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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , 2010, and ending

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

THE BURDINE JOHNSON FOUNDATION
P O BOX 1230
BUDA, TX 78610

A Employer identification number

74-6036669

B Telephone number (see the instructions)

512-312-1336

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 ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)

\$ 29,779,078.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

1 Contributions, gifts, grants, etc., received (att sch)

2 Ck ☒ if the found is not req to att Sch B

3 Interest on savings and temporary cash investments

124.

124.

N/A

4 Dividends and interest from securities

834,393.

834,393.

5a Gross rents
b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

-117,628.

b Gross sales price for all assets on line 6a

446,301.

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

See Statement 1

112,534.

112,534.

12 Total. Add lines 1 through 11

829,423.

947,051.

13 Compensation of officers, directors, trustees, etc.

75,000.

75,000.

14 Other employee salaries and wages

48,996.

48,996.

15 Pension plans, employee benefits

16a Legal fees (attach schedule) See St 2

390.

390.

b Accounting fees (attach sch) See St 3

874.

874.

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule)(see instr) See Stm 4

27,364.

27,364.

19 Depreciation (attach sch) and depletion

214.

214.

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 5

65,255.

65,255.

24 Total operating and administrative expenses. Add lines 13 through 23

218,093.

218,093.

25 Contributions, gifts, grants paid Part XV

1,343,900.

26 Total expenses and disbursements. Add lines 24 and 25

1,561,993.

218,093.

1,343,900.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-732,570.

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

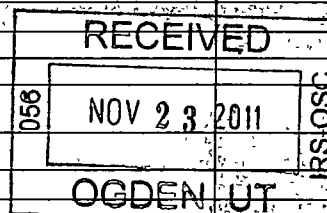
728,958.

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

SCANNED NOV 25 2011

REVENUE

ADMINISTRATIVE AND EXPENSES



614

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	430,443.	143,895.	143,895.
	3 Accounts receivable			
	Less allowance for doubtful accounts	1.		
	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 the 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)	25,830,561.	25,384,667.	27,816,849.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis	5,025.		
	Less accumulated depreciation (attach schedule) See Stmt 6	4,918.	321.	107.
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)	1,800,000.	1,800,000.	1,818,141.
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe See Statement 7)		87.	86.
	16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	28,061,326.	27,328,756.	29,779,078.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	28,061,326.	27,328,756.	
	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 the instructions)	28,061,326.	27,328,756.	
	31 Total liabilities and net assets/fund balances (see the instructions)	28,061,326.	27,328,756.	

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	28,061,326.
2 Enter amount from Part I, line 27a	2	-732,570.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	27,328,756.
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	27,328,756.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month day year)	(d) Date sold (month day year)
1a	1522.330 SHS ALLIANCE BERSTEIN INT'L GROWTH-A	P	Various	11/22/10
b	26173.330 SHS ALLIANCE BERSTEIN INT'L GROWTH-A	P	Various	11/22/10
c	Capital gain dividends			
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 22,789.		22,126.	663.
b 391,810.		541,803.	-149,993.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			663.
b			-149,993.
c			31,702.
d			
e			

2	Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	-117,628.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>	3	663.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	1,217,546.	24,073,170.	0.050577
2008	1,465,236.	29,896,931.	0.049010
2007	1,718,776.	35,501,370.	0.048414
2006	1,573,654.	32,945,389.	0.047766
2005	1,574,617.	32,091,858.	0.049066

2	Total of line 1, column (d)	2	0.244833
3	Average distribution ratio for the 5 year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048967
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	27,585,180.
5	Multiply line 4 by line 3	5	1,350,764.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,290.
7	Add lines 5 and 6	7	1,358,054.
8	Enter qualifying distributions from Part XII, line 4	8	1,343,900.

