



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2013

Department of the Treasury
Internal Revenue Service

- ▶ Do 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 6/01, 2013, and ending 5/31, 2014

THE RALPH A. JOHNSTON FOUNDATION, INC.
408 LONGWOODS
HOUSTON, TX 77024

A Employer identification number
74-6051797

B Telephone number (see the instructions)
713/461-3867

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

F If the foundation is in a 60 month termination under section 507(b)(1)(B), check here ☐

▶ \$ 4,006,382. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Cl ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	10,885.	10,885.	10,885.	
	4 Dividends and interest from securities	113,865.	113,865.	113,865.	
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain/(loss) from sale of assets not on line 10	885.			
	b Gross sales price for all assets on line 6a	933,900.			
	7 Capital gain net income (from Part IV, line 2)		885.		
	8 Net short-term capital gain			250.	
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
See Statement 1	158,353.				
12 Total. Add lines 1 through 11	283,988.	125,635.	125,000.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	See St 2	830.	415.	415.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs)	See Stm 3	2,571.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	See Statement 4	82,754.	41,377.		41,374.
24 Total operating and administrative expenses. Add lines 13 through 23	86,155.	42,153.		41,789.	
25 Contributions, gifts, grants paid Part XV	287,500.			287,500.	
26 Total expenses and disbursements. Add lines 24 and 25	373,655.	42,153.	0.	329,289.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-89,667.				
b Net investment income (if negative, enter -0-)		83,482.			
c Adjusted net income (if negative, enter -0-)			125,000.		

Q B

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing					
	2	Savings and temporary cash investments	1,129,920.	1,020,052.	1,020,052.		
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach sch)					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments – U.S. and state government obligations (attach schedule)					
	b	Investments – corporate stock (attach schedule) Statement 5	782,848.	598,246.	2,386,996.		
	c	Investments – corporate bonds (attach schedule)					
	LIABILITIES	11	Investments – land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule)					
12		Investments – mortgage loans					
13		Investments – other (attach schedule) Statement 6	39,107.	244,547.	599,334.		
14		Land, buildings, and equipment basis 3,084.					
		Less: accumulated depreciation (attach schedule) See Stmt 7	3,084.	3,084.			
15		Other assets (describe)					
16		Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	1,954,959.	1,865,929.	4,006,382.		
17		Accounts payable and accrued expenses					
18		Grants payable					
NET ASSETS OR FUND BALANCES	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)					
	23	Total liabilities (add lines 17 through 22)	0.	0.			
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. X					
27	Capital stock, trust principal, or current funds	1,954,959.	1,865,929.				
28	Paid-in or capital surplus, or land, building, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see instructions)	1,954,959.	1,865,929.				
31	Total liabilities and net assets/fund balances (see instructions)	1,954,959.	1,865,929.				

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year– Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,954,959.
2	Enter amount from Part I, line 27a	2	-89,667.
3	Other increases not included in line 2 (itemize) See Statement 8	3	637.
4	Add lines 1, 2, and 3	4	1,865,929.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)– Part II, column (b), line 30	6	1,865,929.

Part V Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 9				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	885.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	250.

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

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

N/A

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

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

☐ Yes☐ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012			
2011			
2010			
2009			
2008			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period— divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary— see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,670.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,670.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-		5	1,670.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	1,484.	
b Exempt foreign organizations— tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,484.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	186.	
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			
	Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>JERRY ANDREWS</u> Telephone no. <u>(713) 461-3867</u> Located at <u>408 LONGWOODS HOUSTON TX</u> ZIP + 4 <u>77042</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country			X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years <u>20 __, 20 __, 20 __, 20 __</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20 __, 20 __, 20 __, 20 __</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

BAA

Form 990-PF (2013)

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

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?

If 'Yes' to 6b, file Form 8870

5b N/A

6b X

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 (see instructions).

