Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 12/01 , 2011, and ending 11/30 , 2012

M. G. & LILLIE A. JOHNSON
FOUNDATION, INC.
P. O. BOX 2269
VICTORIA, TX 77902-2269

A Employer identification number: 74-6076961

B Telephone number (see the instructions): (361) 575-7970

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 ► ☐

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: ☐ Section 501(c)(3) exempt private foundation [X] 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) ► $ 82,138,607.

J Accounting method: [X] 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 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 ► [X] if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments			N/A	
4 Dividends and interest from securities	1,770,732.	1,770,732.		
5a Gross rents	68,641.	68,641.		
b Net rental income or (loss) 17,975.				
6a Net gain/(loss) from sale of assets not on line 10	235,250.			
b Gross sales price for all assets on line 6a 235,250.				
7 Capital gain net income (from Part IV, line 2)		235,250.		
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	5,697,924.	5,697,924.		
12 **Total.** Add lines 1 through 11	7,772,547.	7,772,547.		
OPERATING AND ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc	183,686.	173,186.		10,500.
14 Other employee salaries and wages	9,125.	9,125.		
15 Pension plans, employee benefits	40,051.	40,051.		
16a Legal fees (attach schedule) SEE ST. 2	210.	210.		
b Accounting fees (attach sch) SEE ST. 3	11,000.	11,000.		
c Other prof fees (attach sch) SEE ST 4	92,627.	92,627.		
17 Interest				
18 Taxes (attach schedule)(see instrs) SEE STM 5	418,958.	277,255.		
19 Depreciation (attach sch) and depletion	424.	424.		
20 Occupancy	17,783.	17,783.		
21 Travel, conferences, and meetings	17,342.	381.		16,961.
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 6	65,342.	65,342.		
24 **Total operating and administrative expenses.** Add lines 13 through 23	856,548.	687,384.		27,461.
25 Contributions, gifts, grants paid PART XV	3,673,165.			3,673,165.
26 **Total expenses and disbursements.** Add lines 24 and 25	4,529,713.	687,384.		3,700,626.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	3,242,834.			
b **Net investment income** (if negative, enter -0-)		7,085,163.		
c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	4,810,963.	5,626,834.	5,626,834.
	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)	42,559,286.	45,578,263.	61,240,352.
	c Investments — corporate bonds (attach schedule)	4,084,845.	3,485,981.	3,080,873.
	11 Investments — land, buildings, and equipment: basis ► 2,680,329.			
	Less: accumulated depreciation (attach schedule) SEE STMT 7 ►	2,680,329.	2,680,329.	4,192,221.
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment: basis ► 17,021.			
	Less: accumulated depreciation (attach schedule) SEE STMT 8 ► 15,388.	2,057.	1,633.	1,633.
	15 Other assets (describe ► SEE STATEMENT 9)	19,489.	25,785.	7,996,694.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	54,156,969.	57,398,825.	82,138,607.
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 ► SEE STATEMENT 10)	2,287.	1,309.	
	23 Total liabilities (add lines 17 through 22)	2,287.	1,309.	
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 ► X and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	45,813,002.	46,043,546.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	8,341,680.	11,353,970.	
	30 Total net assets or fund balances (see instructions)	54,154,682.	57,397,516.	
	31 Total liabilities and net assets/fund balances (see instructions)	54,156,969.	57,398,825.	

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	54,154,682.
2	Enter amount from Part I, line 27a	2	3,242,834.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	57,397,516.
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	57,397,516.

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	SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
b	CAPITAL GAIN DIVIDENDS			
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	224,918.			224,918.
b				
c				
d				
e				

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

	(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				224,918.
b				10,332.
c				
d				
e				

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 . . . **2** 235,250.

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

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	3,286,462.	72,116,422.	0.045572
2009	2,770,402.	62,225,163.	0.044522
2008	3,305,184.	55,757,555.	0.059278
2007	3,301,345.	68,099,437.	0.048478
2006	2,923,499.	70,522,532.	0.041455

2	**Total** of line 1, column (d)	2	0.239305
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	0.047861
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	82,241,510.
5	Multiply line 4 by line 3	5	3,936,161.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	70,852.
7	Add lines 5 and 6	7	4,007,013.
8	Enter qualifying distributions from Part XII, line 4	8	3,700,626.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary – see instrs)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b			1	141,703.
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	141,703.
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	141,703.
6	Credits/Payments:				
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	167,487.		
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	167,487.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	25,784.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ► 25,784. **Refunded** ►			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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.			
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.			
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.*	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 • 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			
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)*

			Yes	No
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?	13	X	

Website address ► N/A

14 The books are in care of ► ROBERT HALEPESKA Telephone no. ► (361) 575-7970

Located at ► ONE O'CONNOR PLAZA, STE 905 VICTORIA TX ZIP + 4 ► 77901

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ► [X]

and enter the amount of tax-exempt interest received or accrued during the year ► 15 | 0.

			Yes	No
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?	16		X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►

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

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

1 a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? [ ] Yes [X] No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? [ ] Yes [X] No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? [ ] Yes [X] No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [X] Yes [ ] No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? [ ] Yes [X] No

(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) [ ] Yes [X] No

			Yes	No
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X

Organizations relying on a current notice regarding disaster assistance check here ► [ ]

			Yes	No
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? [ ] Yes [X] No

If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)	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.