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

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Form 990-PF (2010)

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

1	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instr.)	1	14,579.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	14,579.
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	14,579.
6	Credits/Payments		
a	2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	23,883.
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	23,883.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,304.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax 9,304. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XIV	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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>LISA T GIBERSON</u> Telephone no <u>512-312-1336</u> Located at <u>317 N RAILROAD ST BUDA, TX</u> ZIP + 4 <u>78610-1230</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 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	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 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 the instructions)	2b	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__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2010 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 2010)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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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

☐

5b

N/A

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

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
WILLIAM T JOHNSON P O BOX 1230 BUDA, TX 78610	EXEC DIR/TRU 30.00	40,000.	0.	0.
ROBERT C GIBERSON P O BOX 1230 BUDA, TX 78610	GRANT MGR 30.00	35,000.	0.	0.
KATHERINE A JOHNSON P O BOX 1230 BUDA, TX 78610	Trustee 0	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.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	27,961,564.
b Average of monthly cash balances	1b	43,502.
c Fair market value of all other assets (see instructions)	1c	193.
d Total (add lines 1a, b, and c)	1d	28,005,259.
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	28,005,259.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	420,079.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,585,180.
6 Minimum investment return. Enter 5% of line 5	6	1,379,259.

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	1,379,259.
2a Tax on investment income for 2010 from Part VI, line 5	2a	14,579.	
b Income tax for 2010 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	14,579.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	1,364,680.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	1,364,680.
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	1,364,680.

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	1,343,900.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,343,900.
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	1,343,900.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,364,680.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010.				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009	27,232.			
f Total of lines 3a through e	27,232.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,343,900.				
a Applied to 2009, 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 2010 distributable amount				1,343,900.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	20,780.			20,780.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,452.			
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 2009 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	6,452.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009	6,452.			
e Excess from 2010				

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

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

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

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

[illegible]

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))

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 of the person to whom applications should be addressed

See Statement 8

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

See Statement for Line 2a

- c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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
<i>a Paid during the year</i> SCHEDULES ATTACHED ,			SCHEDULES ATTACHED	1,343,900.
Total			3a	1,343,900.
<i>b Approved for future payment</i>				
Total			3b	

THE BURDINE JOHNSON FOUNDATION

74-6036669

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 112,534.	\$ 112,534.	
Total	<u>\$ 112,534.</u>	<u>\$ 112,534.</u>	<u>0.</u>

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ATTORNEY FEES	\$ 390.	\$ 390.		
Total	<u>\$ 390.</u>	<u>\$ 390.</u>		<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INCOME TAX PREPARATION	\$ 874.	\$ 874.		
Total	<u>\$ 874.</u>	<u>\$ 874.</u>		<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES	\$ 17,878.	\$ 17,878.		
PAYROLL TAXES	9,486.	9,486.		
Total	<u>\$ 27,364.</u>	<u>\$ 27,364.</u>		<u>\$ 0.</u>

THE BURDINE JOHNSON FOUNDATION

74-6036669

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BROKER FEES	\$ 150.	\$ 150.		
INSURANCE	65,091.	65,091.		
POSTAGE	14.	14.		
Total	<u>\$ 65,255.</u>	<u>\$ 65,255.</u>		<u>\$ 0.</u>

Statement 6
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 2,140.	\$ 2,033.	\$ 107.	\$ 0.
Machinery and Equipment	2,885.	2,885.	0.	107.
Total	<u>\$ 5,025.</u>	<u>\$ 4,918.</u>	<u>\$ 107.</u>	<u>\$ 107.</u>

Statement 7
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
IRS REFUND DUE	\$ 86.	\$ 86.
Rounding	1.	
Total	<u>\$ 87.</u>	<u>\$ 86.</u>

Statement 8
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: THE BURDINE JOHNSON FOUNDATION
 Name:
 Care Of:
 Street Address: P O BOX 1230
 City, State, Zip Code: BUDA, TX 78610
 Telephone: (512) 312-1336
 Form and Content: THE BURDINE JOHNSON FOUNDATION HAS NO SET FORM FOR GRANT APPLICATIONS. HOWEVER, THE APPLICATION MUST FURNISH FULL DETAILS ABOUT THE APPLICANT AND THE USE OF THE PROPOSED GRANT. ALSO, IF APPLICABLE, PHOTOCOPIES OF THE INTERNAL REVENUE SERVICE RULING OR DETERMINATION LETTERS SHOULD BE ATTACHED TO THE APPLICATION.

