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

2012

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

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

**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  
 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) **J** Accounting method  Cash  Accrual  
 Other (specify) (Part I, column (d) must be on cash basis) -- **► \$ 30,813,777.**

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>REVENUE</b>  <b>ADMINISTRATIVE EXPENSES</b>  <b>OPERATING AND EXPENSES</b>	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	52.	52.	N/A	
	4 Dividends and interest from securities	1,133,170.	1,133,170.		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain/(loss) from sale of assets not on line 10	1,480,298.			
	b Gross sales price for all assets on line 6a	7,817,449.			
	7 Capital gain net income (from Part IV, line 2)		1,480,298.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (attach sch)				
	11 Other income (attach schedule)				
	See Statement 1	60,400.	60,400.		
	12 Total Add lines 1 through 11	2,673,920.	2,673,920.		
	13 Compensation of officers, directors, trustees, etc	75,000.	75,000.		
	14 Other employee salaries and wages	51,314.	51,314.		
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	802.	802.		
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 3	58,683.	58,683.		
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
See Statement 4	52,154.	52,154.			
24 Total operating and administrative expenses. Add lines 13 through 23	237,953.	237,953.			
25 Contributions, gifts, grants paid Part XV	1,528,985.			1,528,985.	
26 Total expenses and disbursements. Add lines 24 and 25	1,766,938.	237,953.		1,528,985.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	906,982.				
b Net investment income (if negative, enter -0-)		2,435,967.			
c Adjusted net income (if negative, enter -0-)					

<b>Part II</b> Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>A S S E T S</b>	1 Cash + non-interest-bearing			
	2 Savings and temporary cash investments	235,982.	654,051.	635,354.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			18,697.
	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)	23,071,618.	25,375,618.	28,810,515.
	c Investments – corporate bonds (attach schedule)	1,235,280.	1,235,281.	1,349,211.
	11 Investments – land, buildings, and equipment, basis	5,025.		
	Less: accumulated depreciation (attach schedule) <u>See Stmt 5</u>	5,025.		
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)	1,800,000.		
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe)	88.		
	16 <b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)	26,342,968.	27,264,950.	30,813,777.
<b>L I A B I L I T I E S</b>	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) <u>See Statement 6</u>		15,000.	
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	15,000.	
<b>N F E U N T N D A S B S A E L T A S N C O R E</b>	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	26,342,968.	27,249,950.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 <b>Total net assets or fund balances</b> (see instructions)	26,342,968.	27,249,950.	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	26,342,968.	27,264,950.	

**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	26,342,968.
2 Enter amount from Part I, line 27a	2	906,982.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	27,249,950.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	27,249,950.

**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)
1 a REDEMPTION 34300 AT&T BOND		P	2/07/07	2/15/12
b LONG TERM SALES SECURITIES SCHEDULED		P	Various	Various
c BASIS ADJUST GENERAL MOTORS SALE		P	Various	Various
d Capital gain dividends				
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 857,500.		857,500.	0.	
b 6,908,325.		5,479,651.	1,428,674.	
c 2,156.			2,156.	
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			0.	
b			1,428,674.	
c			2,156.	
d			49,468.	
e				
2 Capital gain net income or (net capital loss). <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>			2	1,480,298.
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))
2011	1,493,663.	30,130,210.	0.049574
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

2 Total of line 1, column (d)

2 0.246293

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 0.049259

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 30,199,868.

5 Multiply line 4 by line 3

5 1,487,615.

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

6 24,360.

7 Add lines 5 and 6

7 1,511,975.

8 Enter qualifying distributions from Part XII, line 4

8 1,528,985.

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 ► <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter (attach copy of letter if necessary— see instrs)	1	24,360.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	3	24,360.
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	24,360.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	6 a	36,252.
5	<b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-	6 b	
6	Credits/Payments:	6 c	
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 d	
b	Exempt foreign organizations— tax withheld at source	7	36,252.
c	Tax paid with application for extension of time to file (Form 8868)	8	
d	Backup withholding erroneously withheld	9	0.
7	Total credits and payments Add lines 6a through 6d	10	11,892.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	11	0.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>		
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► 11,892.   Refunded		

**Part VI A** **Statements Regarding Activities**

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?

