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

2011

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements  
For calendar year 2011, or tax year beginning , 2011, and endingTHE 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 ► <input type="checkbox"/>
D	1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
F	If the foundation is in a 60 month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

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

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

I	Fair market value of all assets at end of year (from Part II, column (c), line 16)	J	Accounting method
			<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)

► \$ 29,104,811. (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 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	83.	83.	N/A	
	4 Dividends and interest from securities	887,114.	887,114.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-288,956.			
	b Gross sales price for all assets on line 6a 6,864,378.				
	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	710,775.	999,731.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	75,000.	75,000.		
	14 Other employee salaries and wages	50,029.	50,029.		
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	861.	861.		
	c Other prof fees (attach sch)				
	17 Interest 724				
	18 Taxes (attach schedule see instrs) See Stm 3	26,035.	26,035.		
	19 Depreciation (attach sch) and depletion	107.	107.		
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) See Statement 4	42,540.	42,540.			
24 Total operating and administrative expenses. Add lines 13 through 23	194,572.	194,572.			
25 Contributions, gifts, grants paid Part XV	1,501,715.			1,501,715.	
26 Total expenses and disbursements. Add lines 24 and 25	1,696,287.	194,572.		1,501,715.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-985,512.				
b Net investment income (if negative, enter -0 )		805,159.			
c Adjusted net income (if negative, enter -0 )					

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
A S S E T S	1	Cash – non-interest-bearing			235,982.
	2	Savings and temporary cash investments	143,895.	235,982.	
	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)	25,384,667.	23,071,618.	25,724,421.
	c	Investments – corporate bonds (attach schedule)		1,235,280.	1,326,490.
	11	Investments – land, buildings, and equipment basis	5,025.		
	Less accumulated depreciation (attach schedule) See Stmt 5	5,025.	107.		
12	Investments – mortgage loans				
13	Investments – other (attach schedule)	1,800,000.	1,800,000.	1,817,832.	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe See Statement 6)	87.	88.	86.	
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	27,328,756.	26,342,968.	29,104,811.	
L I A B I L I T I E S	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.	
N F E U N T N D A S B S A L S A N C O E R S	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	27,328,756.	26,342,968.	
	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)	27,328,756.	26,342,968.	
	31	Total liabilities and net assets/fund balances (see instructions)	27,328,756.	26,342,968.	

## 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	27,328,756.
2	Enter amount from Part I, line 27a	2	-985,512.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	26,343,244.
5	Decreases not included in line 2 (itemize)	5	276.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	26,342,968.

**Part IV Capital Gains and Losses for Tax on Investment Income**

<ul style="list-style-type: none"> <li>(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)</li> </ul>		(b) How acquired P -- Purchase D -- Donation	(c) Date acquired (month, day, year)	(d) Date sold (month day year)
1a See Statement 8				
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)	<input type="checkbox"/> If gain, also enter in Part I, line 7 <input type="checkbox"/> If (loss), enter -0- in Part I, line 7		2	-288,956
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	-3,807
<input type="checkbox"/> If gain, also enter in Part I, line 8, column (c) (see instructions) <input type="checkbox"/> If (loss), enter -0- in Part I, line 8				

**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))
2010	1,343,900.	27,585,180.	0.048718
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

2 Total of line 1, column (d)

2 0.244485

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 0.048897

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 30,130,210.

5 Multiply line 4 by line 3

5 1,473,277.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 8,052

7 Add lines 5 and 6

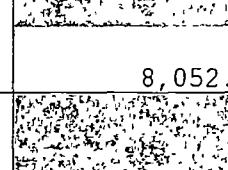
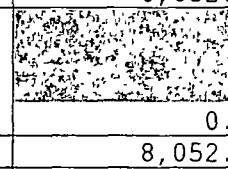
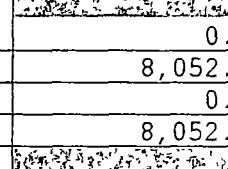
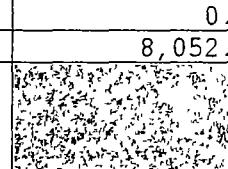
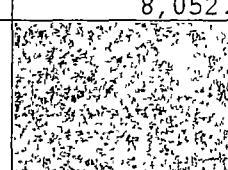
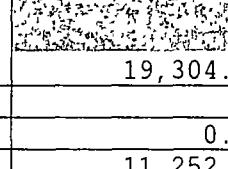
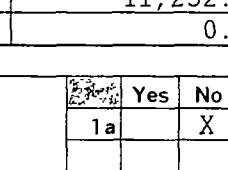
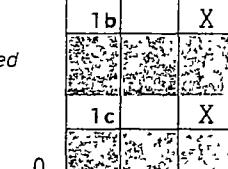
7 1,481,329