Submission Deadlines: NONE
 Restrictions on Awards: NONE

2010

Federal Supporting Detail

Page 1

THE BURDINE JOHNSON FOUNDATION

74-6036669

Balance Sheet
Other (Form 990-PF)[O]

ANNUITIES

Total \$ 1,800,000.
\$ 1,800,000.FMV of Assets (990-PF)
Other [O]

ANNUITIES

Total \$ 1,818,141.
\$ 1,818,141.

The Burdine Johnson Foundation - EIN #74-6036669

Attachment to Form 990-PF Part II

Investment Securities as of December 31, 2010

YEAR 2010	<u>Book Value</u>	<u>Market Value</u>
<u>Common Stocks</u>		
60,405 021 shs - Amer Funds G&I	\$2,213,909 47	\$2,157,667.35
250 shs - Amer Intl Group Inc	\$85,399.70	\$14,405.00
606 shs - AOL	\$25,242 79	\$14,368.26
20,000 shs - AT&T	\$769,388 59	\$587,600.00
11,200 shs - Bank of America	\$518,485 81	\$149,408 00
19,210 457 shs - Calamos Growth	\$1,052,861 01	\$1,025,454 19
17,300 shs - Chevron Corp	\$287,475 47	\$1,578,625 00
16,000 shs - Citigroup, Inc	\$742,739.40	\$75,680 00
37,825 606 shs - Columbia Acorn	\$1,106,668 60	\$1,139,336.36
68,886 695 shs Columbia Marisco	\$1,071,397 40	\$936,170.18
6,000 shs - EMC Corp	\$186,925.77	\$137,400 00
22,800 shs - Exxon-Mobil Corporation	\$371,403 94	\$1,667,136 00
12,000 shs - Fannie Mae	\$960,747.78	\$3,600 00
13,000 shs - General Electric	\$50,410.18	\$237,770 00
6,700 shs - Hewlett Packard	\$189,440 22	\$282,070 00
4,900 shs - IBM	\$500,221.33	\$719,124.00
17,000 shs - Intel Corp.	\$484,237.51	\$357,510 00
13,000 shs - Johnson & Johnson	\$538,857.39	\$804,050.00
42,929 086 shs - Keeley Small Cap	\$938,913.07	\$1,071,939.27
16,000 shs - Microsoft	\$486,068.48	\$446,560 00
9,800 shs - Minnesota Mining & Man.	\$572,473 80	\$845,740 00
15,000 shs - Norfolk Southern	\$528,179.43	\$942,300.00
11,600 shs - PepsiCo	\$565,648.35	\$757,828.00
26,000 shs - Pfizer	\$79,354.73	\$455,260.00
48,292.527 shs Virtus Mid-Cap	\$992,270 36	\$1,083,646.27
16,000 shs - Royal Dutch	\$251,255.23	\$1,068,480.00
10,000 shs - Sysco Corp	\$350,616 43	\$294,000 00
88,502.160 Thornburg Internatl	\$2,304,891.46	\$2,496,589.21
1,673 shs Time Warner Cable	\$122,013.64	\$110,468 19
9,800 shs - Time Warner Inc (New)	\$345,124 98	\$214,445 22
Total	\$18,692,622.32	\$21,674,630.50

	<u>Book Value</u>	<u>Market Value</u>
<u>Preferred Stock</u>		
AT&T Inc., 6 2750%	\$857,500 00	\$912,723.00
12,500 shs BGE Cap Trust II, 6.20%	\$312,500.00	\$313,000.00
3,000 shs Citigroup Cap 6.5%	\$75,000 00	\$69,450.00
30,000 shs Citigroup Cap 6 45%	\$750,000.00	\$687,000.00
27,000 shs - Everest Re Cap II, 6.2%	\$675,000 00	\$601,020 00
17,000 shs - GE 5.875% Cap Corp	\$425,000.00	\$425,000.00
7,000 shs - General Motors 7 25%	\$178,295.25	\$51,450.00
26,250 shs - HSBC Holdings	\$656,250.00	\$601,125.00
25,000 shs JP Morgan 6 625%	\$625,000.00	\$631,500.00
40,000 - Merrill Lynch Cap 6 45%	\$1,000,000 00	\$888,000 00
9,500 shs - National Rural Utilities	\$237,500.00	\$231,990.00
16,000 shs - Royal Bk of Scotland	\$400,000.00	\$232,960.00
20,000 shs - Telephone & Data	\$500,000.00	\$497,000.00
Total	\$6,692,045.25	\$6,142,218.00