	Yes	No
1 a		X

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

	1 b		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

	1 c		X

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

	2		X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

	3		X

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

	4 a		X

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

	4 b		N/A

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

	5		X

If 'Yes,' attach a detailed description of the activities

	6		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

	7		X

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

	8 a		X

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

	9		X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

	10		X

If 'Yes,' attach the statement required by General Instruction T

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

	6		X

• By language in the governing instrument, or

	7		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?

	8 b		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

	9		X

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

	10		X

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

	11		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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

	12		X

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

**Part VIIF** 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 2012, 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

**Part VIIIB** 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)	Yes	No
(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
1 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 ▶	N/A	
1 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ▶ <u>20_ _ , 20_ _ , 20_ _ , 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.)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ <u>20_ _ , 20_ _ , 20_ _ , 20_ _</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2012 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 2012.)		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2012?		

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

5 a 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)?

5 b 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)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes  No

6 b X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

7 a 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

7 b

**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	51,314.	0.	0.
-----				
-----				
-----				
-----				
-----				

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		

**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.

organizations and other beneficiaries served, conferences convened, research papers produced, etc.	
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.

1	N/A	
2		

All other program-related investments See instructions.

3 \_\_\_\_\_  
Total. Add lines 1 through 3 ► 0.

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**BAA**

100

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Form 990-PF (2012)

**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	1a	30,631,713.
a Average monthly fair market value of securities	1b	28,051.
b Average of monthly cash balances	1c	
c Fair market value of all other assets (see instructions)	1d	30,659,764.
d <b>Total</b> (add lines 1a, b, and c)		
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	30,659,764.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	459,896.
5 <b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,199,868.
6 <b>Minimum investment return</b> Enter 5% of line 5	6	1,509,993.

**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	1,509,993.
2a Tax on investment income for 2012 from Part VI, line 5	2a	24,360.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	24,360.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,485,633.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,485,633.
6 Deduction from distributable amount (see instructions)	6	
7 <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,485,633.

**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	1,528,985.
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	1,528,985.
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	24,360.
6 <b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	6	1,504,625.

**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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,485,633.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009	6,452.			
d From 2010				
e From 2011	3,256.			
f Total of lines 3a through e	9,708.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,528,985.			0.	
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2012 distributable amount				1,485,633.
e Remaining amount distributed out of corpus	43,352.			
5 Excess distributions carryover applied to 2012 (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	53,060.			
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 2011 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	53,060.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	6,452.			
c Excess from 2010				
d Excess from 2011	3,256.			
e Excess from 2012	43,352.			

**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 2012, enter the date of the ruling				►	
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or	<input type="checkbox"/> 4942(j)(5)
2 a	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 foundation had \$5,000 or more in assets at any time during the year — see instructions.)****1 Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

**See Statement 7**

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

**See Statement for Line 2a**

c Any submission deadlines.

**See Statement for Line 2a**

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

**See Statement for Line 2a**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SCHEDULES ATTACHED			SCHEDULES ATTACHED	1,528,985.
<b>Total</b>			► 3a	1,528,985.
<i>b Approved for future payment</i>				
<b>Total</b>			► 3b	

Part XVI-A: Analysis of Income-Producing Activities

	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	
<b>1 Program service revenue:</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>			14	52.	
<b>4 Dividends and interest from securities</b>			14	1,133,170.	
<b>5 Net rental income or (loss) from real estate:</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>			14	60,400.	
<b>8 Gain or (loss) from sales of assets other than inventory</b>			18	1,480,298.	
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue:</b>					
a					
b					
c					
d					
e					
<b>12 Subtotal. Add columns (b), (d), and (e)</b>	11			2,673,920.	
<b>13 Total. Add line 12, columns (b), (d), and (e)</b>	13			2,673,920.	

**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	



## 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	\$ 60,400.	\$ 60,400.	
Total	\$ 60,400.	\$ 60,400.	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	\$ 802.	\$ 802.		
Total	\$ 802.	\$ 802.		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
EXCISE TAX -2012	\$ 35,000.	\$ 35,000.		
FOREIGN TAXES	14,020.	14,020.		
PAYROLL TAXES	9,663.	9,663.		
Total	\$ 58,683.	\$ 58,683.		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	51,560.	51,560.		
SUPPLIES	444.	444.		
Total	\$ 52,154.	\$ 52,154.		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 22****Other Liabilities**

ESTIMATED INCOME TAX PAYMENT \$ 15,000.

