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

2013

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- Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning

, 2013, 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
 ► \$ 33,773,412. (Part I, column (d) must be on cash basis)

A	Employer identification number 74-6036669
B	Telephone number (see the instructions) 512-312-1336
C	If exemption application is pending, check here ► <input type="checkbox"/>
D	1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

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)
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	58.	58.	N/A	
4	Dividends and interest from securities	1,002,186.	1,002,186.		
5 a	Gross rents	65,541.			RECEIVED
b	Net rental income or (loss)				
6 a	Net gain/(loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a	2,580,252.			
7	Capital gain net income (from Part IV, line 2)		65,541.		
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) (att sch)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	1,067,785.	1,067,785.		
13	Compensation of officers, directors, trustees, etc	75,000.	75,000.		
14	Other employee salaries and wages	52,851.	52,851.		
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) See St 1	1,749.	1,749.		
c	Other prof fees (attach sch) See St 2	575.	575.		
17	Interest				
18	Taxes (attach schedule)(see instrs) See Stmt 3	30,786.	30,786.		
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	52,749.	52,749.		
24	Total operating and administrative expenses. Add lines 13 through 23	213,710.	213,710.		
25	Contributions, gifts, grants paid Part XV	1,610,845.			1,610,845.
26	Total expenses and disbursements. Add lines 24 and 25	1,824,555.	213,710.		1,610,845.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-756,770.			
b	Net investment income (if negative, enter -0-)		854,075.		
c	Adjusted net income (if negative, enter -0-)				

914-15-17

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	654,051.	344,173.	344,173.
	3	Accounts receivable	22,325.		
		Less: allowance for doubtful accounts		22,325.	22,325.
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)	25,375,618.	24,893,062.	32,160,632.
	c	Investments – corporate bonds (attach schedule)	1,235,281.	1,233,620.	1,246,282.
	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)				
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item 1)	27,264,950.	26,493,180.	33,773,412.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)	15,000.		
	Total liabilities (add lines 17 through 22)	15,000.	0.		
NET FUND ASSETS	23	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X		
	27	Capital stock, trust principal, or current funds	27,249,950.	26,493,180.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	27,249,950.	26,493,180.	
	31	Total liabilities and net assets/fund balances (see instructions)	27,264,950.	26,493,180.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	27,249,950.
2	Enter amount from Part I, line 27a	2	-756,770.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	26,493,180.
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	26,493,180.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See 'Statement 6'					
b					
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) 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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss).	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			2	65,541.
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))
2012	1,504,625.	30,199,868.	0.049822
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

2 Total of line 1, column (d)	1	2	0.247701
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	0.049540
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4	32,082,792.
5 Multiply line 4 by line 3		5	1,589,382.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	8,541.
7 Add lines 5 and 6		7	1,597,923.
8 Enter qualifying distributions from Part XII, line 4		8	1,610,845.

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.	(attach copy of letter if necessary—see instrs)	1	8,541.
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			
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	8,541.	
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	8,541.	
6 Credits/Payments:		6 a 6 b 6 c 6 d	21,892.	
a	2013 estimated tax pmts and 2012 overpayment credited to 2013			
b	Exempt foreign organizations— tax withheld at source			
c	Tax paid with application for extension of time to file (Form 8868)			
d	Backup withholding erroneously withheld			
7	Total credits and payments. Add lines 6a through 6d	7	21,892.	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	13,351.	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax. ► 13,351. Refunded	11	0.	

Part VIAT **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)?