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

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

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

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

0

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

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

Total number of others receiving over \$50,000 for professional services 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	
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

BAA

Form 990-PF (2013)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1 a	3,390,287.
b	Average of monthly cash balances	1 b	1,427,545.
c	Fair market value of all other assets (see instructions)	1 c	1.
d	Total (add lines 1a, b, and c)	1 d	4,817,833.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,817,833.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	72,267.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,745,566.
6	Minimum investment return Enter 5% of line 5	6	237,278.

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	237,278.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	1,670.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	1,670.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	235,608.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	235,608.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	235,608.

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	1 a	329,289.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	329,289.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	329,289.

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				235,608.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	130,788.			
b From 2009	55,913.			
c From 2010	32,364.			
d From 2011	27,910.			
e From 2012	23,146.			
f Total of lines 3a through e	270,121.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 329,289.				
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				235,608.
e Remaining amount distributed out of corpus	93,681.			
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	363,802.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	130,788.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	233,014.			
10 Analysis of line 9:				
a Excess from 2009	55,913.			
b Excess from 2010	32,364.			
c Excess from 2011	27,910.			
d Excess from 2012	23,146.			
e Excess from 2013	93,681.			

BAA

Form 990-PF (2013)

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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

Recipient 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 See Statement 11				
Total			3 a	287,500.
b Approved for future payment				
Total			3 b	

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) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					10,885.
4	Dividends and interest from securities					113,865.
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					160,003.
8	Gain or (loss) from sales of assets other than inventory					885.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	<u>MLP, OIL & GAS RELATED</u>	211110	-1,650.			
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		-1,650.			285,638.
13	Total. Add line 12, columns (b), (d), and (e)					283,988.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

THE RALPH A. JOHNSTON FOUNDATION, INC.

74-6051797

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
MLP, OIL & GAS RELATED	\$ -1,650.		
Other Investment Income	160,003.		
Total	\$ 158,353.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

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

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL INCOME TAX	\$ 1,848.			
PROPERTY TAXES	723.	\$ 361.		
Total	\$ 2,571.	\$ 361.	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BOOKKEEPING	\$ 81,154.	\$ 40,577.		\$ 40,577.
INSURANCE	400.	200.		200.
MANAGEMENT FEE	183.	92.		91.
MINERAL REGISTRY FEE	70.	35.		35.
MISCELLANEOUS	615.	308.		304.
POSTAGE	85.	42.		43.
SUPPLIES	203.	101.		102.
VODAFONE FEE	44.	22.		22.
Total	\$ 82,754.	\$ 41,377.	\$ 0.	\$ 41,374.

THE RALPH A. JOHNSTON FOUNDATION, INC.

74-6051797

Statement 5
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
600 SHS ABBOTT LABS	Cost	\$ 14,969.	\$ 24,006.
144 SHS AMERICAN INTL GROUP	Cost	18,369.	7,786.
76 SHS AMERICAN INTL GROUP-WARRANTS	Cost	1,238.	1,877.
5970 SHS AT & T	Cost	35,075.	211,756.
2000 SHS CHEVRON TEXACO CORP	Cost	68,052.	245,580.
4000 SHS CLECO CORP	Cost	23,160.	208,120.
700 SHS COCA COLA	Cost	23,180.	28,637.
800 SHS DEVON ENERGY CORP	Cost	21,400.	59,120.
8112 SHS EXXON MOBIL CORP	Cost	35,427.	815,499.
705 SHS FRONTIER COMMUNICATIONS	Cost	0.	0.
7700 SHS GENERAL ELECTRIC CO	Cost	13,901.	206,283.
900 SHS GENERAL MILLS	Cost	33,089.	49,437.
1600 SHS INTEL CORP	Cost	28,320.	43,712.
600 SHS JOHNSON & JOHNSON	Cost	37,013.	60,876.
1000 SHS SOUTHERN COMPANIES	Cost	23,416.	43,780.
700 SHS TECO ENERGY INC	Cost	20,229.	12,089.
3515 VERIZON COMMUNICATIONS	Cost	88,082.	175,609.
1192 SHS VODAFONE GROUP PLC	Cost	13,933.	41,732.
1472 SHS EXCEL ENERGY INC	Cost	22,151.	45,279.
1000 SHS GENERAL ELECTRIC CAP CORP	Cost	0.	0.
600 ABBIE INC.	Cost	16,232.	32,598.
500 MERCK & CO	Cost	23,031.	28,930.
500 MICROSOFT CORP	Cost	15,583.	20,470.
1000 SHS PIMCO DYNAMIC CR INCOME FD	Cost	22,396.	23,820.
	Total	\$ 598,246.	\$ 2,386,996.

