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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending

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

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

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J Accounting method.** Cash Accrual
 Other (specify) **(Part I, column (d) must be on cash basis)**

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 Employer identification number
74-6036669

B Telephone number (see 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 ►

	(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 (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	45.	45.	N/A	
4 Dividends and interest from securities	872,217.	872,217.		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	1,239,313.			RECEIVED
b Gross sales price for all assets on line 6a	7,332,948.			NOV 21 2016
7 Capital gain net income (from Part IV, line 2)		1,239,313.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				OCtober
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	2,111,575.	2,111,575.		
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages	142,064.	142,064.		
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 1	3,361.	3,361.		
c Other professional fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) SEE STM 2	41,770.	41,770.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
SEE STATEMENT 3	84,561.	84,561.		
24 Total operating and administrative expenses. Add lines 13 through 23	271,756.	271,756.		
25 Contributions, gifts, grants paid	1,607,395.			1,607,395.
26 Total expenses and disbursements Add lines 24 and 25	1,879,151.	271,756.		1,607,395.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	232,424.			
b Net investment income (if negative, enter -0-)		1,839,819.		
c Adjusted net income (if negative, enter -0-)				

REVENUE
SCANNED NOV 21 2017ADMINISTRATIVE
OPERATING
AND EXPENSES

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
ASSETS	1	Cash – non-interest-bearing		
	2	Savings and temporary cash investments	667,472.	141,912.
	3	Accounts receivable	16,614.	141,912.
		Less: allowance for doubtful accounts	21,668.	16,614.
	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)	24,566,878.	25,364,883.
	c	Investments – corporate bonds (attach schedule)	1,231,311.	1,230,317.
	11	Investments – land, buildings, and equipment basis	5,025.	1,288,025.
		Less: accumulated depreciation (attach schedule) SEE STMT 4	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 SEE STATEMENT 5)		21,250.
	16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	26,487,329.	26,753,726.
LIABILITIES	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, & other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe SEE STATEMENT 6)		10,000.
	23	Total liabilities (add lines 17 through 22)	0.	10,000.
NET FUND		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>	
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>	
	27	Capital stock, trust principal, or current funds	26,487,329.	26,743,726.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds		
	30	Total net assets or fund balances (see instructions)	26,487,329.	26,743,726.
	31	Total liabilities and net assets/fund balances (see instructions)	26,487,329.	26,753,726.

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	26,487,329.
2	Enter amount from Part I, line 27a	2	232,424.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 7	3	23,973.
4	Add lines 1, 2, and 3	4	26,743,726.
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	26,743,726.

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 (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a SEE STATEMENT 8					
b					
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(i) Gains (Col. (h)) gain minus col. (k), but not less than -0- or Losses (from col. (h))
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
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	1,239,313.
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	729.

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 (col. (b) divided by col. (c))
2015	1,620,075.	32,375,441.	0.050040
2014	1,686,624.	33,659,467.	0.050108
2013	1,602,304.	32,082,792.	0.049943
2012	1,504,625.	30,199,868.	0.049822
2011	1,493,663.	30,130,210.	0.049574

2 Total of line 1, column (d)	2	0.249487
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	0.049897
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	31,566,171.
5 Multiply line 4 by line 3	5	1,575,057.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18,398.
7 Add lines 5 and 6	7	1,593,455.
8 Enter qualifying distributions from Part XII, line 4	8	1,607,395.

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-C 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 instructions)		
1	18,398.	
2	0.	
3	18,398.	
4	0.	
5	18,398.	
6	Credits/Payments:	
6 a	28,009.	
6 b		
6 c	10,000.	
6 d		
7	Total credits and payments Add lines 6a through 6d 38,009.	
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 0.	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 19,611.	
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax 19,611.	Refunded

Part VII-A Statements Regarding Activities

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

1 a Yes No

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	<input type="checkbox"/> 11	Yes	No 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)	<input type="checkbox"/> 12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	<input type="checkbox"/> 13	X	
► <u>WWW.THEBURDINEJOHNSONFOUNDATION.ORG</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 2016, 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?	<input type="checkbox"/> 16	Yes	No X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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.

		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>	1 b N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2 a	
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 ► 20 __ , 20 __ , 20 __ , 20 __	2 c	
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	3 a	
b	If 'Yes,' did it have excess business holdings in 2016 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 2016) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3 b N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4 b X	

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

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

 Yes No

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

 Yes No

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

 Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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)

6 a 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

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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	TRUSTEE 0	0.	0.	0.
ROBERT C GIBERSON P O BOX 1230 BUDA, TX 78610	TRUSTEE 0	0.	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	57,064.	0.	0.
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
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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	<u>N/A</u>
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	N/A	
2		
3		

All other program-related investments. See instructions.

