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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

A Employer identification number
74-6036669

B Telephone number (see the instructions)
512-312-1336

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

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)
\$ 30,813,777.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	52.	52.	N/A	
	4 Dividends and interest from securities	1,133,170.	1,133,170.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a 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					
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	60,400.	60,400.		
12 Total revenue through 11	2,673,920.	2,673,920.			
ADMINISTRATIVE AND OPERATING EXPENSES	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				
	16a 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-)					

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash + non-interest-bearing			
	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.
	L I A B I L I T I E S	11 Investments – land, buildings, and equipment: basis	5,025.	
Less: accumulated depreciation (attach schedule) See Stmt 5		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 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item i)		26,342,968.	27,264,950.	30,813,777.
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 6		15,000.		
23 Total liabilities (add lines 17 through 22)	0.	15,000.		
N E T A S S E T S O F	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X		
	27 Capital stock, trust principal, or current funds	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 Total net assets or fund balances (see instructions)	26,342,968.	27,249,950.	
	31 Total liabilities and net assets/fund balances (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) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			0.
b			1,428,674.
c			2,156.
d			49,468.
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	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 VII 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)			
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		1	24,360.
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	24,360.
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	24,360.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	36,252.	
b Exempt foreign organizations— tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	36,252.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,892.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 11,892. Refunded <input type="checkbox"/>	11	0.	

Part VIII Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VIIA 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?	13	X	
Website address <u>N/A</u>				
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?	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 VIIB Statements Regarding Activities for Which Form 4720 May Be Required

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here <u> </u>		
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?		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes,' list the years <u>20 , 20 , 20 , 20 </u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement— see 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?		

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here ☐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? ☐ Yes ☐ No

N/A

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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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 ☒ Nob If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

N/A

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		
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	1 a	30,631,713.
b	Average of monthly cash balances	1 b	28,051.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	30,659,764.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	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	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,199,868.
6	Minimum investment return 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.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	24,360.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	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	Distributable amount 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	1 a	1,528,985.
b	Program-related investments— total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	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	Adjusted qualifying distributions 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.				
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.			

BAA

Form 990-PF (2012)

N/A

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

- b 85%** of line 2a

- d**
- Amounts included in line 2c not used directly for active conduct of exempt activities

- 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	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
Name and address (home or business)				
a Paid during the year SCHEDULES ATTACHED ,			SCHEDULES ATTACHED	1,528,985.
Total			3 a	1,528,985.
b Approved for future payment				
Total			3 b	

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	<u>\$ 15,000.</u>

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: THE BURDINE JOHNSON FOUNDATION
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: NONE
Restrictions on Awards: 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
CITIGROUP 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 SPON 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
Total					\$6,908,324.71	\$5,479,650.81

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>
<u>Common Stocks</u>		
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
Total	<u>\$20,392,212.34</u>	<u>\$23,826,860.85</u>
<u>Preferred Stock -</u>		
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
Total	<u>\$4,981,250.00</u>	<u>\$4,979,923.00</u>
<u>Corporate Notes</u>		
\$100,000 - Bell South, 6.550%	\$106,944.25	\$119,893 00
\$100,000 - Western Union, 6.25%	\$101,383.25	\$101,189.00
Total	<u>\$208,327.50</u>	<u>\$221,082.00</u>

The Burdine Johnson Foundation - EIN #74-6036669

Attachment to Form 990-PF Part II

Investment Securities as of December 31, 2012

YEAR 2012

Book ValueMarket ValueMunicipals

\$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
Total	\$1,026,953.00	\$1,128,129.10

Other Equity Investments

Motors Liquidation Co.	\$ 2,156.00	\$3,731.20
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Grand Total**\$26,610,898.84 \$30,159,726.15**

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>	<u>Market Value</u>
Savings/Temporary Cash Investments			
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>
Total	\$236,082.56	\$635,353.96	\$635,353.96

The Burdine Johnson Foundation Donations
Year 2012

Form 990-PF Part XV

Year 2012

Name	Date	Amount	Total
City of Kyle 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 <u>\$60,000</u>	 \$200,000.00
Dora Lee Brady Community Center, Inc 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		\$12,500.00
Seton Hays Foundation 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		\$125,000.00
The James Dick Foundation for the Performing Arts 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 <u>\$50,000 00</u>	 \$100,000.00
Texas State University Attn: Mr. Tom Gimes 601 University Drive San Marcos, Texas 78666-4615 (Support visiting Author Series at the Katherine Porter House)	Ck #544-4/25/12 Ck #575-12/6/12	\$50,000 00 <u>\$50,000 00</u>	 \$100,000.00
Planned Parenthood of the Texas Capital Region Attn: Mr Ken Lambrecht 201 East Ben White Blvd. Austin, Texas 78704 (Support ongoing programs in year 2012)	Ck #545-4/25/12		\$50,000.00
The Texas Ramp Project P. O. Box 832065 Richardson, Texas 75083-2065 (Purchase of tools/supplies to build 10 wheelchair ramps for elderly/disabled in Hays County)	Ck #546-4/25/12		\$7,500.00