Statement 6
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
500 SHS TEMPLETON DRAGON FUND	Cost	\$ 13,840.	\$ 12,480.
768 SHS OPPENHEIMER DEVELOP FUND	Cost	25,403.	28,397.
NUMEROUS OIL & ROYALTY INTERESTS	Cost	1.	1.
Total Other Investments		\$ 39,244.	\$ 40,878.
<u>Other Publicly Traded Securities</u>			
1900 SHS KINDER MORGAN ENERGY	Cost	30,110.	144,495.
3950 SHS ENTERPRISE PRODUCTS PTRS	Cost	92,978.	295,539.
1000 PLAINS ALL AMERICAN PIPELINE	Cost	41,431.	56,470.
1100 ENERGY TRANSFER PARTNERS	Cost	40,784.	61,952.
Total Other Publicly Traded Securities		\$ 205,303.	\$ 558,456.
	Total	\$ 244,547.	\$ 599,334.

THE RALPH A. JOHNSTON FOUNDATION, INC.

74-6051797

Statement 7
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

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

Statement 8
Form 990-PF, Part III, Line 3
Other Increases

ASSET RECONCILIATION

Total \$ 637.
 Total \$ 637.

Statement 9
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	OPPENHEIMER DEV MARKETS	Purchased	1/01/2012	12/31/2013
2	TEMPLETON DRAGON FD-CAPITAL GAIN DIVIDEN	Purchased	1/01/2012	10/04/2013
3	TEMPLETON DRAGON FD-CAPITAL GAIN DIVIDEN	Purchased	1/01/2012	12/31/2013
4	PIMCO SHORT TERM GAIN	Purchased	12/31/2013	1/31/2014
5	RMA MONEY MKT	Purchased	12/01/2013	12/31/2013
6	.183 SHARE VERIZON COMMUNICATIONS	Purchased	7/07/2000	2/24/2014
7	.909 SHARE VODAFONE GROUP PLC SPON	Purchased	6/30/1999	2/27/2014
8	TEMPLETON DRAGON FD- SHORT TERM	Purchased	6/01/2013	12/30/2013
9	100000 PV DISCOVER BK DE US RT 5.3% MAT 7/23/13	Purchased	7/11/2012	7/23/2013
10	100000 PV DISCOVER BK DE C/D 5.50% DUE 06/13/13	Purchased	11/28/2012	6/13/2013
11	100000 PV CITI BANK CD	Purchased	11/30/2013	5/31/2014
12	100000 PV COMENITY BANK DE C/D	Purchased	11/30/2013	5/31/2014
13	100000 PV FIFTH THIRD BANK OH 3.0% DUE 08/13/13	Purchased	2/07/2013	8/13/2013
14	100000 PV FIFTH THIRD BANK OH 3.0% DUE 10/17/13	Purchased	4/09/2013	10/17/2013
15	100000 PV GOLDMAN SACHS NY 4.9% DUE 11/26/13	Purchased	5/23/2013	11/26/2013
16	100000 PV CAPITAL ONE BANK C/D 5.0% DUE 11/19/13	Purchased	4/09/2013	11/19/2013
17	130000 PV GOLDMAN SACHS NY 1.1% DUE 1/30/13	Purchased	5/16/2013	12/30/2013

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	167.		0.	167.				\$ 167.
2	176.		0.	176.				176.
3	261.		0.	261.				261.
4	245.		0.	245.				245.
5	1.		0.	1.				1.