Total \$ 15,000.**Statement 7****Form 990-PF, Part XV, Line 2a-d****Application Submission Information**

Name of Grant Program:

Name: THE BURDINE JOHNSON FOUNDATION

Care Of:

Street Address: P O BOX 1230

City, State, Zip Code: BUDA, TX 78610

Telephone: (512) 312-1336

E-Mail Address:

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:

Restrictions on Awards:

NONE

NONE

## Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)
BANK OF AMER CORP	FIFO	11,200 000	Nov 08, 04	Dec 17, 12	121,016.99	518,485.81
CHEVRON CORP	FIFO	4,400 000	Sep 05, 91	Oct 02, 12	514,702.37	78,908.88
	FIFO	4,200 000	Sep 05, 91	Oct 02, 12	491,306.80	67,905.40
CMG GROUP INC	FIFO	1,000 000	May 09, 01	Dec 17, 12	38,288.23	464,355.92
	FIFO	600 000	Mar 25, 02	Dec 17, 12	22,972.94	278,383.48
COLUMBIA MARSICO 21ST CENTURY FUND CLASS A	FIFO	67,611.075	Sep 04, 07	Oct 02, 12	920,181.58	1,050,005.25
	FIFO	220.532	Dec 13, 07	Oct 02, 12	3,001.42	3,698.33
	FIFO	1,055.088	Dec 13, 07	Oct 02, 12	14,359.67	17,693.82
EVEREST RE CAP TR II 6 200% SER B DUE 03/29/34 CALLABLE	FIFO	59 000	Mar 25, 04	Mar 27, 12	1,459.65	1,475.00
	FIFO	483 000	Mar 25, 04	Mar 27, 12	11,982.73	12,075.00
	FIFO	578 000	Mar 25, 04	Mar 27, 12	14,316.88	14,450.00
	FIFO	706 000	Mar 25, 04	Mar 27, 12	17,557.59	17,650.00
	FIFO	166 000	Mar 25, 04	Mar 27, 12	4,141.44	4,150.00
	FIFO	1,021.000	Mar 25, 04	Mar 28, 12	25,266.78	25,525.00
	FIFO	1,987 000	Mar 25, 04	Apr 02, 12	49,067.24	49,675.00
	FIFO	2,000 000	Mar 25, 04	Apr 02, 12	49,554.40	50,000.00
	FIFO	233 000	Mar 25, 04	Apr 02, 12	5,770.09	5,825.00
	FIFO	2,767 000	Mar 25, 04	Apr 03, 12	68,438.92	69,175.00
	FIFO	2,000 000	Mar 25, 04	Apr 03, 12	49,575.06	50,000.00
	FIFO	1,934 000	Mar 25, 04	Apr 03, 12	48,157.33	48,350.00
	FIFO	3,066 000	Mar 25, 04	Apr 04, 12	75,850.35	76,650.00
	FIFO	5,000 000	Mar 25, 04	Apr 04, 12	123,940.37	125,000.00
	FIFO	5,000 000	Mar 25, 04	Apr 04, 12	123,937.67	125,000.00
EXXON MOBIL CORP	FIFO	4,000 000	Jan 10, 94	Oct 02, 12	366,382.06	64,438.87
	FIFO	4,000 000	Mar 09, 94	Oct 02, 12	366,382.06	66,490.08
	FIFO	1,200 000	Mar 09, 94	Oct 02, 12	109,914.62	19,536.78
	FIFO	2,250 000	Mar 09, 94	Dec 17, 12	198,390.13	36,631.46
GENERAL MOTORS CO	FIFO	702 000	Jul 17, 02	Dec 17, 12	17,291.32	81,698.23
INTL BUSINESS MACH	FIFO	2,000 000	Apr 17, 01	Dec 17, 12	385,181.43	198,313.81
	FIFO	50 000	Mar 25, 02	Dec 17, 12	9,629.54	5,205.30
JOHNSON & JOHNSON COM	FIFO	5,650 000	Mar 27, 01	Dec 17, 12	398,409.41	234,195.71
NORFOLK STHN CORP	FIFO	6,500 000	Feb 15, 05	Dec 17, 12	399,321.16	228,877.75
PEPSICO INC	FIFO	4,300 000	Oct 05, 01	Dec 17, 12	300,963.99	209,679.98
ROYAL DUTCH SHELL PLC CL A SPOON ADR	FIFO	5,800 000	Oct 21, 87	Oct 02, 12	404,487.08	91,080.02
	FIFO	2,900 000	Oct 21, 87	Dec 17, 12	199,306.86	45,540.01
SYSCO CORP	FIFO	10,000 000	Mar 04, 05	Mar 27, 12	298,560.53	350,616.43
TIME WARNER INC NEW	FIFO	6,666 000	Mar 25, 02	Mar 27, 12	245,931.20	345,124.98
WTS GENERAL MOTORS CO EXP 07/10/19	FIFO	638 000	Jul 17, 02	Dec 17, 12	6,077.47	42,199.94
WTS GENERAL MOTORS CO EXP 07/10/16	FIFO	638 000	Jul 17, 02	Dec 17, 12	9,885.61	54,397.08
3M CO	FIFO	4,300 000	Sep 18, 02	Dec 17, 12	397,363.74	251,187.49
<b>Total</b>					<b>\$6,908,324.71</b>	<b>\$5,479,650.81</b>