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	32,020,594.
b	Average of monthly cash balances	1b	26,280.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	32,046,874.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	32,046,874.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	480,703.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,566,171.
6	Minimum investment return. Enter 5% of line 5	6	1,578,309.

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	1,578,309.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	18,398.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,398.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,559,911.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,559,911.
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	1,559,911.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	1,607,395.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,607,395.
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	18,398.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,588,997.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,559,911.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years: 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011 3,256.				
b From 2012 43,352.				
c From 2013 15,246.				
d From 2014 42,793.				
e From 2015 28,845.				
f Total of lines 3a through e	133,492.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 1,607,395.				
a Applied to 2015, 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 2016 distributable amount				1,559,911.
e Remaining amount distributed out of corpus	47,484.			
5 Excess distributions carryover applied to 2016 (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	180,976.			
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 2015 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	3,256.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	177,720.			
10 Analysis of line 9:				
a Excess from 2012 43,352.				
b Excess from 2013 15,246.				
c Excess from 2014 42,793.				
d Excess from 2015 28,845.				
e Excess from 2016 47,484.				

BAA

Form 990-PF (2016)

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 2016, 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 address of the person to whom applications should be addressed.

SEE STATEMENT 9

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part 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	1,607,395.
Total				► 3a 1,607,395.
<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	45.	
4 Dividends and interest from securities			14	872,217.	
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	1,239,313.	
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)				2,111,575.	
13 Total. Add line 12, columns (b), (d), and (e)					2,111,575.

Relationship of Activities to the Assignment of Event Number

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

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

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 solicitations

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			

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

Yes No

b If 'Yes,' complete the following schedule

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

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

**Sign
Here**

Summary of effects of treatment

Part

Table

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

Signature of officer or trustee		Date	Title		X Yes	No
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	SUSAN SEALS STONER		<i>Susan Seals Stoner</i>	11/13/17	P01264179	
	Firm's name	► STONER & BOULDIN, LLP			Firm's EIN ► 74-2795393	
Firm's address	► 3708 SPICEWOOD SPRINGS RD., STE 210			Phone no (512) 458-1391		
	AUSTIN, TX 78759					

BAA

Form 990-PF (2016)

The Burdine Johnson Foundation - EIN #74-6036669

Attachment to Form 990-PF Part II

Investment Securities as of December 31, 2016

Year 2016	Beginning of Yr.		End of Year	
	<u>Book Value</u>		<u>Book Value</u>	<u>Market Value</u>
Savings/Temporary Cash Investments				
Bank Accounts		\$17,219.53	\$23,417.27	\$23,417.27
UBS Bank		<u>\$650,252.59</u>	<u>\$118,494.87</u>	<u>\$118,494.87</u>
Total		\$667,472.12	\$141,912.14	\$141,912.14

The Burdine Johnson Foundation - EIN #74-6036669
Attachment to Form 990-PF Part II
Investment Securities as of December 31, 2016