THE RALPH A. JOHNSTON FOUNDATION, INC.

74-6051797

Statement 9 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
6	9.		4.	5.				\$ 5.
7	37.		11.	26.				26.
8	4.		0.	4.				4.
9	100,000.		100,000.	0.				0.
10	103,000.		103,000.	0.				0.
11	100,000.		100,000.	0.				0.
12	100,000.		100,000.	0.				0.
13	100,000.		100,000.	0.				0.
14	100,000.		100,000.	0.				0.
15	100,000.		100,000.	0.				0.
16	100,000.		100,000.	0.				0.
17	130,000.		130,000.	0.				0.
Total								\$ 885.

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

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

THE RALPH A. JOHNSTON FOUNDATION, INC.

74-6051797

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

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
BRAD DUFF 1210 AUGUSTA HOUSTON, TX 77057	Director 0.	\$ 0.	\$ 0.	\$ 0.
		Total \$	0.	\$ 0.
			\$ 0.	\$ 0.

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

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
BOYS & GIRLS HARBOR, INC P. O. BOX 848 HOUSTON, TX 77001	NONE	501 (C) (3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	\$ 5,000.
BURTON COTTON GIN & MUSEUM P. O. BOX 98 BURTON, TX 77835	NONE	501 (C) (3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	5,000.
CAMP FOR ALL 10500 NW FREEWAY, #145 HOUSTON, TX 77092	NONE	501 (C) (3)	SCHOLARSHIPS TO INTERCITY YOUTH	2,500.
CHRISTIAN COMMUNITY SER C P. O. BOX 27924 HOUSTON, TX 77227	NONE	501 (C) (3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	7,500.
GOOD SAMARITAN FOUNDATION P. O. BOX 271108 HOUSTON, TX 77277	NONE	501 (C) (3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	10,000.
HOSPICE AT MEDICAL CENTER 6205 ALMEDA HOUSTON, TX 77021	NONE	501 (C) (3)	GRANTS TO HOSPITAL, MEDICAL CARE & RESEARCH	15,000.
HUMAN RESOURCES DEVELOP F P. O. BOX 25213 HOUSTON, TX 77265	NONE	501 (C) (3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	7,500.
OPEN DOOR MISSION FND. P. O. BOX 925351 HOUSTON, TX 77054	NONE	501 (C) (3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	10,000.

THE RALPH A. JOHNSTON FOUNDATION, INC.

74-6051797

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

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
TEXAS EQUUSEARCH P. O. BOX 395 DICKINSON, TX 77539	NONE	501 (C) (3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	\$ 15,000.
THE BROOKWOOD COMMUNITY 1752 FM 1489 BROOKSHIRE, TX 77423	NONE	501 (C) (3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	5,000.
THE CENTER FOUNDATION 3550 WEST DALLAS HOUSTON, TX 77219	NONE	501 (C) (3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	125,000.
DUNCAN RISE SCHOOL OF HOUSTON 8080 NORTH STADIUM DR. HOUSTON, TX 77054	NONE	501 (C) (3)	EDUCATION	10,000.
THE WOMEN'S HOME 607 WESTHEIMER HOUSTON, TX 77006	NONE	501 (C) (3)	GRANTS TO OTHER BENEVOLENT ORGANIZATIONS	10,000.
TIRR-JJA ENDOWMENT FD 5100 TRAVIS HOUSTON, TX 77002	NONE	501 (C) (3)	GRANTS TO HOSPITAL, MEDICAL CARE & RESEARCH	10,000.
UNIVERSITY OF TEXAS-PAISANO DR SLATE, MAIN BLDG, 101 AUSTIN, TX 78712	NONE	501 (C) (3)	EDUCATION GRANTS TO SCHOOLS & COLLEGES	25,000.
HOUSTON APHASIA RECOVERY CENTER 3701 BRIARPARK DR, STE 310 HOUSTON, TX 77042	NONE	501 (C) (3)	MEDICAL CARE & RECOVERY	25,000.

Total \$ 287,500.