8 Enter qualifying distributions from Part XII, line 4

8 1,501,715.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1	   	1	8,052.
1b	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.
1c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		3	8,052.
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	8,052.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	   		
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-			
6	Credits/Payments			
6a	a 2011 estimated tax pmts and 2010 overpayment credited to 2011			
6b	b Exempt foreign organizations – tax withheld at source	6b		
6c	c Tax paid with application for extension of time to file (Form 8868)	6c		
6d	d Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7	19,304.	
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	11,252.	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ► 11,252. Refunded	11	0.	

**Part VII-A Statements Regarding Activities**

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?

	Yes	No
1a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

1b	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

1c	X	

c Did the foundation file Form 1120-POL for this year?

1c	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.

1c	X	

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

1c	X	

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

2	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

3	X	

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a	X	

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

4b	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

5	X	

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

• By language in the governing instrument, or

6	X	

• 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	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 XV

7	X	

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

TX

8a	X	

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

8b	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

9	X	

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

10	X	

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	13	X
14	The books are in care of ▶ <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 and enter the amount of tax exempt interest received or accrued during the year	15	N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22-1. If 'Yes,' enter the name of the foreign country ▶	16	Yes No X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? <b>Exception.</b> Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days )			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶			
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 2011?			
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years ▶ <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 )			
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? If 'Yes,' did it have excess business holdings in 2011 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 2011.)			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
3b N/A			
4a X			
4b X			

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

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

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

 Yes  No

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

 Yes  No

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

 Yes  No

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

 Yes  No

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

 Yes  No

b If any answer is 'Yes' to 5a(1) (5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

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

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
LISA GIBERSON P O BOX 130 AUSTIN, TX 78610	ADMINISTRATOR 30	50,029.	0.	0.
-----				
-----				
-----				
-----				

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

0

BAA

TEEA0306L 12/05/11

Form 990-PF (2011)

**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 (2011)

**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	30,536,482.
b Average of monthly cash balances	1b	52,389.
c Fair market value of all other assets (see instructions)	1c	175.
d <b>Total</b> (add lines 1a, b, and c)	1d	30,589,046.
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	30,589,046.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	458,836.
5 <b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	30,130,210.
6 <b>Minimum investment return</b> Enter 5% of line 5	6	1,506,511.

**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	1,506,511
2a Tax on investment income for 2011 from Part VI, line 5	2a	8,052.
b Income tax for 2011 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	8,052.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,498,459.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,498,459.
6 Deduction from distributable amount (see instructions)	6	
7 <b>Distributable amounts adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,498,459.

**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	1,501,715.
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 <b>Qualifying distributions</b> .Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,501,715.
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	8,052.
6 <b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	6	1,493,663.

**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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,498,459.
2 Undistributed income, if any, as of the end of 2011			0	
a Enter amount for 2010 only		0.		
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2011.				
a From 2006				
b From 2007				
c From 2008				
d From 2009	6,452.			
e From 2010				
f Total of lines 3a through e	6,452.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 1,501,715.			0.	
a Applied to 2010, but not more than line 2a				
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.			1,498,459
d Applied to 2011 distributable amount	3,256.			
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,708.			
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 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	9,708.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	6,452.			
d Excess from 2010				
e Excess from 2011	3,256.			

BAA

Form 990-PF (2011)

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

N/A

**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 9

**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 XVI 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	1,501,715.
<b>Total</b>				► 3a 1,501,715.
<i>b Approved for future payment</i>				
<b>Total</b>				► 3b

## Part XVI-A Analysis of Income-Producing Activities

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			14	83	
4 Dividends and interest from securities			14	887, 114	
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			14	112, 534	
8 Gain or (loss) from sales of assets other than inventory			18	-288, 956	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				710, 775.	
13 Total. Add line 12, columns (b), (d), and (e)					710, 775.
(See worksheet in line 13 instructions to verify calculations )					

**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 of

- (1) Cash
- (2) Other assets

### **b Other transactions**

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

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

	Yes	No
1a (1)	X	
1a (2)	X	
1b (1)	X	
1b (2)	X	
1b (3)	X	
1b (4)	X	
1b (5)	X	
1b (6)	X	
1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign  
Here

Signature of officer or trustee

Da

→ Ex  
Title

May the IRS discuss  
this return with the  
preparer shown below  
(see instructions)?