**The Burdine Johnson Foundation - EIN #74-6036669**  
**Attachment to Form 990-PF Part II**  
**Investment Securities as of December 31, 2012**

YEAR 2012	<u>Book Value</u>	<u>Market Value</u>
<b><u>Common Stocks</u></b>		
35,205 336 shs - Amer Funds G&I	\$1,376,296.42	\$1,309,638.49
46,242 775 shs-Amer Funds, Income F	\$800,005.25	\$835,144.51
20,000 shs - AT&T	\$769,388.59	\$674,200.00
64,537.884 shs-Blackrock Global Alloc	\$1,278,727.11	\$1,273,977.83
8,700 shs - Chevron Corp	\$140,661.19	\$940,818.00
121,465 009 shs Eaton Vance Atlanta	\$2,006,748.59	\$2,068,550.63
6,000 shs - EMC Corp.	\$186,925.77	\$151,800.00
8,550 shs - Exxon-Mobil Corporation	\$139,199.55	\$740,002.50
27,668 024shs - First Eagle Global	\$1,317,598.41	\$1,344,389.28
13,000 shs - General Electric	\$50,410.18	\$272,870.00
2,850 shs - IBM	\$296,702.22	\$545,917.50
17,000 shs - Intel Corp.	\$484,237.51	\$350,540.00
50,243.515 shs - Ivy Asset Strategy	\$1,278,430.15	\$1,300,302.16
294,006 508 shs-Ivy High Income Fund	\$2,439,171.91	\$2,510,815.57
7,350 shs - Johnson & Johnson	\$304,661.67	\$515,235.00
16,000 shs - Microsoft	\$486,068.48	\$427,344.00
5,500 shs - Minnesota Mining & Man	\$321,286.33	\$510,675.00
8,500 shs - Norfolk Southern	\$299,301.68	\$525,675.00
27,848.105 shs - Oppenheimer, CI A	\$1,019,110.01	\$982,759.62
7,300 shs - PepsiCo	\$355,968.35	\$499,539.00
26,000 shs - Pfizer	\$79,354.73	\$652,054.00
203,031 606 shs- Pimco Total Return	\$2,300,005.25	\$2,282,075.25
7,300 shs - Royal Dutch	\$114,635.20	\$503,335.00
55,652.764 Thornburg Internatl	\$1,489,298.90	\$1,527,668.37
1,673 shs Time Warner Cable	\$122,013.64	\$162,598.87
85,323.61 shs-Well Fargo Premier Large Co	\$936,005.25	\$918,935.27
<b>Total</b>	<b>\$20,392,212.34</b>	<b>\$23,826,860.85</b>
<b><u>Preferred Stock</u></b>		
1,2500 shs BGE Cap Trust II, 6.20%	\$312,500.00	\$318,875.00
3,000 shs Citigroup Cap 6.5%	\$75,000.00	\$75,300.00
30,000 shs Citigroup Cap 6.45%	\$750,000.00	\$750,600.00
17,000 shs - GE 5.875% Cap Corp	\$425,000.00	\$442,000.00
26,250 shs - HSBC Holdings	\$656,250.00	\$657,037.50
25,000 shs JP Morgan 6.625%	\$625,000.00	\$631,750.00
40,000 - Merrill Lynch Cap 6.45%	\$1,000,000.00	\$997,200.00
9,500 shs - National Rural Utilities	\$237,500.00	\$243,000.50
16,000 shs - Royal Bk of Scotland	\$400,000.00	\$359,360.00
20,000 shs - Telephone & Data	\$500,000.00	\$504,800.00
7,000 shs - Escrow GM	\$0.00	\$0.00
<b>Total</b>	<b>\$4,981,250.00</b>	<b>\$4,979,923.00</b>
<b><u>Corporate Notes</u></b>		
\$100,000 - Bell South, 6.550%	\$106,944.25	\$119,893.00
\$100,000 - Western Union, 6.25%	\$101,383.25	\$101,189.00
<b>Total</b>	<b>\$208,327.50</b>	<b>\$221,082.00</b>