	X
--	---

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

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

1 b		X
-----	--	---

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

1 c		X
-----	--	---

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

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

2		X
---	--	---

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

3		X
---	--	---

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

4 a		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

4 b		N/A
-----	--	-----

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

5		X
---	--	---

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

6		X
---	--	---

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

7		X
---	--	---

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

8 a		X
-----	--	---

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

9		X
---	--	---

• By language in the governing instrument, or

10		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

8 b		X
-----	--	---

b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If 'No,' attach explanation

9		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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

10		X
----	--	---

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

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
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. N/A ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> N/A	
16	Yes	No
16	X	
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►		

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

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

	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
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 ► <input type="checkbox"/>	1 b	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 2013?	1 c	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>20 __ , 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 2013 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 2013.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

Part VII-B: Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

 Yes No

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

 Yes No

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

 Yes No

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

 Yes No

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

 Yes No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ►

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII: Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM T JOHNSON P O BOX 1230 BUDA, TX 78610	EXEC DIR/TRU 30.00	40,000.	0.	0.
ROBERT C GIBERSON P O BOX 1230 BUDA, TX 78610	GRANT MGR 30.00	35,000.	0.	0.
KATHERINE A JOHNSON P O BOX 1230 BUDA, TX 78610	Trustee 0	0.	0.	0.
-----	-----	-----	-----	-----

2 Compensation of five highest-paid employees (other than those included on line 1 see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LISA GIBERSON P O BOX 130 AUSTIN, TX 78610	ADMINISTRATOR 30	52,851.	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

1 N/A	Expenses

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	Amount
N/A	
2	

All other program-related investments. See instructions

3	
Total. Add lines 1 through 3	► 0.

BAA

Form 990-PF (2013)

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
 - b Average of monthly cash balances
 - c Fair market value of all other assets (see instructions)
 - d Total** (add lines 1a, b, and c)
 - e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation)
- 2 Acquisition indebtedness applicable to line 1 assets
- 3 Subtract line 2 from line 1d
- 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3
(for greater amount, see instructions)
- 5 Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4
- 6 Minimum investment return** Enter 5% of line 5

1 a	32,540,152.
1 b	31,210.
1 c	
1 d	32,571,362.
1 e	0.
2	0.
3	32,571,362.
4	488,570.
5	32,082,792.
6	1,604,140.

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
- 2 a** Tax on investment income for 2013 from Part VI, line 5
- b** Income tax for 2013. (This does not include the tax from Part VI.)
- c Add lines 2a and 2b
- 3 Distributable amount before adjustments. Subtract line 2c from line 1
- 4 Recoveries of amounts treated as qualifying distributions
- 5 Add lines 3 and 4
- 6 Deduction from distributable amount (see instructions)
- 7 Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1

1	1,604,140.
2 a	8,541.
2 b	
2 c	8,541.
3	1,595,599.
4	
5	1,595,599.
6	
7	1,595,599.

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
 - b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the:
 - a Suitability test (prior IRS approval required)
 - b Cash distribution test (attach the required schedule)
- 4 Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4
- 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)
- 6 Adjusted qualifying distributions** Subtract line 5 from line 4

1 a	1,610,845.
1 b	
2	
3 a	
3 b	
4	1,610,845.
5	8,541.
6	1,602,304.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,595,599.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only		0.		
b Total for prior years: 20 20 20				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	6,452.			
c From 2010				
d From 2011	3,256.			
e From 2012	43,352.			
f Total of lines 3a through e	53,060.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 1,610,845.				
a Applied to 2012, 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 2013 distributable amount				1,595,599.
e Remaining amount distributed out of corpus	15,246.			
5 Excess distributions carryover applied to 2013 (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	68,306.			
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 2012 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	68,306.			
10 Analysis of line 9:				
a Excess from 2009	6,452.			
b Excess from 2010				
c Excess from 2011	3,256.			
d Excess from 2012	43,352.			
e Excess from 2013	15,246.			

BAA

Form 990-PF (2013)

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 2013, 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	1,610,845.
Total			► 3a	1,610,845.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A: Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	58.	
4 Dividends and interest from securities				14	1,002,186.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	65,541.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a						
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e)					1,067,785.	
13 Total. Add line 12, columns (b), (d), and (e)						13 1,067,785.

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions:

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

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

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

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

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

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

Yes No

b If 'Yes,' complete the following schedule.