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>SUSAN SEALS STONER</b>	Preparer's signature <i>Susan Seals Stoner</i>	Date <b>11/7/12</b>	Check <input type="checkbox"/> if self employed	PTIN <b>P01264179</b>
	Firm's name ► <b>Stoner &amp; Bouldin, LLP</b>	Firm's EIN ► <b>74-2795393</b>			
	Firm's address ► <b>3708 Spicewood Springs Rd., Ste 210 Austin, TX 78759</b>	Phone no <b>(512) 458-1391</b>			

**BAA**

Form 990-PF (2011)

## 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	\$ 112,534.	\$ 112,534.	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
INCOME TAX PREPARATION	\$ 861.	\$ 861.		
Total	\$ 861.	\$ 861.		0.

**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
FOREIGN TAXES	\$ 16,470.	\$ 16,470.		
PAYROLL TAXES	\$ 9,565.	\$ 9,565.		
Total	\$ 26,035.	\$ 26,035.		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
BROKER FEES	\$ 150.	\$ 150.		
INSURANCE	\$ 42,184.	\$ 42,184.		
POSTAGE	\$ 14.	\$ 14.		
SUPPLIES	\$ 192.	\$ 192.		
Total	\$ 42,540.	\$ 42,540.		0.

## THE BURDINE JOHNSON FOUNDATION

74-6036669

**Statement 5**  
**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.	\$ 2,140.	\$ 0.	\$ 0.
Machinery and Equipment	2,885.	2,885.	0.	0.
Total	<u>\$ 5,025.</u>	<u>\$ 5,025.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 6**  
**Form 990-PF, Part II, Line 15**  
**Other Assets**

	Book Value	Fair Market Value
IRS REFUND DUE Rounding	\$ 86. 2.	\$ 86.
Total	<u>\$ 88.</u>	<u>\$ 86.</u>

**Statement 7**  
**Form 990-PF, Part III, Line 5**  
**Other Decreases**

NON-DEDUCTIBLE PENALTY	\$ 276.
Total	<u>\$ 276.</u>

**Statement 8**  
**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	1246 SHS COLUMBIA ACORN FUND	Purchased	Various	Various
2	16 SHS VIRTUS MID-CAP VALUE FUND	Purchased	6/22/2011	9/06/2011
3	133 SHS WTS AMERICAN INTL GROUP INC	Purchased	1/20/2011	Various
4	27175 SHS AMER FUNDS-CAP WORLD GRW & INC	Purchased	11/15/2004	Various
5	250 SHS AMERICAN INTL GROUP INC	Purchased	2/25/1987	3/31/2011
6	606 SHS AOL INC	Purchased	3/25/2002	3/31/2011
7	19210 SHS CALAMOS GROWTH FUND	Purchased	Various	Various
8	37857 SHS COLUMBIA ACORN FUND CL A	Purchased	Various	Various
9	2800 SHS EXXON MOBIL CORP	Purchased	1/10/1994	3/31/2011
10	12000 SHS FANNIE MAE	Purchased	3/25/2002	3/31/2011
11	6700 SHS HEWLETT PACKARD CO	Purchased	4/17/2001	9/06/2011
12	42929 SHS KEELEY SMALL CAP VALUE FUND	Purchased	Various	Various
13	34615 SHS THORNBURG INTL VALUE FUND	Purchased	Various	Various
14	48616 SHS VIRTUS MID-CAP VALUE FUND	Purchased	Various	Various
15	Capital Gain Dividends			

## THE BURDINE JOHNSON FOUNDATION

74-6036669

**Statement 8 (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)
1	32,759.		35,779.	-3,020.				\$ -3,020.
2	333.		391.	-58.				-58.
3	1,445.		2,174.	-729.				-729.
4	1000000.		905,752.	94,248.				94,248.
5	8,730.		83,225.	-74,495.				-74,495.
6	11,762.		25,243.	-13,481.				-13,481.
7	1052397.		1052861.	-464.				-464.
8	1118340.		1074967.	43,373.				43,373.
9	235,864.		45,107.	190,757.				190,757.
10	4,696.		960,748.	-956,052.				-956,052.
11	153,267.		189,440.	-36,173.				-36,173.
12	1079076.		938,913.	140,163.				140,163.
13	1000000.		846,464.	153,536.				153,536.
14	1134297.		992,270.	142,027.				142,027.
15								31,412.
							Total	<u>\$ -288,956.</u>