► 20__ , 20__ , 20__ , 20__ .

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? [ ] Yes [X] No

			Yes	No
b	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.)*	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 2011?	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? **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SEE STATEMENT 11		183,686.	38,398.	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	62,225,801.
b	Average of monthly cash balances	1b	6,104,987.
c	Fair market value of all other assets (see instructions)	1c	15,163,131.
d	**Total** (add lines 1a, b, and c)	1d	83,493,919.
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	83,493,919.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,252,409.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	82,241,510.
6	**Minimum investment return.** Enter 5% of line 5	6	4,112,076.

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	4,112,076.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a 141,703.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	141,703.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	3,970,373.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,970,373.
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	3,970,373.

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	3,700,626.
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	3,700,626.
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	3,700,626.

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				3,970,373.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			2,903,462.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► $ 3,700,626.				
a Applied to 2010, but not more than line 2a			2,903,462.	
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 2011 distributable amount				797,164.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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				3,173,209.
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	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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 12

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
a *Paid during the year*				
SCHEDULE ATTACHED	N/A	N/A		3,673,165.
Total ► **3a**				3,673,165.
b *Approved for future payment*				
Total ► **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) Exclusion 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					
4 Dividends and interest from securities			14	1,770,732.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	17,975.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	235,250.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OIL & GAS RELATED INCOME			15	5,697,924.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				7,721,881.	

13 Total. Add line 12, columns (b), (d), and (e) 13 7,721,881.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

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

		Yes	No
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	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(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		

Sign Here

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

Signature of officer or trustee: [signature] Date: 2/11/13 Title: EXEC VICE PRESIDENT

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PAULA LESKE, CPA	Paula Leske	2-5-13		P00047020

Firm's name ► BUMGARDNER, MORRISON & COMPANY, LLP — Firm's EIN ► 74-1194944

Firm's address ► PO BOX 3750, VICTORIA, TX 77903-3750 — Phone no (361) 575-0271

Form **4562** | Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

► See separate instructions. ► Attach to your tax return.

OMB No 1545-0172
2011
Attachment Sequence No 179

Name(s) shown on return: M. G. & LILLIE A. JOHNSON FOUNDATION, INC.

Identifying number: 74-6076961

Business or activity to which this form relates: FORM 990/990-PF

Part I Election To Expense Certain Property Under Section 179
Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	

8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12 ►	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	424.

Part III MACRS Depreciation (Do not include listed property) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► ☐		

Section B — Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C — Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

(a)	(b)	(c)	(d)	(e)	(f)	(g)
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	22	424.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS RELATED INCOME	$ 5,697,924.	$ 5,697,924.	
TOTAL	$ 5,697,924.	$ 5,697,924.	$ 0.

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
DUCKETT, BOULIGNY & COLLINS	$ 210.	$ 210.		
TOTAL	$ 210.	$ 210.		$ 0.

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
BUMGARDNER, MORRISON & CO	$ 2,250.	$ 2,250.		
ROLOFF, HNATEK & CO	8,750.	8,750.		
TOTAL	$ 11,000.	$ 11,000.		$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIRST VICTORIA NATIONAL BANK	$ 27,298.	$ 27,298.		
PAINE WEBBER	33,726.	33,726.		
WELLS FARGO	31,603.	31,603.		
TOTAL	$ 92,627.	$ 92,627.		$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM	$ 110,761.	$ 110,761.		
EXCISE	141,703.			
FOREIGN TAXES	6,378.	6,378.		
PAYROLL	8,991.	8,991.		
SEVERANCE	151,125.	151,125.		
TOTAL	$ 418,958.	$ 277,255.		$ 0.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	$ 316.	$ 316.		
DUES & SUBSCRIPTIONS	3,475.	3,475.		
INSURANCE	6,778.	6,778.		
OFFICE EXPENSE	4,107.	4,107.		
RENTAL EXPENSES	50,666.	50,666.		
TOTAL	$ 65,342.	$ 65,342.		$ 0.

STATEMENT 7
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
LAND	$ 2,680,329.		$ 2,680,329.	$ 4,192,221.
TOTAL	$ 2,680,329.	$ 0.	$ 2,680,329.	$ 4,192,221.

STATEMENT 8
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	$ 17,021.	$ 15,388.	$ 1,633.	$ 1,633.
TOTAL	$ 17,021.	$ 15,388.	$ 1,633.	$ 1,633.

STATEMENT 9
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
EXCISE TAX OVERPAYMENT	$ 25,784.	$ 25,784.
MINERAL INTERESTS	1.	7,970,910.
TOTAL	$ 25,785.	$ 7,996,694.

STATEMENT 10
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

PAYROLL TAXES	$ 1,309.
TOTAL	$ 1,309.