The Burdine Johnson Foundation - EIN #74-6036669
Attachment to Form 990-PF Part II
Investment Securities as of December 31, 2010

YEAR 2010	<u>Book Value</u>	<u>Market Value</u>
<u>Annuities</u>		
Golden American Guarantee (ING)	\$1,800,000 00	\$1,818,140 55
Total	<u>\$1,800,000.00</u>	<u>\$1,818,140.55</u>
 Grand Total	 <u><u>\$27,184,667.57</u></u>	 <u><u>\$29,634,989.05</u></u>

The Burdine Johnson Foundation - EIN #74-6036669
Attachment to Form 990-PF Part II
Investment Securities as of December 31, 2010

	Beginning of Yr <u>Book Value</u>	End of Year <u>Book Value</u>	<u>Market Value</u>
Savings/Temporary Cash Investments			
Bank Accounts	\$20,564 22	\$58,233.38	\$58,233 38
Money Market Funds	<u>\$408,879 03</u>	<u>\$85,661 85</u>	<u>\$85,661 85</u>
Total	\$429,443.25	\$143,895.23	\$143,895.23

**The Burdine Johnson Foundation Donations
Year 2010**

Year 2010

Name	Date	Amount	Total
Seton Hays Foundation			
6001 Kyle Parkway Kyle, Texas 78640 (Pmt #1 of a \$500,000 pledge payable over 4 yrs for Hospital Healing Garden/Labyrinth - Pmt #1)	Ck #432 - 2/9/2010		\$125,000.00
The James Dick Foundation for the Performing Arts			
Attn: Mr James Dick P. O. Box 89 Round Top, Texas 78954-0089 (One year \$200,000 pledge for Music Festival-Pmt #1)	Ck #433 - 3/23/10	\$50,000.00	
(One year \$200,000 pledge for Music Festival-Pmt #2)	Ck #440 - 6/11/10	\$50,000 00	
(One year \$200,000 pledge for Music Festival-Pmt #3)	Ck #445 - 9/24/10	\$50,000 00	
(One year \$200,000 pledge for Music Festival-Pmt #4)	Ck 450 - 12/6/10	<u>\$50,000 00</u>	\$200,000.00
Burke Center For Youth			
P. O. Box 40 Driftwood, Texas 78619 (Purchase chalk, paint, labor for dormitory)	Ck #434 - 4/6/10		\$2,500.00
Pet Prevent a Litter (PALS) of Central Texas			
P. O. Box 401 San Marcos, Texas 89667 (Sterilization and vaccinations services for cats)	Ck #435 - 4/6/10		\$27,000.00
Planned Parenthood of the Texas Capital Region			
Attn: Mr. Ken Lambrecht 201 East Ben White Blvd. Austin, Texas 78704 (Support ongoing programs in year 2010)	CK #436 - 4/15/2010		\$50,000.00
Big Dog Rescue, Inc.			
4443 FM 150 West Kyle, Texas 78640 (Assist in the construction of a new kennel for abandoned, neglected or mistreated giant breed dogs)	Ck #438 - 5/6/10		\$10,000.00
Texas State University			
Attn: Mr Tom Grimes 601 University Drive San Marcos, Texas 78666-4615 (Support visiting Author Series at the Katherine Porter House)	Ck #439 - 5/20/10	\$40,000.00	
	Ck #447 - 11/12/10	\$50,000.00	\$90,000.00