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

**Sign
Here**

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

11/13/2014 ► GRANT MGR
Date Title

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

Paid Preparer Use Only	Print/Type preparer's name SUSAN SEALS STONER	Preparer's signature <i>Susan Seals Stoner</i>	Date 11/12/14	Check <input type="checkbox"/> if self-employed	PTIN P01264179
	Firm's name ► Stoner & Bouldin, LLP	Firm's EIN ► 74-2795393			
	Firm's address ► 3708 Spicewood Springs Rd., Ste 210 Austin, TX 78759	Phone no (512) 458-1391			

BAA

THE BURDINE JOHNSON FOUNDATION

74-6036669

Statement 1
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	\$ 1,749.	\$ 1,749.		
Total	\$ 1,749.	\$ 1,749.		\$ 0.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CONFERENCE	\$ 575.	\$ 575.		
Total	\$ 575.	\$ 575.		\$ 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 -2013	\$ 10,000.	\$ 10,000.		
FOREIGN TAXES	11,005.	11,005.		
PAYROLL TAXES	9,781.	9,781.		
Total	\$ 30,786.	\$ 30,786.		\$ 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
BOND AMORTIZATION	\$ 1,661.	\$ 1,661.		
BROKER FEES	150.	150.		
INSURANCE	50,931.	50,931.		
SUPPLIES	7.	7.		
Total	\$ 52,749.	\$ 52,749.		\$ 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 IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description		(b) How Acquired	(c) Date Acquired	(d) Date Sold			
	(e) Gross Sales	(f) Deprec. Allowed						
1	REDEMPTION 3000 CITIGROUP CAP BOND		Purchased	9/08/2006	4/16/2013			
2	REDEMPTION 30000 CITIGROUP CAP BOND		Purchased	11/15/2006	7/15/2013			
3	REDEMPTION 17000 GEN ELECT CAP BOND		Purchased	2/14/2003	1/18/2013			
4	REDEMPTION 25000 JPMORGAN CHASE CAP BOND		Purchased	9/22/2006	5/08/2013			
5	REDEMPTION 9500 NAT'L RURAL UTIL BOND		Purchased	2/10/2005	5/24/2013			
6	16000 SHS ROYAL BK OF SCOTLAND PFD		Purchased	12/15/2006	12/12/2013			
7	CASH IN LIEU GENERAL MOTORS CO		Purchased	Various	12/23/2013			
8	CASH IN LIEU WTS GENERAL MOTORS CO		Purchased	Various	12/23/2013			
9	CASH IN LIEU WTS GENERAL MOTORS CO		Purchased	Various	12/23/2013			
10	176 SHS MOTORS LIQUIDATION GUC TRUST		Purchased	Various	12/20/2013			
11	Capital Gain Dividends							
	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	75,000.		75,000.	0.				\$ 0.
2	750,000.		750,000.	0.				0.
3	425,000.		425,000.	0.				0.
4	625,000.		625,000.	0.				0.
5	237,500.		237,500.	0.				0.
6	320,789.		400,000.	-79,211.				-79,211.
7	9.		9.	0.				0.
8	27.		26.	1.				1.
9	20.		20.	0.				0.
10	3,370.		2,156.	1,214.				1,214.
11								143,537.
							Total	\$ 65,541.

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

THE BURDINE JOHNSON FOUNDATION

74-6036669

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

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

2013

Federal Supporting Detail

Page 1

THE BURDINE JOHNSON FOUNDATION

74-6036669

Balance Sheet
Accounts receivable

DIVIDENDS DUE FROM BROKER

Total \$ 22,325.
\$ 22,325.

The Burdine Johnson Foundation - EIN #74-6036669
Attachment to Form 990-PF Part II
Investment Securities as of December 31, 2013