YEAR 2016	Book Value	Market Value
<u>Common Stocks & Mutual Funds</u>		
14,657.550 shs - Amer Funds World G&I	\$554,343.77	\$642,440.41
11,325.703 shs - Amer Funds Euro Pacific Growth	\$570,443.71	\$510,902.46
8,230.971 shs - Amer Funds Growth Fund of Amer.	\$345,793.84	\$346,030.02
47471.672 shs - Amer Funds, Income Fund of Am	\$824,886.09	\$1,028,711.13
8,784.030 shs - Amer Funds Washington Mutual	\$331,681.80	\$359,706.02
20,000 shs - AT&T	\$769,388.59	\$850,600.00
65,865.012 shs - Blackrock Global Alloc.	\$1,287,143.03	\$1,197,425.91
818 shs - Charter Communications Inc. New Cl A	\$59,657.60	\$235,518.56
8,700 shs - Chevron Corp.	\$140,661.19	\$1,023,990.00
140708.025 shs - Eaton Vance Atlanta Cap Fund	\$2,472,139.84	\$3,576,797.99
8,550 shs - Exxon-Mobil Corporation	\$139,199.54	\$771,723.00
2,400 shs - Freeport-McMoran Inc.	\$76,717.45	\$31,656.00
25,572.525shs - First Eagle Global	\$1,319,929.50	\$1,496,085.20
13,000 shs - General Electric	\$50,410.18	\$410,800.00
1,400 shs - Halliburton Co.	\$77,308.45	\$75,726.00
17,000 shs - Intel Corp.	\$484,237.51	\$616,590.00
3,650 shs - Johnson & Johnson	\$151,294.57	\$420,516.50
301,877.854 shs - Lord Abbett High Yield Fund	\$2,089,000.00	\$2,267,102.68
170,068.027 shs - Loomis Sayles Growth Fund	\$2,000,005.25	\$1,916,666.66
8,000 shs - Microsoft	\$241,172.26	\$497,120.00
2,750 shs - Minnesota Mining & Man.	\$160,643.14	\$491,067.50
5,700 shs - Norfolk Southern	\$200,708.18	\$615,999.00
18,850.725 shs - Oppenheimer, Developing Mrks	\$688,232.24	\$611,140.50
41,599.882 shs - Oppenheimer, Int'l Growth	\$1,608,887.72	\$1,451,419.88
3,600 shs - PepsiCo	\$175,546.03	\$376,668.80
13,000 shs - Pfizer	\$39,677.36	\$422,240.00
4,800 shs - Royal Dutch	\$75,376.57	\$261,024.00
25,593.951 Thomburg Internatl	\$727,541.84	\$589,940.57
144,443.149 shs-Well Fargo Premier Large Co.	\$1,747,951.97	\$1,831,539.12
Total	\$19,409,979.22	\$24,927,147.91

<u>Preferred Stock</u>		
10,000 shs - AXIS Capital Holdings, 5.5%	\$250,000.00	\$216,600.00
5,000 shs - Bank of America Corp, 6%	\$125,000.00	\$124,500.00
10,000 shs Capital One Fin, 6.25%	\$250,000.00	\$251,100.00
2,500 shs Capital One Financial, 5.3%	\$62,500.00	\$54,200.00
10,000 shs - Dominion Resources, Inc, 5.25%	\$250,000.00	\$222,000.00
10,000 shs - DTE Energy Co, 5.375%	\$250,000.00	\$225,400.00
7,000 shs - Escrow General Motors	\$0.00	\$0.00
20,000 shs Goldman Sachs Gp, 6.375%	\$508,005.25	\$542,800.00
10,000 - Government Properties Income, 6.375%	\$250,000.00	\$235,700.00
26,250 shs - HSBC Holdings	\$656,250.00	\$661,500.00
20,000 shs - Morgan Stanley, 6.625%	\$505,405.25	\$510,800.00
20,000 shs- National Retail Prop, 6.625%	\$502,757.75	\$502,200.00
10,000 shs- Nextera Energy, Inc. - 5.250%	\$250,000.00	\$220,800.00
10,000 shs- Public Storage Ser, 6.0%	\$250,000.00	\$253,100.00

The Burdine Johnson Foundation - EIN #74-6036669
Attachment to Form 990-PF Part II
Investment Securities as of December 31, 2016

5,000 shs - Public Storage (PSA) 5.235%	\$125,000.00	\$109,050.00
5,000 shs - Public Storage - 5.4%	\$125,000.00	\$113,150.00
10,000 shs - The Southern Company, 5.25%	\$250,000.00	\$218,200.00
16,000 shs - Vornado Realty	\$400,000.00	\$359,200.00
5,000 shs W R Berkely Corp, 5.750%	\$125,000.00	\$114,400.00
10,000 shs - Wells Fargo & Co, 5.7%	\$250,000.00	\$236,600.00
2,500 shs - Wells Fargo & Co, 5.5%	\$62,500.00	\$57,275.00
Total	\$5,447,418.25	\$5,228,575.00

Corporate Notes

\$100,000 - Bell South, 6.550%	\$105,996.30	\$109,734.00
\$100,000 - Western Union, 6.25%	\$101,228.68	\$104,281.00
Total	\$207,224.98	\$214,015.00

Municipals

\$100,000 - Carroll Tx ISD Dist.	\$111,038.25	\$110,061.00
\$100,000 Dallas TX ISD, Perm.	\$108,252.25	\$114,964.00
\$100,000 NY, G-1 Build Amer	\$102,718.25	\$111,334.00
\$40,000 Glendale, AZ	\$40,627.29	\$45,139.60
\$100,000 - Sarasota Florida	\$108,972.25	\$111,035.00
\$150,000 - Utah County Veh Reg Tax	\$158,180.25	\$166,546.50
\$150,000 - Elizabeth City, NC	\$174,149.25	\$170,178.00
\$200,000 - Bexar County Tx, Rev	\$219,153.61	\$244,752.00
Total	\$1,023,091.40	\$1,074,010.10

