29491054049109

Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, and ending , 20

Name of foundation: PAUL W BURLESON FOUNDATION

A Employer identification number: 43-6928736

Number and street (or P O box number if mail is not delivered to street address): 1207 3RD STREET SOUTH — Room/suite: 4

B Telephone number (see instructions): (239)261-9787

City or town, state or province, country, and ZIP or foreign postal code: NAPLES FL 34102

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 8,816,250.

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

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

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).)

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,604.	1,604.		
	4	Dividends and interest from securities	244,714.	244,714.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	204,468.			
	b	Gross sales price for all assets on line 6a 4,037,020.		L-6a Stmt		
	7	Capital gain net income (from Part IV, line 2)		204,468.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	450,786.	450,786.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) L-16b Stmt	15,000.	15,000.		
	c	Other professional fees (attach schedule) L-16c Stmt	91,811.	91,811.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) See Stmt	13,452.	6,007.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Stmt	535.	535.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	120,798.	113,353.		
	25	Contributions, gifts, grants paid	588,755.			
	26	**Total expenses and disbursements.** Add lines 24 and 25	709,553.	113,353.		
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-258,767.			
	b	**Net investment income** (if negative, enter -0-)		337,433.		
	c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED FEB 25 2019 OGDEN, UT IRS-OSC

SCANNED MAR 26 2019

930

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1		Cash—non-interest-bearing			
	2		Savings and temporary cash investments	623,679.	251,776.	251,776.
	3		Accounts receivable ▶			
			Less allowance for doubtful accounts ▶			
	4		Pledges receivable ▶			
			Less allowance for doubtful accounts ▶			
	5		Grants receivable			
	6		Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7		Other notes and loans receivable (attach schedule) ▶			
			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)	6,055,026.	6,385,303.	8,162,700.
	c		Investments—corporate bonds (attach schedule)	648,326.	431,185.	401,774.
	11		Investments—land, buildings, and equipment. basis ▶			
			Less. accumulated depreciation (attach schedule) ▶			
	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 I)	7,327,031.	7,068,264.	8,816,250.
Liabilities	17		Accounts payable and accrued expenses			
	18		Grants payable			
	19		Deferred revenue			
	20		Loans from officers, directors, trustees, and other disqualified persons			
	21		Mortgages and other notes payable (attach schedule)			
	22		Other liabilities (describe ▶)			
	23		**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances			**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.**			
	24		Unrestricted			
	25		Temporarily restricted			
	26		Permanently restricted			
			Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27		Capital stock, trust principal, or current funds	7,327,031.	7,068,264.	
	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)	7,327,031.	7,068,264.	
	31		**Total liabilities and net assets/fund balances** (see instructions)	7,327,031.	7,068,264.	

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	7,327,031.
2	Enter amount from Part I, line 27a	2	-258,767.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	
4	Add lines 1, 2, and 3	4	7,068,264.
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	7,068,264.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	WELLS FARGO #1351-8767 PER ATTACHED SCHED	P	Various	Various
b	WELLS FARGO #5418-5570 PER ATTACHED SCHED	P	Various	Various
c	WELLS FARGO #5855-0128 PER ATTACHED SCHED	P	Various	Various
d	WELLS FARGO #6294-6779 PER ATTACHED SCHED	P	Various	Various
e	See Statement			

	(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	467,009.		450,054.	16,955.
b	1,251,491.		1,167,594.	83,897.
c	170,892.		141,242.	29,650.
d	58,820.		52,303.	6,517.
e	2,089,565.		2,022,116.	67,449.

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

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	0.	0.	0.	16,955.
b	0.	0.	0.	83,897.
c	0.	0.	0.	29,650.
d	0.	0.	0.	6,517.
e	0.	0.	0.	67,449.

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	204,468.
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	204,468.