STATEMENT 11
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
M. H. BROCK 807 S. HANOVER EDNA, TX 77957	CHAIRMAN 3.00	$ 1,500.	$ 0.	$ 0.
M. MUNSON SMITH 36 FLAMINGO ROAD ROCKPORT, TX 78382	VICE CHAIRMAN 1.00	1,500.	0.	0.
DICK KOOP 1258 CR 312 EDNA, TX 77957	TRUSTEE 1.00	1,500.	0.	0.
ROSEMARY RUST 616 BOB-O-LINK LANE WHARTON, TX 77488	TRUSTEE 1.00	1,500.	0.	0.
JACK R. MORRISON, JR. P. O. BOX 3750 VICTORIA, TX 77903	SEC/TREAS 2.00	1,500.	0.	0.
JAMES A. BOULIGNY 1305 AVENUE K EL CAMPO, TX 77437	TRUSTEE 1.00	1,500.	0.	0.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
TERRELL MULLINS 503 E. FOURTH STREET HALLETTSVILLE, TX 77964	TRUSTEE 1.00	$ 1,500.	$ 0.	$ 0.
ROBERT L. HALEPESKA 206 TRACY LANE VICTORIA, TX 77904	EXEC VICE PRES 40.00	173,186.	38,398.	0.
	TOTAL	$ 183,686.	$ 38,398.	$ 0.

STATEMENT 12
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	M. G. & LILLIE A. JOHNSON FOUNDATION
CARE OF:	ROBERT HALEPESKA
STREET ADDRESS:	P. O. BOX 2269
CITY, STATE, ZIP CODE:	VICTORIA, TX 77902
TELEPHONE:	(361) 575-7970
FORM AND CONTENT:	GRANT APPLICATIONS MUST BE SUBMITTED IN WRITING, SHOULD INCLUDE BIOGRAPHICAL INFORMATION ABOUT THE PROSPECTIVE GRANTEE AND MUST INCLUDE SATISFACTORY EVIDENCE TO ASSURE OUR TRUSTEES THAT THE APPLICANT IS A QUALIFIED ORGANIZATION TO WHICH THE JOHNSON FOUNDATION MAY PROVIDE FUNDS IN ACCORDANCE WITH PERTINENT INTERNAL REVENUE SERVICE CODE SECTIONS AND REGULATIONS. THE APPLICANT SHOULD ALSO SPECIFY THE AMOUNT OF FUNDS REQUESTED, THE INTENDED USE OF THE FUNDS AND THE ANTICIPATED LENGTH OF TIME WITHIN WHICH THE FUNDS WILL BE EXPENDED.
SUBMISSION DEADLINES:	30 DAYS PRIOR TO THE MEETING DATE(S) OF THE TRUSTEES
RESTRICTIONS ON AWARDS:	GENERALLY PREFER TO CONFINE FUNDING TO HEALTH CARE OR HIGHER EDUCATION RELATED GRANTEES.

M.G. and Lillie A. Johnson Foundation, Inc.
Assets as of November 30, 2012

74-6076961

Description	Shares Par Value	Interest/ Dividend Rate	Maturity Date	Unit Market Price	Cost Basis	Market Value	Estimated Annual Income	Current Yield	% of Account
Cash & Cash Equivalents									
FVNB Checking Acct	1,904,138 330	0 2500		1 00000	1,904,138 33	1,904,138 33	4,760.35	0 0025	2 32
Paine Webber MMKT	2,012,887 390	0 0110		1 00000	2,012,887 39	2,012,887 39	221 42	0 0010	2 45
PrimeVest MMKT	1,709,809 240	0.0100		1 00000	1,709,809 24	1,709,809 24	170 98	0 0001	2 08
Total	5,626,834 960				5,626,834 96	5,626,834 96	5,152 75	0 0009	6 85
Managed Investment Accounts									
Kayne Small Cap Eq	1,692,798 280	1 150			1,692,798 28	2,374,051 80	27,293 00	0 0115	2 89
Wells Fargo-Midcap	5,613,159 180	0 864			5,613,159 18	6,953,163 56	60,089 49	0 0086	8 47
Wells Fargo-International	2,236,716 760	2 231			2,236,716 76	2,697,651 03	60,188 54	0 0223	3 29
FVNB-Mutual Funds	8,919,384 940	2 341			8,919,384 94	8,972,077 70	210,044 00	0 0234	10 93
Total	18,462,059 160				18,462,059 16	20,996,944 09	357,615 03	0 0170	25 58
Investments									
Corporate Bonds & Notes									
John Hancock Signature	500,000 000	3 460	03/15/14	1 00848	500,000 00	504,240 00	17,456 00	0 0346	0 61
Bellsouth Corp Notes	500,000 000	5 200	12/15/16	1 15883	497,615 25	579,415 00	26,000 00	0 0449	0 71
General Elec Cap Corp	400,000 000	6 000	02/15/17	1 16044	400,000 00	464,176 00	24,000 00	0 0517	0 57
Caterpillar Fincl Svcs	200,000 000	7 150	02/15/19	1 31801	187,230 00	263,602 00	14,300 00	0 0542	0 32
GE Capital Internotes	500,000 000	5 100	02/15/19	1 11888	500,000 00	559,440 00	25,500 00	0 0456	0 68
Lehman Bros Holdings	1,000,000 000	0 000	01/29/21	0 21000	901,135 44	210,000 00	0 00	0 0000	0 26
Morgan Stanley	500,000 000	5 000	08/31/25	1 00000	500,000 00	500,000 00	25,000 00	0 0500	0 61
	3,600,000 000				3,485,980 69	3,080,873 00	132,256 00	0 0429	3 76
Common Stock									
A T & T	6,400 000	1 800		34 13000	198,153 46	218,432 00	11,520 00	0 0527	0 27
Abbott Labs	10,000 000	2 040		65 00000	125,837 37	650,000 00	20,400 00	0 0314	0 79
AEP Inc	3,400 000	1 880		42 65000	100,622 70	145,010 00	6,392 00	0 0441	0 18
Altria Group Inc	17,600 000	1 760		33 81000	152,374 18	595,056 00	30,976 00	0 0521	0 72
American Express Co	8,200 000	0 800		55 90000	350,495 72	458,380 00	6,560 00	0 0143	0 56
Baker Hughes	3,400 000	0 600		43 15000	196,955 83	146,710 00	2,040 00	0 0139	0 18
Berkshire Hathaway	5,000 000	0 000		88 08000	252,219 95	440,400 00	0 00	0 0000	0 54
Bristol Myers Squibb Co	14,800 000	1 360		32 63000	352,198 67	482,924 00	20,128 00	0 0417	0 59