**Statement 9**  
**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

2011

Federal Supporting Detail

Page 1

THE BURDINE JOHNSON FOUNDATION

74-6036669

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

ANNUITIES	\$ 1,800,000.
Total	<u>\$ 1,800,000.</u>

FMV of Assets (990-PF)  
Other [O]

ANNUITIES	\$ 1,817,832.
Total	<u>\$ 1,817,832.</u>

The Burdine Johnson Foundation - EIN #74-6036669

Attachment to Form 990-PF Part II

Investment Securities as of December 31, 2011

YEAR 2011	Book Value	Market Value
<u>Common Stocks</u>		
34,227.601 shs - Amer Funds G&I	\$1,342,066.04	\$1,099,390.54
20,000 shs - AT&T	\$769,388.59	\$604,800.00
11,200 shs - Bank of America	\$518,485.81	\$62,272.00
63,767 565-Blackrock Global Alloc	\$1,263,907.89	\$1,158,018.98
17,300 shs - Chevron Corp	\$287,475.47	\$1,840,720.00
1,600 shs - Citigroup, Inc	\$742,739.40	\$42,096.00
68,886 695 shs Columbia Marisco	\$1,071,397.40	\$820,440.53
6,000 shs - EMC Corp	\$186,925.77	\$129,240.00
20,000 shs - Exxon-Mobil Corporation	\$326,296.73	\$1,695,200.00
26,495 187shs - First Eagle Global	\$1,261,349.14	\$1,195,462.83
13,000 shs - General Electric	\$50,410.18	\$232,830.00
702 shs - General Motors	\$81,698.23	\$14,229.54
4,900 shs - IBM	\$500,221.33	\$901,012.00
17,000 shs - Intel Corp.	\$484,237.51	\$412,250.00
48,951 915 shs - Ivy Asset Strategy	\$1,245,558.93	\$1,089,669.62
13,000 shs - Johnson & Johnson	\$538,857.39	\$852,540.00
16,000 shs - Microsoft	\$486,068.48	\$415,360.00
9,800 shs - Minnesota Mining & Man	\$572,473.80	\$800,954.00
15,000 shs - Norfolk Southern	\$528,179.43	\$1,092,900.00
27,735.946 shs - Oppenheimer, Cl A	\$1,015,270.82	\$813,217.93
11,600 shs - PepsiCo	\$565,648.35	\$769,660.00
26,000 shs - Pfizer	\$79,354.73	\$562,640.00
16,000 shs - Royal Dutch	\$251,255.23	\$1,169,440.00
10,000 shs - Sysco Corp	\$350,616.43	\$293,300.00
55,051.852 Thornburg Internatl	\$1,474,249.45	\$1,324,547.55
1,673 shs Time Warner Cable	\$122,013.64	\$106,352.61
6,666 shs - Time Warner Inc (New)	\$345,124.98	\$240,909.24
<b>Total</b>	<b>\$16,461,271.15</b>	<b>\$19,739,453.37</b>

Preferred Stock

AT&T Inc., 6.2750%	\$857,500.00	\$917,525.00
12,500 shs BGE Cap Trust II, 6.20%	\$312,500.00	\$320,000.00
3,000 shs Citigroup Cap 6.5%	\$75,000.00	\$65,370.00
30,000 shs Citigroup Cap 6.45%	\$750,000.00	\$644,400.00
27,000 shs - Everest Re Cap II, 6.2%	\$675,000.00	\$667,440.00
17,000 shs - GE 5.875% Cap Corp	\$425,000.00	\$432,990.00
26,250 shs - HSBC Holdings	\$656,250.00	\$627,375.00
25,000 shs JP Morgan 6.625%	\$625,000.00	\$630,750.00
40,000 - Merrill Lynch Cap 6.45%	\$1,000,000.00	\$744,000.00
9,500 shs - National Rural Utilities	\$237,500.00	\$240,445.00
16,000 shs - Royal Bk of Scotland	\$400,000.00	\$179,200.00
20,000 shs - Telephone & Data	\$500,000.00	\$503,000.00
<b>Total</b>	<b>\$6,513,750.00</b>	<b>\$5,972,495.00</b>