YEAR 2013	<u>Book Value</u>	<u>Market Value</u>
Common Stocks:		
36,075.197 shs - Amer Funds G&I	\$1,412,172.36	\$1,634,927.92
46,242.775 shs-Amer Funds, Income F.	\$800,005.25	\$954,913.30
20,000 shs - AT&T	\$769,388.59	\$703,200.00
68,346.376 shs-Blackrock Global Alloc.	\$1,358,177.53	\$1,457,828.20
8,700 shs - Chevron Corp.	\$140,661.19	\$1,086,717.00
122,278.167 shs Eaton Vance Atlanta	\$2,024,701.13	\$2,807,506.71
6,000 shs - EMC Corp.	\$186,925.77	\$150,900.00
8,550 shs - Exxon-Mobil Corporation	\$139,199.54	\$865,260.00
28,962.251 shs - First Eagle Global	\$1,384,859.39	\$1,552,666.27
13,000 shs - General Electric	\$50,410.18	\$364,390.00
2,850 shs - IBM	\$296,702.22	\$534,574.50
17,000 shs - Intel Corp.	\$484,237.51	\$441,235.00
50,487.10 shs - Ivy Asset Strategy	\$1,285,966.67	\$1,616,596.94
298,523.795 shs-Ivy High Income Fund	\$2,478,201.27	\$2,579,245.58
7,350 shs - Johnson & Johnson	\$304,661.68	\$673,186.50
16,000 shs - Microsoft	\$486,068.48	\$598,560.00
5,500 shs - Minnesota Mining & Man.	\$321,286.31	\$771,375.00
8,500 shs - Norfolk Southern	\$299,301.68	\$789,055.00
28,008.115 shs - Oppenheimer, CI A	\$1,025,115.20	\$1,064,868.53
7,300 shs - PepsiCo	\$355,968.37	\$605,462.00
26,000 shs - Pfizer	\$79,354.60	\$796,380.00
204,380.492 shs- Pimco Total Return	\$2,314,505.77	\$2,184,827.45
7,300 shs - Royal Dutch	\$114,635.20	\$520,271.00
56,135.467 Thornburg Internatl	\$1,502,686.26	\$1,762,092.30
1,673 shs Time Warner Cable	\$122,013.64	\$226,691.50
145,564.574 shs-Well Fargo Premier Large Co.	\$1,686,010.50	\$2,085,940.34
Total	\$21,423,216.29	\$28,828,671.04
Preferred Stock		
35,000 shs ALPS ETF Tr Alerian MLP	\$597,780.67	\$622,650.00
12,500 shs BGE Cap Trust II, 6.20%	\$312,500.00	\$306,375.00
26,250 shs - HSBC Holdings	\$656,250.00	\$648,375.00
40,000 - Merrill Lynch Cap 6.45%	\$1,000,000.00	\$988,200.00
20,000 shs - Telephone & Data	\$500,000.00	\$457,400.00
7,000 shs - Escrow GM	\$0.00	\$0.00
16,000 shs - Vornado Realty	\$400,000.00	\$300,000.00
Total	\$3,466,530.67	\$3,323,000.00
Corporate Notes		
\$100,000 - Bell South, 6.550%	\$106,944.25	\$107,103.00
\$100,000 - Western Union, 6.25%	\$101,383.25	\$93,794.00
Total	\$208,327.50	\$200,897.00

The Burdine Johnson Foundation - EIN #74-6036669
Attachment to Form 990-PF Part II
Investment Securities as of December 31, 2013
YEAR 2013

Book Value **Market Value**

Municipals

\$100,000 - Carroll Tx ISD Dist.	\$111,038.25	\$111,337.00
\$100,000 Dallas TX ISD, Pern.	\$108,252.25	\$111,958.00
\$100,000 NY, G-1 Build Amer	\$102,718.25	\$107,472.00
\$ 40,000 Glendale, AZ	\$40,784.72	\$44,103.60
\$100,000 - Sarasota Florida	\$108,972.25	\$111,940.00
\$150,000 - Utah County Veh Reg Tax	\$158,180.25	\$162,934.50
\$150,000 - Elizabeth City, NC	\$174,149.25	\$171,967.50
\$200,000 - Bexar County Tx, Rev	\$221,196.63	\$223,672.00
Total	\$1,025,291.85	\$1,045,384.60

Other Equity Investments

176 shs Motors Liquidation Co.	\$0.00	\$5,658.40
37 shs GM	\$1,516.63	\$1,512.19
33 GM "A" Warrants (exp 7/10/16)	\$1,031.91	\$1,027.62
33 GM "B" Warrants (exp 7/10/19)	\$765.94	\$762.96
Total	\$3,314.48	\$8,961.17