Description	Shares Par Value	Interest/ Dividend Rate	Maturity Date	Unit Market Price	Cost Basis	Market Value	Estimated Annual Income	Current Yield	% of Account
Caterpillar Inc	3,300 000	2 080		85 24000	198,184 95	281,292 00	6,864 00	0 0244	0 34
Chevron Texaco Corp	8,600 000	3 600		105 69000	242,365 03	908,934 00	30,960 00	0 0341	1 11
Cisco	15,250 000	0 560		18 91000	400,012 75	288,377 50	8,540 00	0 0296	0 35
Coca-Cola Co	2,000 000	2 040		37 92000	97,485 90	75,840 00	4,080 00	0 0538	0 09
Cole Credit Property Trust III	250,000 000	0 065		1 00000	250,000 00	250,000 00	16,250 00	0 0650	0 30
Colgate Palmolive	7,600 000	2 480		108 50000	206,453 64	824,600 00	18,848 00	0 0229	1 00
CSX Corporation	16,000 000	0 560		19 76000	309,675 37	316,160 00	8,960 00	0 0283	0 39
Danaher Corp	16,400 000	0 100		53 97000	244,989 70	885,108 00	1,640 00	0 0019	1 08
Dominion Resources Inc	6,100 000	2 110		51 11000	305,092 99	311,771 00	12,871 00	0 0413	0 38
Dow Chemical	9,500 000	1 280		30 19000	394,022 95	286,805 00	12,160 00	0 0424	0 35
Duke Energy	2,833 000	3 060		63 82000	149,537 94	180,802 06	8,668 98	0 0479	0 22
Emerson Elec Co	13,300 000	1 640		50 23000	175,816 66	668,059 00	21,812 00	0 0326	0 81
Energy Transfer	4,600 000	3 575		43 89000	201,301 25	201,894 00	16,445 00	0 0815	0 25
Enterprise Products Partner	5,000 000	2 600		51 83000	204,245 23	259,150 00	13,000 00	0 0502	0 32
Exxon Mobil Corp	11,153 000	2 280		88 14000	177,201 23	983,025 42	25,429 00	0 0259	1 20
Fastenal Co	5,600 000	0 840		41 81000	197,722 72	234,136 00	4,704 00	0 0201	0 29
Fedex Corp	4,000 000	0 560		89 53000	339,999 25	358,120 00	2,240 00	0 0063	0 44
Glaxo SmithKline PLC	8,500 000	2 319		43 01000	403,610 75	365,585 00	19,712 00	0 0539	0 45
General Mills Inc	3,400 000	1 320		40 99000	96,715 91	139,366 00	4,488 00	0 0322	0 17
Halliburton	5,200 000	0 360		33 35000	200,654 56	173,420 00	1,872 00	0 0108	0 21
Heinz H J	4,000 000	2 060		58 46000	201,843 19	233,840 00	8,240 00	0 0352	0 28
Home Depot	11,400 000	1 160		65 07000	302,762 81	741,798 00	13,224 00	0 0178	0 90
Home Properties Inc	2,900 000	2 640		58 89000	102,767 87	170,781 00	7,656 00	0 0448	0 21
Inland REIT	300,000 000	0 065		1 00000	300,000 00	300,000 00	19,500 00	0 0650	0 37
Intel	30,200 000	0 900		19 56500	229,617.58	590,863 00	27,180 00	0 0460	0 72
Intl Business Mach	5,000 000	3 400		190 07000	407,275 25	950,350 00	17,000 00	0 0179	1 16
Johnson & Johnson Company	14,000 000	2 440		69 73000	138,653 80	976,220 00	34,160 00	0 0350	1 19
Lufkin Industries Inc	7,500 000	0 500		54 76000	396,516 67	410,700 00	3,750 00	0 0091	0 50
McDonalds Corp	1,700 000	3 080		87 04000	97,544 50	147,968 00	5,236 00	0 0354	0 18
Medtronic	11,000 000	1 040		42 11000	299,275 79	463,210 00	11,440 00	0 0247	0 56
Merck & Co	8,700 000	1 720		44 30000	301,877 85	385,410 00	14,964 00	0 0388	0 47
Microsoft	19,800 000	0 920		26 61500	418,421 00	526,977 00	18,216 00	0 0346	0 64
Nestle S A Sponsored ADR	6,200 000	1 772		65 50000	303,146 50	406,100 00	10,986 00	0 0271	0 49
Nextera Energy Inc	9,400 000	2 400		68 71000	319,596 21	645,874 00	22,560 00	0 0349	0 79
Norfolk Sthn Corp	5,800 000	2 000		60 38000	351,042 69	350,204 00	11,600 00	0 0331	0 43
Novartis	6,850 000	2 106		62 05000	400,524 75	425,042 50	14,426 00	0 0339	0 52
Oneok Inc	6,400 000	1 320		44 87000	102,302 90	287,168 00	8,448 00	0 0294	0 35
Pepsico Inc	12,200 000	2 150		70 21000	223,604 93	856,562 00	26,230 00	0 0306	1 04
Pfizer Inc	22,000 000	0 880		25 02000	185,339 45	550,440 00	19,360 00	0 0352	0 67