Annuities

Golden American Guarantee (ING)	\$1,800,000.00	\$1,817,831.57
<b>Total</b>	<b>\$1,800,000.00</b>	<b>\$1,817,831.57</b>

The Burdine Johnson Foundation - EIN #74-6036669  
 Attachment to Form 990-PF Part II  
 Investment Securities as of December 31, 2011

<b>YEAR 2011</b>	<u>Book Value</u>	<u>Market Value</u>
<b><u>Corporate Notes</u></b>		
\$100,000 - Bell South, 6.550%	\$106,944.25	\$119,037.00
\$100,000 - Western Union, 6.25%	\$101,383.25	\$106,402.00
<b>Total</b>	<b>\$208,327.50</b>	<b>\$225,439.00</b>
<b><u>Municipals</u></b>		
\$100,000 - Carroll Tx ISD Dist.	\$111,038.25	\$117,929.00
\$100,000 Dallas TX ISD, Perm	\$108,252.25	\$118,151.00
\$100,000 NY, G-1 Build Amer	\$102,718.25	\$110,814.00
\$40,000 Glendale, AZ	\$40,905.25	\$47,404.40
\$100,000 - Sarasota Florida	\$108,972.25	\$115,206.00
\$150,000 - Utah County Veh Reg Tax	\$158,180.25	\$167,401.50
\$150,000 - Elizabeth City, NC	\$174,149.25	\$181,893.00
\$200,000 - Bexar County Tx, Rev	\$222,737.25	\$242,252.00
<b>Total</b>	<b>\$1,026,953.00</b>	<b>\$1,101,050.90</b>
<b><u>Warrants</u></b>		
638 General Motors	\$54,397.08	\$7,483.74
638 General Motors	\$42,199.94	\$4,989.16
<b>Total</b>	<b>\$96,597.02</b>	<b>\$12,472.90</b>
<b>Grand Total</b>	<b><u>\$26,106,898.67</u></b>	<b><u>\$28,868,742.74</u></b>

**The Burdine Johnson Foundation – EIN #74-6036669**  
**Attachment to Form 990-PF Part II**  
**Investments Securities as of December 31, 2011**

	<u>Beginning of Yr.</u> <u>Book Value</u>	<u>End of Year</u> <u>Book Value</u>	<u>Market Value</u>
<b>Savings/Temporary Cash Investments</b>			
Bank Accounts	\$58,233.38	\$42,729.27	\$42,729.27
Money Market Funds	<u>\$85,661.85</u>	<u>\$193,253.29</u>	<u>\$193,253.29</u>
<b>Total</b>	<b>\$143,895.23</b>	<b>\$235,982.56</b>	<b>\$235,982.56</b>

The Burdine Johnson Foundation Donations  
Year 2011

Form 990-PF PART XV

Year 2011

Name	Date	Amount	Total
<b>Seton Hays Foundation</b> 6001 Kyle Parkway Kyle, Texas 78640 (Pmt #2 of a \$500,000 pledge payable over 4 yrs for Hospital Healing Garden/Labyrinth - Pmt #1)	Ck #484 - 3/28/2011	\$125,000.00	
<b>Wimberly ISD</b> 3470 Ranch Rd 2325 Wimberley, Texas 78676 (Assist in the cost of a four-day writing workshop for three, 3rd grade teachers at Jacob's Well Elementary School)	Ck #485 - 3/28/11	\$1,957.00	
<b>The Burke Foundation</b> 5401 Hilliard Road San Marcos, Tx 78666 (Purchase 6 laptop computers for case managers)	Ck #486 - 4/5/11	\$2,500.00	
<b>The County of Hays</b> The Honorable Judge Bert Cobb 111 E San Antonio St., Suite 300 San Marcos, Texas 78666 (Complete phase I of the Old Hays County Jail restoration)	Ck #487 - 4/12/11	\$100,000.00	
<b>Planned Parenthood of the Texas Capital Region</b> Attn. Mr. Ken Lambrecht 201 East Ben White Blvd. Austin, Texas 78704 (Support ongoing programs in year 2011)	Ck #488 - 4/13/11	\$50,000.00	
<b>The James Dick Foundation for the Performing Arts</b> Attn: Mr James Dick P O. Box 89 Round Top, Texas 78954-0089 (One year \$100,000 pledge Operational Support) (One year \$100,000 pledge for Operational Support)	Ck #489 - 4/28/11 Ck #501 - 9/21/11	\$50,000.00 <u>\$50,000.00</u>	\$100,000.00
<b>Hill Country Alliance</b> 15315 Highway 71 West Bee Cave, Texas 78738 (Support of four core conservation projects relating to edu, planning and outreach in the Texas Hill Country)	Ck #490 - 4/28/11	\$20,000.00	
<b>Texas State University</b> Attn: Mr. Tom Grimes 601 University Drive San Marcos, Texas 78666-4615 (Support visiting Author Series at the Katherine Porther House)	Ck #4910 - 5/10/11 Ck #505 - 10/26/11	\$50,000.00 \$50,000.00	\$100,000.00