Other Equity Investments

35,000 shs ALPS ETF Tr Alerian MLP	\$506,464.70	\$441,000.00
176 shs Motors Liquidation Co.	\$0.00	\$1,478.40
51 GM "B" Warrants (exp 7/10/19)	\$1,021.19	\$875.16
Total	\$507,485.89	\$443,353.56

Total Accrued Interest (per UBS)

\$21,250.27

Grand Total

\$26,595,199.74 **\$31,908,351.84**

2016

FEDERAL STATEMENTS

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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	\$ 3,361.	\$ 3,361.		
TOTAL	<u>\$ 3,361.</u>	<u>\$ 3,361.</u>	<u> </u>	<u> \$ 0.</u>

STATEMENT 2
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 -2016	\$ 20,000.	\$ 20,000.		
FOREIGN TAXES	10,902.	10,902.		
PAYROLL TAXES	10,868.	10,868.		
TOTAL	<u>\$ 41,770.</u>	<u>\$ 41,770.</u>	<u> </u>	<u> \$ 0.</u>

STATEMENT 3
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	\$ 994.	\$ 994.		
BROKER FEES	150.	150.		
CONTRACT SERVICES	555.	555.		
INSURANCE	80,382.	80,382.		
STORAGE	1,434.	1,434.		
SUPPLIES	1,046.	1,046.		
TOTAL	<u>\$ 84,561.</u>	<u>\$ 84,561.</u>	<u> </u>	<u> \$ 0.</u>

STATEMENT 4
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>

2016

FEDERAL STATEMENTS

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THE BURDINE JOHNSON FOUNDATION

74-6036669

STATEMENT 5
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
ACCRUED INTEREST	\$ 21,250.	\$ 21,250.
TOTAL	<u>\$ 0.</u>	<u>\$ 21,250.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

INCOME TAX PAYABLE	\$ 10,000.
TOTAL	<u>\$ 10,000.</u>

STATEMENT 7
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

PRIOR PERIOD ADJUSTMENTS	\$ 23,973.
TOTAL	<u>\$ 23,973.</u>

STATEMENT 8
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD	
				1	2
1	LIQUIDATION DISTRIBUTION MOTORS	PURCHASED	VARIOUS	11/22/2016	
2	SHT-TERM COVERED-SCHEDULED	PURCHASED	VARIOUS	VARIOUS	
3	LONG-TERM COVERED-SCHEDULED	PURCHASED	VARIOUS	VARIOUS	
4	LONG-TERM NONCOVERED-SCHEDULED	PURCHASED	VARIOUS	VARIOUS	
5	57 SHS GENERAL MOTORS	PURCHASED	6/12/2012	7/08/2016	
6	WARRANTS GENERAL MOTORS	PURCHASED	6/12/2012	7/11/2016	
7	CAPITAL GAIN DIVIDENDS				

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)	
								12/31/69	12/31/69
1	620.		0.	620.				\$ 620.	620.
2	57,962.		57,233.	729.					729.
3	3049223.		3397245.	-348,022.					-348,022.
4	3762865.		2635592.	1127273.					1127273.
5	1,606.		2,145.	-539.					-539.
6	0.		1,420.	-1,420.					-1,420.
7									460,672.
								TOTAL \$ 1239313.	1239313.

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME: THE BURDINE JOHNSON FOUNDATION

CARE OF:

STREET ADDRESS: P O BOX 1230

CITY, STATE, ZIP CODE: BUDA, TX 78610

TELEPHONE: (512) 312-1336

E-MAIL ADDRESS:

FORM AND CONTENT:

THE BURDINE JOHNSON FOUNDATION HAS NO SET FORM FOR GRANT APPLICATIONS. HOWEVER, THE APPLICATION MUST FURNISH FULL DETAILS ABOUT THE APPLICANT AND THE USE OF THE PROPOSED GRANT. ALSO, IF APPLICABLE, PHOTOCOPIES OF THE INTERNAL REVENUE SERVICE RULING OR DETERMINATION LETTERS SHOULD BE ATTACHED TO THE APPLICATION.

SUBMISSION DEADLINES:

NONE

RESTRICTIONS ON AWARDS:

NONE