Grand Total

\$26,126,680.79 **\$33,406,913.81**

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

Year 2013	Beginning of Yr	End of Year	
	<u>Book Value</u>	<u>Book Value</u>	<u>Market Value</u>
Savings/Temporary Cash Investments			
Bank Accounts	\$54,871.91	\$20,947.70	\$20,947.70
Money Market Funds	<u>\$580,482.05</u>	<u>\$323,225.49</u>	<u>\$323,225.49</u>
Total	\$635,353.96	\$344,173.19	\$344,173.19

The Burdine Johnson Foundation Donations

Year 2013

Form 990-PF Part XV

Year 2013

Name	Date	Amount	Total
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)	Ck #603 - 1/9/13	\$50,000 00	
(Pmt #2 of one year \$100,000 pledge for Operational Support)	Ck #615-6/6/13	<u>\$50,000 00</u>	\$100,000.00
City of Kyle			
100 W Center Street			
P O Box 40			
Kyle, Tx 78640			
(Phase III assistance to renovate the Kyle Train Depot)	Ck #604-2/19/13	\$130,000	
(Phase III "a" assistance to renovate the Kyle Train Depot)	Ck #639-12/16/13	<u>\$70,000</u>	\$200,000.00
Seton Hays Foundation			
6001 Kyle Parkway			
Kyle, Texas 78640			
(Pmt #4 of a \$500,000 pledge payable over 4 yrs for Hospital	Ck #605 - 2/19/2013		\$125,000.00
Healing Garden/Labyrinth)			
Centro Cultural De San Marcos			
2204 Garden Court			
San Marcos, Tx 78666			
(Assistance for rent/maintenance, insur, children programs)	Ck #606-2/22/13	\$15,000 00	
(Needed improvements to building restrooms)	Ck #644-12/18/13	<u>\$10,000 00</u>	\$25,000.00
Hispanic Alliance for the Performing Arts			
3736 Bee Cave Road, Suite 1-169			
West Lake Hills, Tx 78746			
(Expansion costs of Austin Soundwaves program)	Ck #607-3/8/13		\$25,000.00
Wimberley Adoption Group & Rescue (WAG)			
P O Box 2603			
Wimberley, Tx 78676			
(Spay/neutering dogs in Wimberley area of Hays County, Tx)	Ck #5608-3/8/13		\$5,000.00
The Texas Ramp Project			
P O Box 832065			
Richardson, Texas 75083-2065			
(Purchase of tools/supplies to build 12 wheelchair ramps			
for elderly/disabled in Hays County)	Ck #609- 3/8/13		\$10,000.00

The Burdine Johnson Foundation Donations

Year 2013

Form 990-PF Part XV

Year 2013

Name	Date	Amount	Total
The County of Hays			
Hays County Treasurer			
111 E San Antonio St , Suite 300			
San Marcos, Texas 78666			
(Phase II of the Old Hays County Jail restoration)	Ck #612-5/1/13	\$35,000 00	
(Phase II of the Old Hays County Jail restoration)	Ck #626 - 8-12/13	\$100,000 00	
(Costs associated with documentary on Col Peter C Woods)	Ck #640-12/16/13	<u>\$35,000 00</u>	\$170,000.00
The Burke Foundation			
P O Box 40			
Driftwood, Texas 78619			
(Material costs associated with raising hogs & gardening)	Ck #613- 5/1/13		\$5,000.00
Texas State University			
Attn: Mr. Tom Grimes			
601 University Drive			
San Marcos, Texas 78666-4615			
(Support visiting Author Series at the Katherine Porther House)	Ck #614 - 5/9/13	\$50,000 00	
	Ck #629 - 12/13/13	<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 2013)	Ck #616-6/27/13		\$50,000.00
Hays Consolidated ISD			
Attn Ms. Patty Moreno			
21003 IH 35			
Kyle, Texas 78640			
(Support of Kodaly Music Certification Program @ SWT)	Ck #617-7/3/2013	\$45,000.00	
(Upgrade & purchase new equip for existing theater programs)	Ck #628-10/18/13	<u>\$53,426.00</u>	\$98,426.00
Hornsby Bend Cemetery Association			
14 Niles Rd			
Austin, Tx 78703			
(Costs of entrance sign, gate & fence repair)	Ck #618-7/17/13		\$2,200.00
Boys and Girls Club of South Central Tx			
400 Uhland Rd			
San Marcos, Tx 78666			
(Summer enrichment programs for children in grades 3-6)	ck #619-7/17/13		\$25,000.00
GenAustin			
P. O. Box 3122			
Austin, Tx 78704			
(Fund 180 Program for fiscal year 2013-2014)	Ck #620-7/17/13		\$15,000.00