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 doesn't 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))
2017	459,818.	9,419,923.	0.048813
2016	485,056.	8,745,016.	0.055467
2015	525,170.	9,197,844.	0.057097
2014	494,522.	9,423,509.	0.052477
2013	457,752.	8,886,249.	0.051512

2	**Total** of line 1, column (d)	2	0.265366
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.053073
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	9,635,311.
5	Multiply line 4 by line 3	5	511,375.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,374.
7	Add lines 5 and 6	7	514,749.
8	Enter qualifying distributions from Part XII, line 4	8	588,755.

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

3

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter. ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	3,374.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (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	3,374.
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	3,374.
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 467.		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 3,500.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	3,967.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	54.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	539.
11	Enter the amount of line 10 to be: **Credited to 2019 estimated tax** ▶ 539. **Refunded** ▶	11	

Part VII-A — Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ ________			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JOHN W MEYER, CPA Telephone no. ▶ (239)261-9787
Located at ▶ 1207 3RD ST S STE 4 NAPLES FL ZIP+4 ▶ 34102-7232

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

			Yes	No
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for 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.

			Yes	No
1a	During the year, did the foundation (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
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 2018?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 ___ , 20 ___ , 20 ___ , 20 ___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 ___ , 20 ___ , 20 ___ , 20 ___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 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 2018.)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		X

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

			Yes	No
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 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	5b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? ☐ Yes ☐ No			

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

1 List all officers, directors, trustees, and 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
LINDA DRAUGN 7095 SUGAR MAGNOLIA CIRCLE NAPLES FL 34109	TRUSTEE 10.00	0.	0.	0.
JOHN W MEYER, CPA 1207 3RD ST S, STE 4 NAPLES FL 34102	TRUSTEE 5.00	15,000.	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
NONE				
Total number of other employees paid over $50,000 ▶				0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
WELLS FARGO ADVISORS 5801 PELICAN BAY BLVD, #200 NAPLES FL 34108	INVESTMENT MANAGEMENT	91,811.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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	9,346,959.
b	Average of monthly cash balances	1b	435,083.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	9,782,042.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,782,042.
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	146,731.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,635,311.
6	**Minimum investment return.** Enter 5% of line 5	6	481,766.

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	481,766.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	3,374.		
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,374.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	478,392.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	478,392.
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	478,392.

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	588,755.
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	588,755.
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	3,374.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	585,381.

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 2017	(c) 2017	(d) 2018
1	Distributable amount for 2018 from Part XI, line 7				478,392.
2	Undistributed income, if any, as of the end of 2018.				
a	Enter amount for 2017 only			167,154.	
b	Total for prior years. 20___, 20___, 20___				
3	Excess distributions carryover, if any, to 2018:				
a	From 2013 0.				
b	From 2014 0.				
c	From 2015 0.				
d	From 2016 0.				
e	From 2017 0.				
f	**Total** of lines 3a through e	0.			
4	Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 588,755.				
a	Applied to 2017, but not more than line 2a			167,154.	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2018 distributable amount				421,601.
e	Remaining amount distributed out of corpus	0.			
5	Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0.			
b	Prior years' undistributed income Subtract line 4b from line 2b		0.		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions		0.		
e	Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount—see instructions			0.	
f	Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				56,791.
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)				
8	Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	0.			
9	**Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9.				
a	Excess from 2014 0.				
b	Excess from 2015 0.				
c	Excess from 2016 0.				
d	Excess from 2017 0.				
e	Excess from 2018 0.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the 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 , to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

a The name, address, and telephone number or email address of the person to whom applications should be addressed.

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

c Any submission deadlines

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UNIV ALABAMA SCHOOL OF MEDICINE 1530 3RD AVE SOUTH Birmingham AL 35294		NONE	EDUCATION	538,755.
BIRMINGHAM SOUTHERN COLLEGE DIRECTOR TREASURY SERVIUCES BIRMINHGHAM AL 35254		NONE	EDUCATION	50,000.
Total ▶ 3a				588,755.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	1,604.	
4 Dividends and interest from securities			14	244,714.	
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			14	204,468.	
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)				450,786.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 450,786.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