**The Burdine Johnson Foundation Donations
Year 2012**

Year 2012			
Name	Date	Amount	Total
Wimberley Adoption Group & Rescue (WAG)			
P. O. Box 2603 Wimberley, Tx 78676 (Spay/neutering dogs in Wimberley area of Hays County, Tx)	Ck #547-4/25/12		\$5,000.00
The Friends Foundation			
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		\$5,000.00
Austin Steam Train Association			
401 E Whitestone Blvd , #A-103 Cedar Park, Tx 78613 (Purchase vintage Rippling Stream railroad passenger car)	Ck #550-4/25/12		\$20,000.00
Texas Land Trust Council			
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		\$10,000.00
St. James Episcopal School			
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		\$12,000.00
Austin Bat Cave			
1807 West 11th Street Austin, tx 78703 (Assistance with storefront/permanent writing & tutoring center).	ck #554-4/25/12		\$50,000.00
The Burke Foundation			
P. O. Box 40 Driftwood, Texas 78619 (Material costs for major repairs in barn are of Pathfinders Residential Center).	ck #555-4/25/12		\$1,500.00
Wimberlye ISD			
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		\$935.00

**The Burdine Johnson Foundation Donations
Year 2012**

Year 2012

Name	Date	Amount	Total
Hays Consolidated ISD			
Attn: Ms. Patty Moreno 21003 IH 35 Kyle, Texas 78640 (Support of Kodaly Music Certification Program @ SWT)			
	Ck #557-6/15/12		\$45,000.00
Centro Cultural De San Marcos			
2204 Garden Court San Marcos, Tx 78666 (Assistance for rent/maintenance, software, children programs)			
	Ck #560-6/27/12		\$12,000.00
The County of Hays			
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	\$100,000 00	
	Ck #597 - 12-18-12	<u>\$15,000 00</u>	\$115,000.00
Institute of cultures of Wimberley Valley, Inc.			
P. O. Box 167 Wimberley, Tx 78676 (Phase 2 restoration of the Wimberley-Hughes House)			
	Ck #565-8/8/12		\$18,750.00
Texas Land Conservancy			
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
Austin Zoo and Animal Sanctuary			
P. O. Box 91808 Austin, Tx 78709 (Renovation of the reptile and amphibian discovery center)			
	Ck 567-8/8/12		\$8,000.00
Mobile Art Program			
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
West Tennessee Healthcare Foundation			
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

Name	Date	Amount	Total
First United Methodist Church, San Marcos			
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
EmilyAnn Theater, Inc.			
P. O. Box 801 Wimberley, Texas 78676 (Purchase lighting, fixtures, theatrical curtains & landscaping)	Ck #572-12-4-12		\$5,000.00
Austin Sunshine Camps			
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
The University of Texas at Austin			
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
Historic Bridge Foundation			
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
The Nature Conservancy of Texas			
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
St. Andrew's Episcopal School			
1112 West 31st Street Austin, Texas 78705 (Pm t #3 of a \$250,000 pledge payable over 5 years-used towards the construction costs of performing arts center)	Ck #579 - 12/12/12		\$50,000.00
Kids in a New Groove			
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**

Year 2012

Name	Date	Amount	Total
Greater San Marcos Youth Council			
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
Literacy Coalition of Central Texas			
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
Wimberley United Methodist Church			
P. O. Box 737 Wimberley, Tx 78676 (Expand volunteer-based outreacg program called the Barnabas Connection, by the development of a web based application and website)	Ck #583 - 12/18/12		\$3,800.00
Austin Public Library Friends Foundation			
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
Sustainable Food Center			
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
Casa of Central Texas, Inc.			
P. O. Box 1267 San Marcos, Texas 78667-1267 (Training, recruiting and supporting CASA volunteers)	Ck #586 - 12/18/12		\$10,000.00
Theater Action Project			
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
Preservation Texas, Inc.			
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

Name	Date	Amount	Total
Guadalupe-Blanco River Trust 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
Jeremiah Program 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
Hill Country Alliance 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
Capital Texas Public Telecommunications Council P. O. Box 7158 Austin, Tx 78713-7158 (Funding for the Arts in Context program)	Ck #592 - 12-18-12		\$20,000.00
The Arc of the Capital Area 2818 San Gabnel Austin, Tx 78705 (Funding to expand and enhance the Arc Arts program)	Ck # 593 - 12-18-12		\$10,000.00
Wonders and Worries 923 Westbank Dr., Suite C Austin, Tx 78746 (Fund counseling services to children affected by a parent's senous illness, with a focus on identifying Hays County families in need)	Ck #594 - 12-18-12		\$10,000.00
Capital Area Food Bank of Texas 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
Onion Creek Senior Citizens Center P. O. Box 65 Buda, Texas 78610 (Construction costs of new senior citizen center & operations)	Ck #596 - 12-18-12		\$27,500.00

**The Burdine Johnson Foundation Donations
Year 2012**

Year 2012

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