The Burdine Johnson Foundation Donations

Year 2013

Form 990-PF Part XV

Year 2013

Name	Date	Amount	Total
Creative Action 701 Tillery Box 9 Austin, Texas 78702-0000 (Assist with Center for Creative Action capital campaign)	Ck #621-7/17/13	\$25,000.00	
Scheib Center 1200 North Bishop Loop San Marcos, Tx 78666 (Remodeling costs of 5000 sq ft warehouse space into David's Activity Hall)	Ck #622-7/17/13	\$65,000.00	
The Texas Tribune 823 Congress Ave , Ste 210 Austin, Tx 78701 (Fund public service journalism on women's health, edu & environment)	Ck #624-8/12/13	\$50,000.00	
Historic Bridge Foundation P. O. Box 66245 Austin, Tx 78766 (Operational support to advocate and educate for preservation of US historical bridges)	Ck #630-12/18/13	\$100,000.00	
St. Andrew's Episcopal School 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 #631-12/18/13	\$50,000.00	
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 #632-12/18/13	\$100,000.00	
The University of Texas at Austin Blanton Museum of Art 1 University Station D1303 Austin, Texas 78712-0338 (Pmt #4 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 #633-12/18/13	\$30,000.00	
Crises Bread Basket of Wimberley P O Box 1721 Wimberley, Texas 78676 (Year-end donation - operating funds)	Ck 634-12/18/13	\$2,500.00	

The Burdine Johnson Foundation Donations

Year 2013

Form 990-PF Part XV

Year 2013

Name	Date	Amount	Total
Tom Green Elementary PTA 1391 Old Goforth Road Buda, Texas 78610 (Year-end donations to help needy children)	Ck #637-12/18/13	\$2,500.00	
Hays Caldwell Women's Center P O Box 234 San Marcos, Texas 78667 (Year-end donation - operating funds)	Ck #636-12/18/13	\$2,500.00	
Friends of the Public Library of Buda, Tx P O Box 1162 Buda, Texas 78610 (Year-end donation - operating funds)	Ck #635-12/18/13	\$2,500.00	
Girlstart 1400 W Anderson Lane Austin, Tx 78757 (Fund STEM after school program edu in Texas)	Ck #641 - 12/18/13	\$10,000.00	
Travis Audubon Society, Inc. 3710 Cedar Street Box 5 Austin, Tx 78705 (Fund costs associated with newsletter <i>Signal Smoke</i>)	Ck #642-12/18/13	\$7,000.00	
The Friends Foundation P O Box 8 Dripping Springs, Texas 78620 (Assist with costs to provide Lifeline medical alert devices)	Ck #643-12/18/13	\$5,000.00	
Amala Foundation 1006 South 8th Street Austin, Tx 78704 (Marketing initiatives to increase awareness of refugee programs in the Austin area)	Ck #645-12/18/13	\$10,000.00	
San Marcos River Foundation P O Box 1393 San Marcos, Tx 78667-1393 (Costs for staff needed to perform land conservation work)	Ck #646-12/18/13	\$20,000.00	
Seedling Foundation P O Box 29479 Austin, Tx 78755 (Expand Seedling's Promise Program to children in Buda Tx)	Ck #647-12/81/13	\$5,000.00	