Description	Shares Par Value	Interest/ Dividend Rate	Maturity Date	Unit Market Price	Cost Basis	Market Value	Estimated Annual Income	Current Yield	% of Account
Philip Morris Intl Inc	12,600 000	3 400		89 88000	119,924 91	1,132,488 00	42,840 00	0 0378	1 38
Procter & Gamble Co	12,500 000	2 248		69 83000	125,334 75	872,875 00	28,100 00	0 0322	1 06
Royal Dutch Shell PLC	1,900 000	2 924		66 97000	101,752 70	127,243 00	5,555 60	0 0437	0 15
Schlumberger Ltd	9,200 000	1 100		71 62000	175,717 27	658,904 00	10,120 00	0 0154	0 80
Travelers Cos Inc	6,000 000	1 840		70 82000	300,534 65	424,920 00	11,040 00	0 0260	0 52
Tupperware Brands	3,200 000	1 440		64 85000	201,765 95	207,520 00	4,608 00	0 0222	0 25
United Technologies Corp	2,200 000	2 140		80 11000	151,002 10	176,242 00	4,708 00	0 0267	0 21
Unilever OLC Amer	8,300 000	1 226		38 35000	302,731 15	318,305 00	10,176 00	0 0320	0 39
Verizon Communications	12,000 000	2 060		44 12000	282,819 76	529,440 00	24,720 00	0 0467	0 64
Wal Mart Stores	6,500 000	1 590		72 02000	356,296 50	468,130 00	10,335 00	0 0221	0 57
3M Co	6,700 000	2 360		90 95000	148,446 87	609,365 00	15,812 00	0 0259	0 74
Totals	1,033,286 000				13,872,387 01	26,074,296 48	801,390 58	0 0307	31 76
Mutual Funds									
American Funds Cap Wld Bond Fund	61,499 559			21 59000	1,269,329 76	1,327,775 48	33,209 00	0 0250	1 62
Columbia Seligman Comm and Inform	10,946 634			43 19000	518,356 36	472,785 12	0 00	0 0000	0 58
Delaware Diversified Floating Rate Clas	116,822 430			8 63000	1,000,000 00	1,008,177 57	25,701 00	0 0255	1 23
Delaware Diversified Income Fund	114,102 144			9 45000	1,016,798 85	1,078,265 26	39,137 00	0 0363	1 31
Dodge & Cox Intl	13,750 000			33 50000	529,488 58	460,625 00	10,436 25	0 0227	0 56
Fidelity Adv Stratigic	9,055 287			12 95000	100,621 14	117,265 97	5,215 84	0 0445	0 14
FT-Templeton Global Bond A	93,556 002			13 61000	1,016,669 92	1,273,297 19	53,327 00	0 0419	1 55
FT-Franklin Income A	392,468 512			2 21000	1,000,475 84	867,355 41	54,161 00	0 0624	1 06
Kayne Anderson MLP Investment	20,367 000			31 13000	503,956 52	634,024 71	43,789 00	0 0691	0 77
Kayne Anderson Midstream	16,000 000			28 04000	404,920 25	448,640 00	27,840 00	0 0621	0 55
Loomis Sayles Invest	43,463 754			12 84000	511,852 18	558,074 60	27,642 94	0 0495	0 68
Oppenheimer Intl Bond A	173,881 955			6 57000	1,014,289 29	1,142,404 44	58,250 45	0 0510	1 39
Pimco Real Return Class A	92,013 145			12 71000	1,002,019 43	1,169,487 07	17,206 00	0 0147	1 42
T Rowe Price Emerging Mkts	8,917 100			14 27000	101,142 91	127,247 02	7,419 02	0 0583	0 15
Templeton Global Total Return CL A	92,835 240			13 76000	1,251,851 43	1,277,412 90	52,266 00	0 0409	1 56
Vanguard Convertible Sec Inv	9,202 036			12 95000	101,010 93	119,166 37	4,913 88	0 0412	0 15
Vanguard Energy ADM	953 834			111 80000	100,000 00	106,638 64	2,114 64	0 0198	0 13
Vanguard GNMA Inv	37,878 788			11 01000	400,000 00	417,045 46	11,856 06	0 0284	0 51
Vanguard Wellesley Inc	18,587 361			24 60000	400,000 00	457,249 08	14,591 07	0 0319	0 56
Vanguard High Yield Corp	20,365 469			6 06000	101,033 73	123,414 74	7,718 51	0 0625	0 15
Vanguard Intrm Trm Bd Index	38,722 168			12 24000	400,000 00	473,959 34	14,591 07	0 0308	0 58
Totals	1,385,388 418				12,743,817 12	13,660,311 37	511,385 73	0 0374	16 65
Preferred Stock									
Citigroup Capital VIII Preferred	20,000 000	1 738		25 44000	500,000 00	508,800 00	34,760 00	0 0683	0 62
Totals	20,000 000				500,000 00	508,800 00	34,760 00	0 0683	0 62