The Burdine Johnson Foundation - EIN #74-6036669  
Attachment to Form 990-PF Part II  
Investment Securities as of December 31, 2012

YEAR 2012	<u>Book Value</u>	<u>Market Value</u>
<b><u>Municipals</u></b>		
\$100,000 - Carroll Tx ISD Dist.	\$111,038.25	\$119,626 00
\$100,000 Dallas TX ISD, Perm.	\$108,252.25	\$125,357.00
\$100,000 NY, G-1 Build Amer	\$102,718.25	\$114,675 00
\$ 40,000 Glendale, AZ	\$40,905.25	\$46,775.60
\$100,000 - Sarasota Florida	\$108,972.25	\$120,459 00
\$150,000 - Utah County Veh Reg Tax	\$158,180.25	\$174,079.50
\$150,000 - Elizabeth City, NC	\$174,149.25	\$179,997 00
\$200,000 - Bexar County Tx, Rev	\$222,737.25	\$247,160 00
<b>Total</b>	<b>\$1,026,953.00</b>	<b>\$1,128,129.10</b>
<b>Other Equity Investments</b>		
Motors Liquidation Co.	\$ 2,156.00	\$3,731.20
<b>Grand Total</b>	<b><u>\$26,610,898.84</u></b>	<b><u>\$30,159,726.15</u></b>

The Burdine Johnson Foundation - EIN #74-6036669

Attachment to Form 990-PF Part II

Investment Securities as of December 31, 2012

	Beginning of Yr. <u>Book Value</u>	End of Year <u>Book Value</u>	End of Year <u>Market Value</u>
<b>Savings/Temporary Cash Investments</b>			
Bank Accounts	\$42,829.27	\$54,871.91	\$54,871.91
Money Market Funds	<u>\$193,253.29</u>	<u>\$580,482.05</u>	<u>\$580,482.05</u>
<b>Total</b>	<b>\$236,082.56</b>	<b>\$635,353.96</b>	<b>\$635,353.96</b>