**The Burdine Johnson Foundation Donations
Year 2010**

Name	Date	Amount	Total
Hays Consolidated ISD			
Attn: Ms. Patty Moreno			
21003 IH 35			
Kyle, Texas 78640			
(Support of Kodaly Music Certification Program @ SWT)	Ck #442 - 6/30/10		\$45,000.00
The Nature Conservancy of Texas			
Attn: Ms. Laura J. Huffman			
816 Congress Avenue, Suite 920			
Austin, Texas 78701			
(Pmt #2 of 2 year \$200,000 pledge-fund Phase 2 of the Blanco River Project)	Ck #443 - 7/1/10		\$100,000.00
The County of Hays			
The Honorable Judge Elizabeth Sumter			
111 E. San Antonio St , Suite 300			
San Marcos, Texas 78666			
(Replace roof/stabilize exterior of the Old Hays County Jail)	Ck #446 - 10/4/10		\$100,000 00
Wimberley Institute of Cultures			
P. O. Box 167			
Wimberley, Texas 78676			
(Assist in the acquisition of the Wimberley-Hughes House and 1/5 acre)	Ck #448 - 11/29/10		\$53,000.00
Kyle Area Senior Zone Inc.			
P. O. Box 204			
Kyle, Texas 78610			
(Assist in the purchase of a handicap van to transport senior citizens)	Ck #449 - 12/6/10		\$25,000.00
Texas Land Conservancy			
Attn: Mr. Mark Steinbach			
P. O. Box 162481			
Austin, Texas 78716			
(Funds to protect 8600 acres of critical habitat/wetlands)	Ck #452 - 12/11/10		\$10,000 00
Marathon Kids			
Attn: Ms. Joy Authur			
P. O. Box 1317			
Austin, Texa 78704			
(Assist in funding a month running/walking, nutrition & school yard and gardening program)	Ck #453 - 12/11/10		\$5,000.00
Austin Steam Train Association			
401 E. Whitestone Blvd., #A-103			
Cedar Park, Tx 78613			
(Southern Pacific No 786 Restoration Campaign)	Ck #454 - 12/11/10		\$25,000.00

**The Burdine Johnson Foundation Donations
Year 2010**

Name	Date	Amount	Total
EmilyAnn Theater, Inc. P. O. Box 801 Wimberley, Texas 78676 (Lead/matching grant toward construction costs of multipurpose use building)	Ck #455 - 12/11/10		\$50,000.00
St. Andrew's Episcopal School 1112 West 31st Street Austin, Texas 78705 (Pm t #1 of a \$250,000 pledge payable over 5 years-used towards the construction costs of performings arts center)	Ck #456 - 12/11/10		\$50,000.00
Academia Christian Academy 1645 Main St , Ste A Buda, Tx 78610 (Partial funding for development of KIS Math Solutions Module 2)	Ck #457 - 12/11/10		\$26,000.00
Sustainable Food Center 1106 Clayton Lane, Suite 480W Austin, Texas 78723 (Funding for Sprouting Healthy Kids/Health Communities)	Ck #458 - 12/11/10		\$10,000.00
First United Methodist Church, San Marcos, Tx The Reverend Jenna Heart 129 W Hutchison Street San Marcos, Texas 78666 (Church exterior wall repairs, paint, replacement of sanctuary carpeting)	Ck #459 - 12/15/10		\$60,000.00
The Texas Ramp Project P. O. Box 832065 Richardson, Texas 75083-2065 (Purchase of tools/supplies to build 10 wheelchair ramps for elderly/disabled in Hays County)	Ck #462 - 12/15/10		\$5,000.00
Wimberley Education Foundation P. O. Box 2492 Wimberley, Texas 78676 (Educational grants to selected teachers)	Ck #465- 12/15/10		\$5,000.00
The Arc of the Capital Area 2818 San Gabriel Austin, Texas 78705 (Fund essential services for children/adults with intellectual and developmental disabilities)	Ck #469 - 12/15/10		\$3,000.00