**The Burdine Johnson Foundation Donations**  
**Year 2011**

Name	Date	Amount	Total
<b>Hays Consolidated ISD</b> Attn. Ms. Patty Moreno 21003 IH 35 Kyle, Texas 78640 (Support of Kodaly Music Certification Program @ SWT)	Ck #492 - 6/28/11	\$45,000.00	
<b>Progressive Arts Collective</b> 1009 E 11th Street Ste #100 Austin, Texas 78702 (Restoration of the Herman Schieffer House)	Ck #495 - 9/7/11	\$20,000.00	
<b>Gen Austin</b> P. O. Box 3122 Austin, Texas 78704 (Funding for 180 Program-court ordered services to adolescent girls in the juvenile justice system)	Ck #496 - 9/7/11	\$10,000.00	
<b>Badgerdog Literary Publishing</b> P. O. Box 301209 Austin, Tx 78703-0021 (Funding towards writers-in-service program for 2011-2012)	Ck #497 - 9/7/11	\$5,000.00	
<b>Vaughn House, Inc.</b> 1701 Evergreen Avenue Austin, Tx 78704 (Support of Workforce Opportunities Program)	Ck #498 - 9/7/11	\$5,000.00	
<b>City of San Marcos</b> 630 East Hopkins San Marcos, Tx 78666 (Fund completion of Phase I construction of Mitchell Street Community Gardens)	Ck #499 - 9/7/11	\$3,600.00	
<b>Girlstart</b> 1400 W. Anderson Lane Austin, Texas 78757 (Funding of after school programs in Travis/Williamson County where high risk, low income and rural populations exist)	Ck #500 - 9/7/11	\$5,000.00	
<b>EmilyAnn Theater, Inc.</b> P. O. Box 801 Wimberley, Texas 78676 Matching grant toward construction costs of multipurpose use building)	Ck #501 - 9/7/11	\$50,000.00	
<b>Big Brothers Big Sisters of Central Texas</b> 1400 Tillery Street Austin, Tx 78721 (Funding of mentoring programs in Hays County, Tx)	Ck #502 - 9/7/11	\$17,500.00	

**The Burdine Johnson Foundation Donations**  
**Year 2011**

Name	Date	Amount	Total
<b>Centro Cultural De San Marcos</b> 2204 Garden Court San Marcos, Tx 78666 (Assistance for math programs, rent and staffing)	Ck #503 - 9/8/11		
		Ck #503 - 9/8/11	<b>\$12,280.00</b>
<b>The University of Texas at Austin</b> Blanton Museum of Art 1 University Station D1303 Austin, Texas 78712-0338 (Pmt #2 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 #506 - 11/29/11		<b>\$30,000.00</b>
<b>Historic Bridge Foundation</b> P. O. Box 66245 Austin, Tx 78766 (Operational support to advocate and educate for preservation of US historical bridges)	Ck #508 - 12/15/11		<b>\$100,000.00</b>
<b>Austin Parks Foundation</b> 816 Congress, Suite 1680 Austin, Texas 78701 (Salary of a volunteer coordinator)	Ck #509 - 12/15/11		<b>\$15,000.00</b>
<b>St. Andrew's Episcopal School</b> 1112 West 31st Street Austin, Texas 78705 (Pmt #2 of a \$250,000 pledge payable over 5 years-used towards the construction costs of performances arts center)	Ck #507 - 12/15/11		<b>\$50,000.00</b>
<b>Trinity Center</b> 304 E. Street Austin, Tx 78701 (Operational funds to assist staff and volunteers providing the homeless with food, job placement and related services)	Ck #510 - 12/15/11		<b>\$15,000.00</b>
<b>Austin Sunshine Camps</b> P. O. Box 684980 Austin, Texas 78768-4980 (Phase II Capital Campaign to restore/update Zilker Campus)	Ck #511 - 12/15/11		<b>\$25,000.00</b>
<b>Down Syndrome Association of Central Texas</b> 3710 Cedar Street, Box 3 Austin, Tx 78705 (Assistance towards general program recreational classes to youth with Down Syndrome in the Austin area)	Ck #512 - 12/15/11		<b>\$2,500.00</b>