**The Burdine Johnson Foundation Donations**  
**Year 2012**

*Form 990-PF Part XV*

<b>Year 2012</b>	<b>Date</b>	<b>Amount</b>	<b>Total</b>
<b>Name</b>			
<b>City of Kyle</b> 100 W Center Street P. O. Box 40 Kyle, Tx 78640 (#2 of two part donation - funds to be used towards the renovation of the Kyle Historic Train Depot) (Phase II assistance to renovate the Kyle Train Depot) (Phase II assistance to renovate the Kyle Train Depot)	Ck #538 - 1/11/12 Ck #558-6/15/12 Ck #569-9/12/12	\$40,000 \$100,000 \$60,000	<u>\$200,000.00</u>
<b>Dora Lee Brady Community Center, Inc</b> P. O. Box 556 San Marcos, Tx 78667 (Phase II of Old First Baptist Church restoration- repair & stabilize west tower)	Ck #540-2/27/12		<b>\$12,500.00</b>
<b>Seton Hays Foundation</b> 6001 Kyle Parkway Kyle, Texas 78640 (Pmt #3 of a \$500,000 pledge payable over 4 yrs for Hospital Healing Garden/Labyrinth)	Ck # 541 2/27/12		<b>\$125,000.00</b>
<b>The James Dick Foundation for the Performing Arts</b> Attn: Mr. James Dick P. O. Box 89 Round Top, Texas 78954-0089 (Pmt #1 of one year \$100,000 pledge Operational Support) Pmt #2 of one year \$100,000 pledge for Operational Support)	Ck #542 - 3/20/12 Ck #562-7/25/12	\$50,000 00 \$50,000 00	<u>\$100,000.00</u>
<b>Texas State University</b> Attn: Mr. Tom Gomes 601 University Drive San Marcos, Texas 78666-4615 (Support visiting Author Series at the Katherine Porther House)	Ck #544-4/25/12 Ck #575-12/6/12	\$50,000 00 \$50,000 00	<u>\$100,000.00</u>
<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 2012)	Ck #545-4/25/12		<b>\$50,000.00</b>
<b>The Texas Ramp Project</b> P. O. Box 832065 Richardson, Texas 75083-2065 (Purchase of tools/supplies to build 10 wheelchair ramps for elderly/disabled in Hays County)	Ck #546-4/25/12		<b>\$7,500.00</b>

**The Burdine Johnson Foundation Donations**  
**Year 2012**

<b>Year 2012</b>		<b>Date</b>	<b>Amount</b>	<b>Total</b>
<b>Name</b>				
<b>Wimberley Adoption Group &amp; Rescue (WAG)</b> P. O. Box 2603 Wimberley, Tx 78676 (Spay/neutering dogs in Wimberley area of Hays County, Tx)		Ck #547-4/25/12		<b>\$5,000.00</b>
<b>The Friends Foundation</b> P. O. Box 8 Dripping Springs, Texas 78620 (Provide qualified elderly in Dripping Springs area with basic needs in order to remain in their homes)		Ck #549-4/25/12		<b>\$5,000.00</b>
<b>Austin Steam Train Association</b> 401 E Whitestone Blvd , #A-103 Cedar Park, Tx 78613 (Purchase vintage Rippling Stream railroad passenger car)		Ck #550-4/25/12		<b>\$20,000.00</b>
<b>Texas Land Trust Council</b> P O. Box 29232 Austin, Tx 78755 (Update/reproduction of conservation Easement Guidebook, support Land Trust Assembly and costs of conservation)		Ck #551-4/25/12		<b>\$10,000.00</b>
<b>St. James Episcopal School</b> 1941 Webberville Road Austin, Texas 78721 (Underwrite need based scholarships and gap between full tuition rates and discounted rates for families in need)		Ck #553-4/25/12		<b>\$12,000.00</b>
<b>Austin Bat Cave</b> 1807 West 11th Street Austin, tx 78703 (Assistance with storefront/permanent writing & tutoring center).		ck #554-4/25/12		<b>\$50,000.00</b>
<b>The Burke Foundation</b> P O. Box 40 Driftwood, Texas 78619 (Material costs for major repairs in barn are of Pathfinders Residential Center).		ck #555-4/25/12		<b>\$1,500.00</b>
<b>Wimberlye ISD</b> 3470 Ranch Rd 2325 Wimberley, Texas 78676 (Assist in the cost of a four-day writing workshop for one, 4th grade teacher at Jacob's Well Elementary School)		ck #556-6/8/12		<b>\$935.00</b>