Sign Here

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

Signature of officer or trustee: J W Meyer | Date: 02/19/2019 | Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOHN W MEYER	J W Meyer	02/19/2019		P01385966

Firm's name ► JOHN W MEYER, CPA — Firm's EIN ► 59-1948649

Firm's address ► 1207 3RD ST S STE 4, NAPLES FL 34102-7232 — Phone no (239)261-9787

Legal and Professional Fees

Name	Employer Identification No
PAUL W BURLESON FOUNDATION	43-6928736

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total to Form 990-PF, Part I, Line 16a					

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JOHN W MEYER	ACCTING & TAX RETURN	15,000.			
Total to Form 990-PF, Part I, Line 16b		15,000.			

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WELLS FARGO	INVESTMENT MGT	91,811.			
Total to Form 990-PF, Part I, Line 16c		91,811.			

Additional information from your 2018 Federal Exempt Tax Return

Form 990-PF: Return of Private Foundation
Line 3 Column (d)
Itemization Statement

Description	Amount
WELLS FARGO #1351-8767	420.
WELLS FARGO #2759-9532	95.
WELLS FARGO #5418-5570	497.
WELLS FARGO #5855-0128	69.
WELLS FARGO #6294-6779	217.
WELLS FARGO #6469-8722	212.
WELLS FARGO #8407-7036	94.
Total	**1,604.**

Form 990-PF: Return of Private Foundation
Line 4 Column (d)
Itemization Statement

Description	Amount
WELLS FARGO #1351-8767	113,017.
WELLS FARGO #5418-5570	52,727.
WELLS FARGO #5855-0128	4,711.
WELLS FARGO #6294-6779	7,414.
WELLS FARGO #6499-8722	44,725.
WELLS FARGO #8407-7036	22,120.
Total	**244,714.**

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/18

TAX PAYER IDENTIFICATION # 43-6928736

NAME Paul W Burleson Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Capital Gains and Losses - Wells Fargo #1351-8767

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
170 Grainger, W.W.	7/19/11	1/5/18	40,401	26,419	13,982
523 Praxair	various	10/31/18	85,484	56,834	28,650
475 Exxon Mobil	7/19/11	11/13/18	37,497	39,471	(1,974)
306 Exxon Mobil	4/17/12	11/13/18	24,156	26,087	(1,931)
134 IBM	3/8/16	11/13/18	16,175	18,668	(2,493)
239 IBM	12/30/16	11/13/18	28,850	39,724	(10,874)
658 Qualcomm	12/30/16	11/13/18	35,942	41,959	(6,017)
325 Qualcomm	3/8/16	11/29/18	19,053	16,165	2,888
1121 General Mills	various	12/13/18	42,856	42,400	456
522 SPDR S&P 500	11/13/18	12/14/18	136,595	142,327	(5,732)
			467,009	450,054	16,955

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/18

TAX PAYER IDENTIFICATION # 43-6928736

NAME Paul W Burleson Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Capital Gains and Losses - Wells Fargo #5418-5570