Description	Shares Par Value	Interest/ Dividend Rate	Maturity Date	Unit Market Price	Cost Basis	Market Value	Estimated Annual Income	Current Yield	% of Account
Miscellaneous Assets									
Office Equipment	14,828 910				14,828 91	14,828 91			0 02
Machinery & Equipment	2,191 960				2,191 96	2,191 96			0 00
Accumulated Depreciation	-14,963 92				(15,747 73)	(15,747 73)			(0 02)
Total	2,056 950				1,273 14	1,273 14			0 00
Mineral Interests									
Various Mineral and Royalty Interest Brazoria, Colorado, Dimmit, Fayette Harris, Jackson, LaSalle, Lavaca, Matagorda, Webb, and Wharton Counties	604,454 240				604,454 24	7,970,910 00	4,812,804 03	0 6038	9 71
Accumulated Depletion	-604,454 240				(604,454 24)				
Net Mineral Interests	0 000				0 00	7,970,910 00	4,812,804 03	0 6038	9 71
Real Estate	**Acres**								
Texas									
Jackson County	939 174				519,499 00	923,408 00	36,960 00	0 0400	1 12
Wharton County-Farm	26 333				21,528 00	127,363 00	871 00	0 0068	0 16
Webb Co Ranch	5,344 564				2,139,301 76	3,141,450 00	67,383 00	0 0214	3 83
Total	6,310 071				2,680,328 76	4,192,221 00	105,214 00	0 0251	5 11
Grand Totals					57,372,680.84	82,112,464 04	6,760,578.12	0 0823	100.00

M.G. & Lillie A. Johnson Foundation, Inc. 74-6076961

CAPITAL GAINS & LOSSES YEAR ENDING NOVEMBER 30, 2012

DATE	ASSET	SHARES	DATE ACQUIRED	PROCEEDS	BASIS	GAIN (LOSS)	
	WELLS FARGO-MIDCAP						
12/31/2011						24,155.52	Long Term
						849.66	Short Term
02/28/2012						-0.21	Long Term
						5,250.00	Long Term
05/15/2012						0 26	Long Term
08/31/2012						281,519 80	Long Term
09/30/2012						44,706 57	Long Term
	WELLS FARGO-INTERNATIONAL						
06/01/2012						1,061 12	Long Term
08/31/2012						124,598 52	Long Term
09/30/2012						15,999 56	Short Term
	FVNB CUSTODIAL ACCOUNT						
12/22/2011	Janus Perkins Small Cap Value					25,102.47	Short Term
	Janus Perkins Small Cap Value					55,323 98	Long Term
02/03/2012	Australia Index					-3,901 94	Long Term
	ISHARES MSCI Canada					11,284.71	Long Term
	ISHARES MSCI Germany					-12,826 42	Long Term
	ISHARES MSCI S&P Latin America 40					-262 81	Long Term
	ISHARES MSCI ISHARES Janus Perkins					6,048 22	Long Term
	Oppenheimer Global Opportunities A					56,773.77	Long Term
	CEF Select Sector Tech					48,145.25	Long Term
	Thornburg Int'l Value Class I					29,574.44	Long Term
	ISHARES MSCI Germany					-2,143 65	Short Term
	ISHARES MSCI S&P Latin America 40					-545.73	Short Term
	ISHARES TR S&P NA Software					11,650 11	Short Term
	ISHARES MSCI ACWI Trust EX US Index					-15,746 88	Short Term
	Janus Perkins Small Cap Value					-2,105.30	Short Term
	Oppenheimer Global Opportunities A					26,860 06	Short Term
	SEF Select Sector Tech					3,757.19	Short Term
	Vanguard Index FDS Midcap					-5,385 99	Short Term
	Vanguard REIT					2,037 28	Short Term
02/06/2012	ISHARES MSCI EAFE Growth Index					-10,337.02	Long Term
	ISHARES MSCI EAFE Growth Index					2,230 51	Short Term
03/07/2012	ISHARES S&P Global Healthcare					-1,174.93	Short Term
04/26/2012	ISHARES MSCI ACWI Trust					7,872 61	Short Term
04/26/2012	EGA Emerging Global Shares T					2,690 62	Short Term
04/27/2012	Janus Triton Fund					7,314 41	Short Term
05/10/2012	Global X China Consumer					-2,729 79	Short Term