**The Burdine Johnson Foundation Donations**  
**Year 2012**

**Year 2012**

<b>Name</b>	<b>Date</b>	<b>Amount</b>	<b>Total</b>
<b>Hays Consolidated ISD</b> Attn: Ms. Patty Moreno 21003 IH 35 Kyle, Texas 78640 (Support of Kodaly Music Certification Program @ SWT)	Ck #557-6/15/12	\$45,000.00	
<b>Centro Cultural De San Marcos</b> 2204 Garden Court San Marcos, Tx 78666 (Assistance for rent/maintenance, software, children programs)	Ck #560-6/27/12		\$12,000.00
<b>The County of Hays</b> The Honorable Judge Bert Cobb 111 E San Antonio St , Suite 300 San Marcos, Texas 78666 (Phase II of the Old Hays County Jail restoration) (Production assistance of historical documentary)	Ck #563-8/8/12 Ck #597 - 12-18-12	\$100,000.00 \$15,000.00	\$115,000.00
<b>Institute of cultures of Wimberley Valley, Inc.</b> P. O. Box 167 Wimberley, Tx 78676 (Phase 2 restoration of the Wimberley-Hughes House)	Ck #565-8/8/12		\$18,750.00
<b>Texas Land Conservancy</b> Attn: Mr. Mark Steinbach P. O. Box 162481 Austin, Texas 78716 (Fund strategic conservation of Pedernales, Llano & Medina River watersheds)	Ck #566-8/8/12		\$15,000.00
<b>Austin Zoo and Animal Sanctuary</b> P. O. Box 91808 Austin, Tx 78709 (Renovation of the reptile and amphibian discovery center)	Ck 567-8/8/12		\$8,000.00
<b>Mobile Art Program</b> 1503 W. 30th Street Austin, Tx 78703 (Funds to aid seniors suffering from Alzheimer's/dementia and related illnesses)	Ck #568-8/8/12		\$5,000.00
<b>West Tennessee Healthcare Foundation</b> 620 Skyline Jackson, TN 38301 (Assist MD Anderson Memorial Fund for construction and site preparation of a memorial honoring Monoe Dunaway Anderson)	Ck #570-10/12/12		\$20,000.00

**The Burdine Johnson Foundation Donations**  
**Year 2012**

**Year 2012**

<b>Name</b>	<b>Date</b>	<b>Amount</b>	<b>Total</b>
<b>First United Methodist Church, San Marcos</b> 129 W Hutchison St San Marcos, Tx 78666 (Funds to purchase an updated sound/video system for the sanctuary)	Ck #571-11/6/12	\$32,000.00	
<b>EmilyAnn Theater, Inc.</b> P. O. Box 801 Wimberley, Texas 78676 (Purchase lighting, fixtures, theatrical curtains & landscaping)	Ck #572-12-4-12	\$5,000.00	
<b>Austin Sunshine Camps</b> P. O. Box 684980 Austin, Texas 78768-4980 (Phase II Capital Campaign to restore/update Zilker Campus)	Ck #573-12/6/12	\$25,000.00	
<b>The University of Texas at Austin</b> Blanton Museum of Art 1 University Station D1303 Austin, Texas 78712-0338 (Pmt #3 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 # 574-12-6-12	\$30,000.00	
<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 #577- 12/12/12	\$100,000.00	
<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 #578 - 12/12/12	\$100,000.00	
<b>St. Andrew's Episcopal School</b> 1112 West 31st Street Austin, Texas 78705 (Pmt #3 of a \$250,000 pledge payable over 5 years-used towards the construction costs of performances arts center)	Ck #579 - 12/12/12	\$50,000.00	
<b>Kids in a New Groove</b> 3300 Bee Caves Road, Ste 650-216 Austin, Tx 78746 (Fund/expand private music lesson to Texas children in Foster care)	Ck #580 - 12-18-12	\$10,000.00	