The Burdine Johnson Foundation Donations

Year 2013

Form 990-PF Part XV

Year 2013

Name	Date	Amount	Total
Wonders and Worries 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 #648-12/18/13	\$10,000.00	
Anthropos Arts P O Box 685000 Austin, Tx 78768 (Support mentor music program to low-income students to gain access to music education performance)	Ck #649-12/18/13	\$5,000.00	
People's Community Clinic 2909 N IH-35 Austin, Texas 78722 (Fund prenatal program, Healthy Mothers, Happy Babies)	Ck #650-12/18/13	\$10,000.00	
Capital Area Food Bank 8201 S Congress Avenue Austin, Tx 78745 (Construction costs associated with new warehouse facility)	Ck #651-12/18/13	\$20,000.00	
Texas Land Trust Council P O Box 29232 Austin, Tx 78755 (Operations for land conservation trusts in Texas)	Ck #652-12/18/13	\$1,000.00	
Austin Theater Alliance P. O. Box 1566 Austin, Tx 78767 (Restoration of the Paramount Theater's stone & brick façade and education and outreach programs)	Ck #653-12/18/13	\$22,319.00	
Camp Fire USA Balcones Council P. O Box 303040 Austin, Tx 78703 (Fund <i>Absolutely Incredible Kids</i> Initiative)	Ck #656-12/18/13	\$10,000.00	
Hill Country Land Trust P O Box 1724 Fredericksburg, Tx 78624 (Funding of executive director for year 2014)	Ck #657-12/18/13	\$15,000.00	
Academia Christian Academy 1645 Main St , Ste A Buda, Tx 78610 (Partial funding research costs, printing, production & packaging of Project SUM math programs)	Ck #659-12/18/13	\$7,400.00	

The Burdine Johnson Foundation Donations
Year 2013

Form 990-PF Part XV

Year 2013

Name	Date	Amount	Total
Family Eldercare 2210 Hancock Drive Austin, Texas 78756 (Fund In-Home Care and Caregiver Program for the elderly)	Ck #659-12/18/13	\$5,000.00	
Preservation Texas, Inc. P O Box 12832 Austin, Texas 78711 (Assist in expanding the Most Endangered Places program)	Ck #660-12/18/13	\$20,000.00	
Friends of the Colorado River Foundation P O. Box 50029 Austin, Tx 78763-0029 (Fund Colorado River Mobile Learning Experience)	Ck #661 - 12/18/13	\$15,000.00	
Onion Creek Senior Citizens Center P O. Box 65 Buda, Texas 78610 (Year-end - operations)	Ck #662-12/18/13	\$2,500.00	
Sustainable Food Center 1106 Clayton Lane, Suite 480W Austin, Tx 78723 (Help with <i>Cultivating Healthy Communities Initiative</i>)	Ck #665-12/18/13	\$10,000.00	
Casa of Central Texas, Inc. P O Box 1267 San Marcos, Texas 78667-1267 (Training, recruiting and supporting CASA volunteers)	Ck #654-12/18/13	\$15,000.00	
Total			\$1,610,845.00

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

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

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

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

Enter filer's identifying number, see instructions

Type or print <small>File by the extended due date for filing your return. See instructions</small>	Name of exempt organization or other filer, see instructions THE BURDINE JOHNSON FOUNDATION Number, street, and room or suite number. If a P O box, see instructions Stoner & Bouldin, LLP 3708 Spicewood Springs Rd., Ste 210 City, town or post office, state, and ZIP code. For a foreign address, see instructions Austin, TX 78759	Employer identification number (EIN) or 74-6036669 Social security number (SSN)
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Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

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

- I request an additional 3-month extension of time until **11/15**, 20 **14**
- For calendar year **2013**, or other tax year beginning , 20 , and ending , 20 .
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- State in detail why you need the extension **Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax return.**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$ 0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$ 21,892.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ► **Susan Seals Stoner**

Title ► -

CPA

BAA

FIF20502L 12/31/13

Date ► **8/14/14**

Form 8868 (Rev 1-2014)