DATE	ASSET	SHARES	DATE ACQUIRED	PROCEEDS	BASIS	GAIN (LOSS)	
06/11/2012	ISHARE MSCI Singapore					-867.14	Long Term
08/07/2012+	ISHARE MSCI Emerging Markets					227.77	Long Term
	Royce Value Plus #882					19,101.50	Long Term
	SPDR Global Dow ETF					-5,183 12	Long Term
	ISHARE MSCI Brazil Index					-10,836.49	Short Term
	ISHARE MSCI Chile Inv Index					-1,226 28	Short Term
	ISHARE MSCI Singapore					2,219.93	Short Term
	Openheimer Dev Markets Y					-4,535 47	Short Term
	Powershaares ETF Tr II Emerg Mkts					3,415 44	Short Term
	Sextant Int'l Fund					-8,434 74	Short Term
	Fidelity Small Cap Disscovery Fund					-5,058 92	Short Term
11/02/2012	Fidelity Small Cap Disscovery Fund					7,180 99	Short Term
	Janus Triton Fund					4,086 79	Short Term
	Sextant Int'l Fund					-3,793.34	Short Term
	ISHARES S&P Asia 50 Index					236 36	Long Term
1106/2012	Guggenheim Gloval Div Opportunities					-205.33	Long Term
	Global X China Consumer					-717 19	Short Term
	UBS FINANCIAL SERVICES						
12/8/2011	Pimco Real Return Fund					14,367 85	Short Term
	Pimco Real Return Fund					21,448 26	Long Term
12/19/2011	Templeton Global Total Return A					1,986 67	Short Term
	Templeton Global Total Return A					5,031 67	Long Term
	Franklin/Templeton Global Total Return A					7,390 92	Long Term
12/21/2011	Columbia Seligman Comm & Info Fund					18,356 36	Long Term
12/23/2011	Delaware Diversified Income Fund A					11,638 42	Short Term
	Delaware Diversified Income Fund A					15,061.48	Long Term
	UBS FINANCIAL SERVICES-KAYNE ANDERSON						
01/31/2011						34,813.11	Long Term
02/28/2012						3,504 86	Long Term
03/31/2012						11,698 34	Long Term
06/30/2012						8,723 15	Long Term
07/31/2012						22,290.25	Long Term
08/31/2012						60 75	Long Term
11/30/2012						-2,941.65	Short Term
						17,109 72	Long Term

DATE	ASSET	SHARES	DATE ACQUIRED	PROCEEDS	BASIS	GAIN (LOSS)	
	PRIME VEST-MUTUAL FUNDS						
12/19/2011	Vanguard Energy Adm					302.37	Long Term
	Vanguard Energy Adm					3,490.08	Short Term
12/20/2011	T Rowe Price Emerging Markets					891 71	Long Term
12/23/2011	Vanguard Intermediate Term Bond Index					425 94	Short Term
	Vanguard Intermediate Term Bond Index					4,917 72	Long Term
	Fidelity Advance Stratigic Income Fund					760.64	Short Term
	Fidelity Advance Stratigic Income Fund					1,240 57	Long Term
12/30/2011	Vanguard Convertible Security Fund					211 65	Short Term
	Vanguard Convertible Security Fund					1,417.11	Long Term
	Vanguard GNMA Fund					4,090.91	Short Term
	Vanguard GNMA Fund					757 58	Long Term
	Loomis Sayles Inv. Grade Bond Fund					1,295 22	Short Term
	Loomis Sayles Inv Grade Bond Fund					3,650.96	Long Term
02/13/2012	Fidelity Adv Stratigic Income Fund					108 66	Long Term
03/22/2012	Vanguard Energy Adm					1,851 39	Long Term
04/02/2012	Vanguard Intermediate Term Bond Index					116 17	Long Term
	Vanguard Intermediate Term Bond Index					1,277 83	Short Term
04/02/2012	Vanguard GNMA Fund					795 45	Short Term
	Vanguard GNMA Fund					265 15	Long Term
	INDIVIDUALLY HELD SECURITIES						
7/17/2012	Duke Energy Holdings			18 76	21.99	3.23	
11/21/2012	Bank of America Corp	10,200 00		401,630 25	90,721 68	-310,908 57	Long Term
	Hewlett Packard Co	7,700		402,230 51	95,445 28	-306,785 23	Long Term
	Dodge & Cox Int'l Stock	13,839 57		549,889 01	457,674 65	-109,055.82	Long Term
	TOTAL GAINS & LOSSES					**224,917.61**	

M.G. & Lillie A. Johnson Foundation, Inc.
Fixed Assets
Depreciation Schedule
FYE 11/30/12

74-6076961

Description	Date Acquired	Cost	Method	Life	Accumulated Depreciation at 11/30/11	Depreciation Expense	Accumulated Depreciation at 11/30/12
Furniture:							
Furniture	10/87	2,675.00	Straight-Line	10 Years	2,675.00	-	2,675.00
Sign	10/89	348.00	Straight-Line	10 Years	348.00	-	348.00
Desk, Credenza & Chair	12/89	4,034.96	Straight-Line	10 Years	4,034.96	-	4,034.96
Filing Cabinet	06/90	840.97	Straight-Line	10 Years	840.97	-	840.97
Software	09/92	1,016.00	Straight-Line	5 Years	1,016.00	-	1,016.00
Dell Computer	06/02	1,487.00	Straight-Line	5 Years	1,487.00	-	1,487.00
Software	09/03	972.80	Straight-Line	5 Years	972.80	-	972.80
5 Shelf Bookcase	06/07	433.18	Straight-Line	10 Years	194.94	43.32	238.25
Executive Chair	06/07	792.07	Straight-Line	10 Years	356.44	79.21	435.65
60x60 Chairmat	06/07	270.69	Straight-Line	10 Years	121.82	27.07	148.89
Corner Desk, Drawer, & Keyboard	06/07	687.80	Straight-Line	10 Years	309.53	68.78	378.31
36", 2 File Cabinet	06/07	494.02	Straight-Line	10 Years	222.30	49.40	271.71
48x24 File Cabinet	06/07	388.21	Straight-Line	10 Years	174.69	38.82	213.51
48x24 File Cabinet	06/07	388.21	Straight-Line	10 Years	174.69	38.82	213.51
Printer/Fax Machine	11/09	392.96	Straight-Line	5 Years	235.77	78.59	314.37
Dell Computer	12/06	1,799.00	Straight-Line	5 Years	1,799.00	-	1,799.00
Totals		17,020.87			14,963.92	424.01	15,387.93

M. G. & Lillie A. Johnson Foundation, Inc.   74-6076961
Approved the following Grant Awards FOR THE Year ending November 30, 2012

$40,000.00 to the Aransas County EMS to purchase EKG Monitor/Defibrillators.