**The Burdine Johnson Foundation Donations**  
**Year 2012**

<b>Year 2012</b>		<b>Date</b>	<b>Amount</b>	<b>Total</b>
<b>Name</b>				
<b>Greater San Marcos Youth Council</b> P. O. Box 1455 San Marcos, Tx 78667 (Assistance in providing shelter & assessment services to children who have been removed from their homes due to abuse and neglect)		Ck #581 - 12-16-12		\$5,000.00
<b>Literacy Coalition of Central Texas</b> P. O. Box 41567 Austin, Texas 78704 (Assist in expanding the Literacy Illuminates program in Hays County)		Ck #582 - 12/18/12		\$25,000.00
<b>Wimberley United Methodist Church</b> P. O. Box 737 Wimberley, Tx 78676 (Expand volunteer-based outreach program called the Barnabas Connection, by the development of a web based application and website)		Ck #583 - 12/18/12		\$3,800.00
<b>Austin Public Library Friends Foundation</b> P. O. Box 13201 Austin, Tx 78711 (Assistance in expanding the library's New Fiction Confab into a literary program of national distinction)		Ck #584 - 12-18-12		\$10,000.00
<b>Sustainable Food Center</b> 1106 Clayton Lane, Suite 480W Austin, Tx 78723 (Assistance in construction costs of the new SFC Training Facility)		Ck #585 - 12/18/12		\$25,000.00
<b>Casa of Central Texas, Inc.</b> P. O. Box 1267 San Marcos, Texas 78667-1267 (Training, recruiting and supporting CASA volunteers)		Ck #586 - 12/18/12		\$10,000.00
<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 #587 - 12-18/12		\$15,000.00
<b>Preservation Texas, Inc.</b> P. O. Box 12832 Austin, Texas 78711 (Assist in costs with the Texas' Most Endangered Places Program and production of educational programs)		Ck #588 - 12-18-12		\$10,000.00

**The Burdine Johnson Foundation Donations**  
**Year 2012**

**Year 2012**

<b>Name</b>	<b>Date</b>	<b>Amount</b>	<b>Total</b>
<b>Guadalupe-Blanco River Trust</b> 933 East Court Street Seguin, Texas 78155 (Funding for water and land conservation, education and out-reach to landowners and communities in the Guadalupe River Watershed)	Ck #589 - 12-18-12	\$10,000.00	
<b>Jeremiah Program</b> P. O Box 50590 Austin, Tx 78763 (Construction assistance of twenty, 2 bedroom apartments which will be affordable housing and support for approved single parent applicants who are attending college)	Ck #590 - 12-18-12	\$25,000.00	
<b>Hill Country Alliance</b> 15315 Highway 71 West Bee Cave, Tx 78738 (Project funding for presevation of the Texas Hill Country through education, outreach and water policy education)	Ck #591 - 12-18-12	\$20,000.00	
<b>Capital Texas Public Telecommunications Council</b> P. O. Box 7158 Austin, Tx 78713-7158 (Funding for the Arts in Context program)	Ck #592 - 12-18-12	\$20,000.00	
<b>The Arc of the Capital Area</b> 2818 San Gabriel Austin, Tx 78705 (Funding to expand and enhance the Arc Arts program)	Ck #593 - 12-18-12	\$10,000.00	
<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 #594 - 12-18-12	\$10,000.00	
<b>Capital Area Food Bank of Texas</b> 8201 S. Congress Avenue Austin, Tx 78745 (Match The Beaumont Foundation of American to provide food to low-income individuals of Center Tx)	Ck #595 - 12-18-12	\$2,500.00	
<b>Onion Creek Senior Citizens Center</b> P. O. Box 65 Buda, Texas 78610 (Construction costs of new senior citizen center & operations)	Ck #596 - 12-18-12	\$27,500.00	

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<b>Name</b>	<b>Date</b>	<b>Amount</b>	<b>Total</b>
<b>Tom Green Elementary PTA</b> 1391 Old Goforth Road Buda, Texas 78610 (Year-end donations to help needy children)	Ck # 599 - 12-18-12		<b>\$2,500.00</b>
<b>Hays Caldwell Women's Center</b> P. O Box 234 San Marcos, Texas 78667 (Year-end donation - operating funds)	Ck #600 - 12-18-12		<b>\$2,500.00</b>
<b>Friends of the Public Library of Buda, Tx</b> P. O. Box 1162 Buda, Texas 78610 (Year-end donation - operating funds)	Ck #601 - 12-18-12		<b>\$2,500.00</b>
<b>Crises Bread Basket of Wimberley</b> P. O. Box 1721 Wimberley, Texas 78676 (Year-end donation - operating funds)	Ck #602 - 12-18-12		<b>\$2,500.00</b>
<b>Total 2012 Donations</b>			<b><u>\$1,528,985.00</u></b>