CHURCH OF CHRIST 3500 WEST GOLF COURSE ROAD MIDLAND, TX 79703	N/A	N/A	GENERAL SUPPORT	20,000
GOOD SAMARITAN FOUNDATION 5615 KIRBY DRIVE SUITE 610 HOUSTON, TX 77005	N/A	N/A	GENERAL SUPPORT	15,000
HILLCREST SCHOOL 3510 NORTH A BLDG C MIDLAND, TX 79705	N/A	N/A	GENERAL SUPPORT	12,500
KINKAID SCHOOL 201 KINKAID SCHOOL ROAD HOUSTON, TX 77024	N/A	N/A	GENERAL SUPPORT	15,000
KIPP ACADEMY 10711 KIPP WAY HOUSTON, TX 77099	N/A	N/A	GENERAL SUPPORT	25,000
LONE STAR SANCTUARY FOR ANIMALS PO BOX 50426 MIDLAND, TX 79710	N/A	N/A	GENERAL SUPPORT	5,000
MARYVILLE COLLEGE 502 E LAMAR ALEXANDER PKWY MARYVILLE, TN 37804	N/A	N/A	GENERAL SUPPORT	75,000
<b>Total . . . . .</b>				1,254,250
			<b>► 3a</b>	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
MEALS FOR THE ELDERLY 310 EAST HOUSTON HARTE SAN ANGELO, TX 76903	N/A	N/A	GENERAL SUPPORT	8,000
MEMORIAL PARK CONSERVANCY 6501 MEMORIAL HOUSTON, TX 77007	N/A	N/A	GENERAL SUPPORT	250
MERCY TRIPS HEALTHCARE OUTREACH 2000 NORTH L STREET MIDLAND, TX 79705	N/A	N/A	GENERAL SUPPORT	10,000
MIDLAND COLLEGE OF GOLF PROGRAM 3600 N GARFIELD MIDLAND, TX 79705	N/A	N/A	GENERAL SUPPORT	10,000
MILLENNIUM RDS 5116 BISSONNET 358 BELLAIRE, TX 76132	N/A	N/A	GENERAL SUPPORT	10,000
NEUHAUS EDUCATION CENTER 4433 BISSONNET ST HOUSTON, TX 77401	N/A	N/A	GENERAL SUPPORT	1,500
ORANGE SHOW FOUNDATION 2402 MUNGER STREET HOUSTON, TX 77006	N/A	N/A	GENERAL SUPPORT	40,000
PERKINS SCHOOL OF THEOLOGY PO BOX 750133 DALLAS, TX 75275	N/A	N/A	GENERAL SUPPORT	10,000
PRESIDIO LA BAHIA FOUNDATION PO BOX 57 GOLIAD, TX 77963	N/A	N/A	GENERAL SUPPORT	50,000
PURDUE UNIVERSITY 403 W WOOD STREET WEST LAFAYETTE, IN 47907	N/A	N/A	GENERAL SUPPORT	1,000
SALVATION ARMY OF SAN ANGELO TEXAS 215 GILLIS SAN ANGELO, TX 76903	N/A	N/A	GENERAL SUPPORT	5,000
SALVATION ARMY 1500 AUSTIN STREET HOUSTON, TX 77002	N/A	N/A	GENERAL SUPPORT	10,000
SAN ANGELO AREA FOUNDATION/FIREFIGHTER'S FUND 2201 SHERWOOD WAY SUITE 201 SAN ANGELO, TX 76901	N/A	N/A	GENERAL SUPPORT	6,000
SCENIC HOUSTON 3015 RICHMOND AVENUE SUITE 220 HOUSTON, TX 77098	N/A	N/A	GENERAL SUPPORT	10,000
SEARCH HOMELESS SERVICES 2505 FANNIN ST HOUSTON, TX 77002	N/A	N/A	GENERAL SUPPORT	250
<b>Total . . . . .</b>			<b>► 3a</b>	<b>1,254,250</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SEMESTER AT SEA PO BOX 400885 CHARLOTTESVILLE, VA 22904	N/A	N/A	GENERAL SUPPORT	500
SHOW OF SUPPORT PO BOX 11225 MIDLAND, TX 79702	N/A	N/A	GENERAL SUPPORT	5,000
SMU MUSTANG CLUB 5800 OWNBY DRIVE PO BOX 750315 DALLAS, TX 752750315	N/A	N/A	GENERAL SUPPORT	10,000
ST JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON, TX 77019	N/A	N/A	GENERAL SUPPORT	56,500
ST JOSEPH HIGH SCHOOL 110 E RED RIVER STREET VICTORIA, TX 77901	N/A	N/A	GENERAL SUPPORT	20,000
ST LUKE'S UNITED METHODIST CHURCH FOUNDATION 3471 WESTHEIMER HOUSTON, TX 77027	N/A	N/A	GENERAL SUPPORT	100,000
STAR OF HOPE 1811 RUIZ ST HOUSTON, TX 77002	N/A	N/A	GENERAL SUPPORT	5,000
THE FIRST TEE 8400 MYKAWA RD HOUSTON, TX 77048	N/A	N/A	GENERAL SUPPORT	50,000
THE JOY SCHOOL 1 CHELSEA BOULEVARD HOUSTON, TX 77006	N/A	N/A	GENERAL SUPPORT	5,000
THE REGIS SCHOOL 7330 WESTVIEW DR HOUSTON, TX 77055	N/A	N/A	GENERAL SUPPORT	10,000
TLS ENDOWMENT FUND 800 HOUSTON AVENUE HOUSTON, TX 77007	N/A	N/A	GENERAL SUPPORT	5,000
UNIVERSITY OF TENNESSEE 639 ANDY HOLT TOWER KNOXVILLE, TN 37996	N/A	N/A	GENERAL SUPPORT	25,000
UNIVERSITY OF TEXAS MCCOMBS SCHOOL OF BUSINESS 1 UNIVERSITY STATION B6000 AUSTIN, TX 78712	N/A	N/A	GENERAL SUPPORT	3,000
URBAN YOUNG LIFE 900 TOWN COUNTRY SUITE 302 HOUSTON, TX 77024	N/A	N/A	GENERAL SUPPORT	5,000
UTMD ANDERSON CANCER CENTER PO BOX 301439 HOUSTON, TX 77230	N/A	N/A	GENERAL SUPPORT	5,000
<b>Total . . . . .</b>				1,254,250
			<b>► 3a</b>	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
VANDERBILT UNIVERSITY VU STATION B 357727 2301 VANDERBILT PLACE NASHVILLE, TN 37235	N/A	N/A	GENERAL SUPPORT	50,500
WEST TEXAS REHAB CENTER 3001 SOUTH JACKSON STREET SAN ANGELO, TX 76904	N/A	N/A	GENERAL SUPPORT	25,000
WEST UNIVERSITY BAPTIST CHURCH 6218 AUDEN HOUSTON, TX 77005	N/A	N/A	GENERAL SUPPORT	5,000
WILDLIFE CENTER OF TEXAS 7007 KATY ROAD HOUSTON, TX 77024	N/A	N/A	GENERAL SUPPORT	250
YES PUBLIC PREP 353 CRENSHAW RD HOUSTON, TX 77034	N/A	N/A	GENERAL SUPPORT	26,000
<b>Total . . . . .</b>			► 3a	1,254,250