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
175 PNC Financial Services	various	2/26/18	28,130	8,680	19,450
250 Target	various	3/2/18	18,770	12,577	6,193
750 Ebay Inc	various	3/5/18	31,990	20,210	11,780
255 Cisco Systemss	7/19/11	3/2/18	11,073	3,977	7,096
595 CVS Health Corp	various	3/13/18	40,853	46,586	(5,733)
375 Conoco Phillips	11/11/16	3/28/18	21,992	16,493	5,499
975 Diamond Offshore Drilling	1/5/17	5/11/18	19,049	18,473	576
320 Ishares Short Treas Bond	1/19/18	6/22/18	35,322	35,296	26
160 Lowes Companies	8/21/17	6/22/18	15,780	11,886	3,894
230 Molson Coors Brewing	4/19/18	6/22/18	15,670	16,768	(1,098)
110 Schlumberger	11/29/17	6/22/18	7,451	6,900	551
160 American Express	7/19/11	6/22/18	15,609	8,332	7,277
130 Conoco Phillips	11/11/16	6/22/18	8,845	5,717	3,128
280 Exelon	various	6/22/18	11,643	10,490	1,153
150 Exxon Mobil	7/19/11	6/22/18	12,273	12,473	(200)
440 Glaxosmithkline	1/5/17	6/22/18	18,041	17,470	571
640 Kroger	6/19/17	6/22/18	18,794	14,450	4,344
390 Microsoft	7/19/11	6/22/18	39,135	10,518	28,617
90 Procter & Gamble	7/19/11	6/22/18	6,964	5,805	1,159
100 Suntrust Banks	7/19/11	6/22/18	6,844	2,404	4,440
110 Target	1/6/12	6/22/18	8,427	5,402	3,025
160 Torchmark	7/19/11	6/22/18	13,407	4,377	9,030
70 Travelers	7/19/11	6/22/18	8,766	3,998	4,768
70 United Parcel	3/10/17	6/22/18	8,063	7,447	616
170 Verizon Communications	9/15/16	6/22/18	8,436	8,835	(399)
wash sale loss disallowed				(399)	399
290 Exelon	10/4/02	8/17/18	12,961	10,417	2,544
SUB-TOTALS			444,288	325,582	118,706

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/18

TAX PAYER IDENTIFICATION # 43-6928736

NAME Paul W Burleson Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Capital Gains and Losses - Wells Fargo #5418-5570

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
SUB-TOTALS			444,288	325,582	118,706
320 Kroger	6/19/17	8/8/18	9,783	7,225	2,558
715 Taiwan Semiconductor	8/20/13	8/3/18	29,760	11,329	18,431
540 Walmart	various	8/17/18	53,010	35,653	17,357
530 Cisco Systems	7/19/11	11/13/18	24,069	8,267	15,802
515 Diamond Offshore Drilling	1/5/17	11/26/18	6,375	9,758	(3,383)
660 Ebay	8/8/18	11/26/18	19,050	22,355	(3,305)
60 Exxon Mobil	8/14/13	11/26/18	4,614	5,361	(747)
380 Exxon Mobil	7/19/11	11/26/18	29,223	31,599	(2,376)
258 Facebook	various	11/26/18	35,270	44,437	(9,167)
470 Franklin Resources	1/5/17	11/26/18	15,695	18,981	(3,286)
1430 Honda Motor Ltd	various	11/26/18	40,430	44,730	(4,300)
325 McKesson	various	11/26/18	39,151	47,341	(8,190)
210 Mohawk Industries	9/13/18	11/26/18	26,992	39,050	(12,058)
505 Molson Coors	various	11/26/18	32,866	36,384	(3,518)
545 Qualcomm	1/30/15	11/26/18	30,353	33,082	(2,729)
715 Schlumberger	various	11/26/18	32,800	44,400	(11,600)
210 Procter & Gamble	7/19/11	12/6/18	19,437	13,544	5,893
2440 Annaly Capital Mgt	12/31/13	12/14/18	24,855	19,994	4,861
2595 Ishrs Russell 1000 Value	11/26/18	12/27/18	278,326	313,372	(35,046)
500 Ishrs Short Treasury Bond	1/19/18	12/27/18	55,144	55,150	(6)
			1,251,491	1,167,594	83,897

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/18

TAX PAYER IDENTIFICATION # 43-6928736

NAME Paul W Burleson Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Capital Gains and Losses - Wells Fargo #5855-0128