**The Burdine Johnson Foundation Donations
Year 2010**

Name	Date	Amount	Total
The University of Texas at Austin			
Blanton Museum of Art 1 University Station D1303 Austin, Texas 78712-0338 (Pmt #1 of a 5 year, \$150,000 pledge to support school bus tours, the Art Central program & financial support to schools needing transportation to the museum)	Ck #470 - 12/15/10		\$30,000.00
St. James Episcopal School			
1941 Webberville Road Austin, Texas 78721 (Critical funding tuition assistance to needy families)	Ck #471 - 12/15/10		\$10,000.00
Project Schoolhouse			
618 C. Tillery St. Austin, Texas 78702 (Complete funding needs to build a 3-room schoolhouse in Martillo, Nicaragua)	Ck #472 - 12/15/10		\$10,000.00
People's Community Clinic			
2909 N. IH-35 Austin, Texas 78722 (Fund prenatal program, Healthy Mothers, Happy Babies)	Ck #466 - 12/15/10		\$5,000.00
Friends of the Public Library of Buda, Tx			
P. O. Box 1162 Buda, Texas 78610 (Year-end donation - operating funds)	Ck #481 - 12/20/10		\$2,500.00
Hays Caldwell Women's Center			
P. O. Box 234 San Marcos, Texas 78667 (Year-end donation - operating funds)	Ck #480 - 12/20/10		\$2,500.00
Onion Creek Senior Citizens Center			
P. O. Box 65 Buda, Texas 78610 (Year-end donation - operating funds)	Ck #479 - 12/20/10		\$2,500.00
Crises Bread Basket of Wimberley			
P. O. Box 1721 Wimberley, Texas 78676 (Year-end donation - operating funds)	Ck #482 - 12/20/10		\$2,500.00
Tom Green Elementary PTA			
1391 Old Goforth Road Buda, Texas 78610 (Year-end donations to help needy children)	Ck #476 - 12/20/10		\$2,500.00

**The Burdine Johnson Foundation Donations
Year 2010**

Name	Date	Amount	Total
Casa of Central Texas, Inc. P. O. Box 1267 San Marcos, Texas 78667-1267 (Training, recruiting and supporting CASA volunteers)	Ck #477 - 12/20/10		\$10,000.00
Wonders and Worries 923 Westbank Dr , Suite C Austin, Tx 78746 (Assistance in general operating expenses associated counseling services)	Ck #478 - 12/20/10		\$2,500.00
Preservation Texas, Inc. P O. Box 12832 Austin, Texas 78711 (Technical, educational and referral services related to historic places across Texas-also part of a matching grant from the National Trust for Historic Places)	Ck #474 - 12/20/10		\$10,000.00
Girlstart 1400 W Anderson Lane Austin, Texas 78757 (Funding of after school STEM - science technology, engineering and math program)	Ck #460 - 12/15/10		\$5,000.00
Trinity Center 304 E. 7th Street Austin, Texas 78701 (Support of direct assistance and case management initiatives)	Ck #461 - 12/15/10		\$5,000.00
French Legation Museum 802 San Marcos Street Austin, Texas 78702 (Assist in the restoration of musuem)	Ck #463 - 12/15/10		\$25,000.00
Austin Sunshine Camps P. O. Box 684980 Austin, Texas 78768-4980 (Phase II Capital Campaign to restore/update Zilker Campus)	Ck #464 - 12/15/10		\$10,000.00
Capital Area Food Bank of Texas 8201 S Congress Avenue Austin, Texas 78745 (Funds to provide food to low-income individuals in Central Tx)	Ck #467 - 12/15/10		\$2,500.00

**The Burdine Johnson Foundation Donations
Year 2010**

Name	Date	Amount	Total
Family Eldercare 2210 Hancock Drive Austin, Texas 78756 (Funds towards In-Home Care and Lifetime Connections without Walls programs)	Ck #468 - 12/15/10		\$5,000.00
Historic Bridge Foundation P. O. Box 66245 Austin, Tx 78766 (Operational support to advocate and educate for preservation of US historical bridges)	Ck #473 - 12/20/09		\$100,000.00
The Friends Foundation P. O. Box 8 Dripping Springs, Texas 78620 (Purchase thermoscan, ultrasonometer and underwrite social activities of nursing home residents)	Ck 475 - 12/20/10		\$4,900.00
Literacy Coalition of Central Texas P. O. Box 41567 Austin, Texas 78704 (Assist in building literacy instruction and coordinating services in Central Texas)	Ck #483 - 12/30/10		\$20,000.00
Total Donations			<u><u>\$1,343,900.00</u></u>