## TY 2013 Investments Corporate Bonds Schedule

**Name:** WILLARD AND RUTH JOHNSON CHARITABLE FOUNDATION

**EIN:** 76-0386599

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GOVERNMENT AGENCIES	550,947	542,395
AMEGY BANK CORPORATE BONDS	2,289,957	2,285,428

**TY 2013 Investments Corporate  
Stock Schedule****Name:** WILLARD AND RUTH JOHNSON CHARITABLE FOUNDATION**EIN:** 76-0386599

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
ENRON CAPITAL LLC-PTRSHP	25,167	10
UBS FINANCIAL SERVICES SECURITIES	5,476,825	9,049,815
UBS COMMON STOCK	10,286	52,751
AMEGY BANK SECURITIES	5,610,373	7,674,370
AMEGY BANK COMMON STOCK	841,270	859,369

## TY 2013 Investments Government Obligations Schedule

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

<b>US Government Securities - End of</b>	
<b>Year Book Value:</b>	401,639
<b>US Government Securities - End of</b>	
<b>Year Fair Market Value:</b>	399,923
<b>State &amp; Local Government</b>	
<b>Securities - End of Year Book</b>	
<b>Value:</b>	0
<b>State &amp; Local Government</b>	
<b>Securities - End of Year Fair</b>	
<b>Market Value:</b>	0

## TY 2013 Investments - Other Schedule

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

<b>Category / Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
AMEGY BANK MUTUAL FUND	AT COST	1,475,000	1,477,105
AMEGY BANK OTHERS	AT COST	1,457,440	730,197

## TY 2013 Other Expenses Schedule

**Name:** WILLARD AND RUTH JOHNSON CHARITABLE FOUNDATION

**EIN:** 76-0386599

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS FEES - 46615	150	150		0

## TY 2013 Other Income Schedule

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

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME - UBS 12643	5,127	5,127	5,127
OTHER INCOME	143,674	139,493	143,674

## TY 2013 Other Professional Fees Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIDUCIARY/ADVISORY FEES	81,693	81,693		0
BROKERAGE FEES - 46615	55,328	55,328		0

## TY 2013 Taxes Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	5,469	5,469		0