**The Burdine Johnson Foundation Donations**  
**Year 2011**

Name	Date	Amount	Total
<b>First United Methodist Church, San Marcos</b> 129 W Hutchison St. San Marcos, Tx 78666 (Funds used to sand, prep and paint sanctuary interior walls and ceiling)	Ck #513 - 12/15/11	\$56,000.00	
<b>Guadalupe-Blanco River Trust</b> 933 East Court Street Seguin, Texas 78155 (Funding for water and land conservation, education and outreach to landowners and communities in the Guadalupe River Watershed).	Ck #514 - 12/15/11	\$10,000.00	
<b>Shumla</b> P. O. Box 627 Comstock, Texas 78337 (Help underwrite the Pecos River Kids academic program for children in San Felipe Del Rio Consolidated School Dist)	Ck #515 - 12/15/11	\$40,000.00	
<b>Theater Action Project</b> 701 Tillery Box 9 Austin, Texas 78702-0000 (Fund Theater Action Project After School programs in Del Valle ISD for low-income, at risk youth)	Ck #516 - 12/15/11	\$10,000.00	
<b>Casa of Central Texas, Inc.</b> P. O. Box 1267 San Marcos, Texas 78667-1267 (Training, recruiting and supporting CASA volunteers)	Ck #517 - 12/15/11	\$10,000.00	
<b>Preservation Texas, Inc.</b> P. O. Box 12832 Austin, Texas 78711 (Assist in costs with the 2012 Texas Preservation Summit and the Texas' Most Endangered Places Program) grant from the National Trust for Historic Places)	Ck #518 - 12/15/11	\$10,000.00	
<b>People's Community Clinic</b> 2909 N. IH-35 Austin, Texas 78722 (Assist in funding family planning services)	Ck #519 - 12/15/11	\$7,500.00	
<b>Friends of the Kyle Library</b> Kyle Public Library P. O. Box 2349 Kyle, Texas 78640 (Funds to purchase print, audio and ebooks for the new Kyle Public Library)	Ck #520 - 12/15/11	\$200,000.00	

**The Burdine Johnson Foundation Donations**  
**Year 2011**

Name	Date	Amount	Total
<b>Helping Hand Home</b> 3804 Avenue B Austin, Texas 78751 (Assist in purchasing play therapy equipment)	Ck #521 - 12/15/11		<b>\$1,500.00</b>
<b>Wonders and Worries</b> 923 Westbank Dr , Suite C Austin, Tx 78746 (Fund counseling services to children affected by a parent's serious illness, with a focus on identifying Hays County families in need)	Ck #523 - 12/15/11		<b>\$7,500.00</b>
<b>City of Kyle</b> 100 W Center Street P. O. Box 40 Kyle, Tx 78640 (two part donation - funds to be used towards the renovation of the Kyle Historic Train Depot)	Ck #524 - 12/15/11		<b>\$40,000.00</b>
<b>Family Eldercare</b> 2210 Hancock Drive Austin, Texas 78756 (Funds towards In-Home Care services for older adults in Central Texas)	Ck #525 - 12/15/11		<b>\$5,000.00</b>
<b>Rawson-Saunders School</b> 2600 Exposition Blvd. Austin, Tx 78703 (Funds to purchase Apple iPads, Education applications, digital light processing projectors and professional development to teachers)	Ck #526 - 12/15/11		<b>\$26,432.00</b>
<b>Cross Plains Public Library</b> Box 333 Cross Plains, Texas 76443 (Funds to digitize photos and newspaper articles covering the December 27, 2005 Firestorm in Cross Plains, Tx)	Ck #527 - 12/15/11		<b>\$2,446.00</b>
<b>The Nature Conservancy of Texas</b> Attn: Ms. Laura J. Huffman 816 Congress Avenue, Suite 920 Austin, Texas 78701 (Support for ongoing conservation work in the Northern Hill Country Rivers and related projects)	Ck #528 - 12/15/11		<b>\$100,000.00</b>