$20,245.99 to the Olivia Port Alto Volunteer Fire Dept. & EMS to purchase air paks, a Polaris Ranger and a trailer.

$40,237.40 to the City of Edna to purchase video recording equipment for the Edna Police Department.

$21,762.44 to Jackson County to equip a communication tower for the Jackson County Sheriff's Department.

$10,000.00 to the Lavaca County Senior Citizens Program to purchase a vehicle for its Meals-on-Wheels Program.

$50,000.00 to the Shiner Volunteer Fire Department to purchase a Brush Truck.

$3,000.00 to First Book-Matagorda to purchase books for children of all ages in Matagorda County.

$25,000.00 to Affectionate Arms to purchase a van for its home delivery meals program.

$72,000.00 to the Food Bank of the Golden Crescent to purchase equipment and materials for its facility.

$100,000.00 to the Mid-Coast Family Services to purchase a building for a Women's Crisis Center Resale Shop.

$100,000.00 to the Challenged Athletes Dream Complex to renovate and resurface its sport field.

$25,000.00 to the El Campo Little League to purchase medical equipment for its Medical Suite at its Sports Complex. Jack Morrison voted against the motion.

$45,000.00 to Brookwood to replace flooring in The Inn located at its facility in Brookshire. Jack Morrison voted against the motion.

$200,000.00 to The Victoria College for direct scholarships.

$200,000.00 to the Wharton County Junior College for direct scholarships.

$200,000.00 to the University of Houston-Victoria for direct scholarships.

$300,000.00 to The Victoria College to be added to the endowed scholarship fund the Foundation created at the school.

300,000.00 to the Wharton County Junior College to be added to the endowed scholarship fund the Foundation created at the school.

$300,000.00 to the University of Houston-Victoria to be added to the endowed scholarship fund the Foundation created at the school.

$500,000.00 to The Victoria College to equip its new Emerging Technology Center.

$50,000.00 to the Fulton Volunteer Fire Department for the construction of a new fire station.

$55,000.00 to the South Texas Children's Home Ministries for a water filtration system, computer stations and repairs to three of its cottages.

$107,500.00 to the Columbus Community Hospital for a digital mammography system.

$46,000.00 to Goliad County to renovated the Goliad County Library.

$2,200.00 to the Jackson County Memorial Library for shelving and equipment.

$25,000.00 to the Perpetual Help Home to renovate its facility.

$50,000.00 to the Schroeder Volunteer Fire Department to purchase a chassis for a brush/utility truck.

$20,000.00 to the YMCA of the Golden Crescent for renovations to its gym.
Jack Morrison and Terrell Mullins opposed the motion.

$50,000.00 to Devereux Texas to renovate Devereux Gardens Goliad and for improvements to its outdoor dining area.

$35,000.00 to the Golden Crescent Habitat for Humanity to purchase a utility van and technology infrastructure.

$50,000.00 to the City of El Campo to purchase an ambulance for the El Campo EMS.

$40,246.00 to Texana to purchase a wheelchair accessible van.

$50,000.00 to Goliad County to purchase a chassis and re-mount a box on an ambulance for the Goliad EMS.

$50,000.00 to the City of Edna to purchase a chassis and re-mount a box on an ambulance for the Edna EMS.

$100,000.00 to the Jackson County Sheriff's Office to construct a radio tower and purchase related equipment.

$2,500.00 to Access Counselors for the Coast to purchase technology equipment and a copier/printer/fax combo machine.

$50,000.00 to Palacios Community Medical Center to purchase Intravenous Pumps and Poles.

$10,000.00 to the Palacios Library, Inc. to renovate a building for the Blessing Branch Library.

$71,208.00 to the Refugio County Memorial Hospital to purchase a Computer Radiology System.

$50,000.00 to the City of Wharton to purchase a chassis and re-mount a box on an ambulance for the Wharton EMS.

$125,000.00 to the Jackson County Hospital District to purchase a Mammography System.

$75,000.00 to the Hallettsville Volunteer Fire Dept. to purchase an Elliptical Tanker Truck.

$6,265.00 to the University of Houston-Victoria to fund workshops and consulting projects for area non-profit organizations.

$100,000.00 to Camp Aranzazau to construct a fully handicap accessible camper cabin.

Total Grant Awards Paid: $3,773,164.83

Outstanding commitments:
$1,480,000.00 to The Victoria College to equip its Emerging Technology Center to be paid over a two to three year period.

Grant Awards returned to the Foundation:
$100,000.00 from the Arc of Wharton to build a re-sale shop and offices.