**The Burdine Johnson Foundation Donations**  
**Year 2011**

Name	Date	Amount	Total
<b>UT Health Science Center San Antonio</b> Mail Code. 7777 Detp Oto - Deaf Edu & Hearing Sciences 7703 Floyd Curl Drive San Antonio, Texas 7822903900 (Help endow director's position of the UTHSC Deaf and Hearing Science Program and DEHS graduate student scholarships)	Ck #529 - 12/15/11	\$10,000.00	
<b>Spirit Reins</b> 2055 Country Rd. 264 Liberty Hill, Tx 78642 (Underwrite programs for traumatized children, a trauma focused equine assisted psychotherapy)	Ck #530 - 12/15/11	\$7,500.00	
<b>St. Edward's University</b> Office of University Advancement 2001 South Congress Avenue Austin, Texas 78704-6489 (Costs to provide 150 theater students from underserved South/East Austin highschools, tickets to two St. Edward's productions in 2011-2012)	Ck #531 - 12/15/11	\$10,000.00	
<b>Tom Green Elementary PTA</b> 1391 Old Goforth Road Buda, Texas 78610 (Year-end donations to help needy children)	Ck #532 - 12/15/11	\$2,500.00	
<b>Onion Creek Senior Citizens Center</b> P. O. Box 65 Buda, Texas 78610 (Year-end donation - operating funds)	Ck #544 - 12/15/11	\$2,500.00	
<b>Hays Caldwell Women's Center</b> P. O. Box 234 San Marcos, Texas 78667 (Year-end donation - operating funds)	Ck #534 - 12/15/11	\$2,500.00	
<b>Friends of the Public Library of Buda, Tx</b> P. O. Box 1162 Buda, Texas 78610 (Year-end donation - operating funds)	Ck #535 - 12/15/11	\$2,500.00	
<b>Crises Bread Basket of Wimberley</b> P. O. Box 1721 Wimberley, Texas 78676 (Year-end donation - operating funds)	Ck #536 - 12/15/11	\$2,500.00	

The Burdine Johnson Foundation Donations  
Year 2011

Name	Date	Amount	Total
<b>Friends of the Colorado River Foundation</b> P. O. Box 50029 Austin, Tx 78763-0029 (Fund environmental science education program or Youth Experience Stewardship)		Ck #537 - 12/15/11	<b>\$25,000.00</b>
<b>Total Donations</b>			<b><u>\$1,501,715.00</u></b>

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Enter filer's identifying number, see instructions

<b>Type or print</b>	Name of exempt organization or other filer, see instructions  <b>THE BURDINE JOHNSON FOUNDATION</b>	Employer identification number (EIN) or  <b>X 74-6036669</b>
	Number, street, and room or suite number If a P O box, see instructions  <b>Stoner &amp; Bouldin, LLP 3708 Spicewood Springs Rd., Ste 210</b>	Social security number (SSN)  <input type="checkbox"/>
<b>File by the extended due date for filing the return. See instructions</b>	City, town or post office, state, and ZIP code For a foreign address, see instructions  <b>Austin, TX 78759</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

<b>Application Is For</b>	<b>Return Code</b>	<b>Application Is For</b>	<b>Return Code</b>
Form 990	01	Form 990-BL	02
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in care of ► LISA T GIBERSON -----  
Telephone No ► 512-312-1336 ----- FAX No ► -----
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ----- If this is for the whole group, check this box ►  If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until 11/15, 20 12
- For calendar year 2011, or other tax year beginning -----, 20 -----, and ending -----, 20 -----
- If the tax year entered in line 5 is for less than 12 months, check reason  Initial return  Final return  
 Change in accounting period
- State in detail why you need the extension Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax return.

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>8a</b> \$ 0.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	<b>8b</b> \$ 19,304.
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	<b>8c</b> \$ 0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Susan Seal Stoner

Title ► CPA

Date ► 8/14/12

BAA

FIFZ0502L 07/29/11

Form 8868 (Rev 1-2012)