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
21 Helermich & Payne	2/15/17	1/10/18	1,439	1,450	(11)
180 Sabre Corp	9/8/16	1/10/18	3,657	5,238	(1,581)
182 Sabre Corp	various	1/11/18	3,730	4,293	(563)
20 Spirit Aerosystems	5/24/16	1/11/18	1,867	930	937
50 Spirit Aerosystems	various	1/18/18	4,885	2,220	2,665
56 Fifth Third Bancorp	2/3/14	1/24/18	1,863	1,154	709
87 Michaels Cos	various	1/25/18	2,345	1,917	428
106 Gentex	various	1/30/18	2,479	1,675	804
73 Hemerich & Payne	various	1/31/18	5,249	4,785	464
29 Borg Warner	7/27/16	2/7/18	1,580	992	588
38 Robert Half Intl	various	2/7/18	2,141	1,512	629
77 CSRA Inc	3/7/17	2/12/18	3,110	2,252	858
14 Jones Lang LaSalle	various	2/12/18	2,130	1,633	497
85 Interpublic Gp Cos	9/3/15	2/15/18	2,129	1,627	502
9 Jones Lang LaSalle	5/2/16	2/26/18	1,455	1,048	407
59 Robert Half Intl	various	2/26/18	3,393	2,193	1,200
14 F5 Networks	4/23/15	2/27/18	2,111	1,747	364
130 Archer Daniels Midland	various	2/28/18	5,416	5,584	(168)
19 Jones Lang LaSalle	various	3/22/18	3,347	1,737	1,610
86 Vistra Energy	8/10/17	3/27/18	1,789	1,470	319
81 Gentex	8/20/15	4/3/18	1,877	1,272	605
26 Ryman Hospitality Pptys	2/3/14	4/3/18	1,984	1,055	929
190 CSRA Inc	various	4/6/18	7,838	5,637	2,201
67 Brinker Intl	various	4/17/18	2,637	3,017	(380)
15 F5 Networks	various	4/18/18	2,373	1,951	422
22 Bok Financial	various	4/23/18	2,272	1,396	876
63 Brinker Intl	various	5/1/18	2,863	2,990	(127)
122 Brinker Intl	various	5/2/18	5,661	4,118	1,543
SUB-TOTALS			83,620	66,893	16,727

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/18

TAX PAYER IDENTIFICATION # 43-6928736

NAME Paul W Burleson Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Capital Gains and Losses - Wells Fargo #5855-0128

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
SUBTOTALSD			83,620	66,893	16,727
13 F5 Networks	various	5/4/18	2,174	1,712	462
33 Encompass Health	1/14/15	5/15/18	2,065	1,279	786
22 F5 Networks	various	5/15/18	3,749	2,718	1,031
51 National Oilwell Varco	1/31/18	6/4/18	2,135	1,873	262
29 Ryman Hospitality Pptys	2/3/14	6/4/18	2,474	1,177	1,297
92 Gentex	various	6/6/18	2,239	1,274	965
65 Newfield Exploration	3/7/17	6/12/18	1,939	2,331	(392)
101 Newfield Exploration	various	6/26/18	3,027	3,620	(593)
46 UGI Corp	12/7/17	7/9/18	2,439	2,284	155
42 Kar Auction Services	7/24/17	7/17/18	2,562	1,755	807
36 Encompass Health	6/4/15	7/26/18	2,670	1,565	1,105
46 National Oilwell Varco	1/31/18	7/30/18	2,205	1,689	516
17 Carlisle Co	4/6/18	8/3/18	2,122	1,669	453
202 Gentex	various	8/9/18	4,784	3,562	1,222
34 Kar Auction Services	7/24/17	8/24/18	2,154	1,421	733
82 Express Scripts	various	9/6/18	7,323	5,599	1,724
57 Apache Corp	6/10/15	9/25/18	2,735	3,361	(626)
106 Discovery Inc	11/13/14	9/26/18	3,357	3,480	(123)
86 Vistra Energy	various	10/10/18	2,193	1,475	718
45 UGI Corp	12/7/17	10/16/18	2,442	2,235	207
82 Store Capital	5/22/17	10/17/18	2,313	1,687	626
69 Store Capital	5/22/17	10/24/18	2,027	1,420	607
33 Ventas	1/26/18	10/25/18	1,870	1,836	34
65 Discovery Inc A	various	10/30/18	2,018	2,121	(103)
54 Aerojet Rocketdyne	12/1/17	11/5/18	1,980	1,676	304
14 Universal Health Svcs	2/3/14	11/7/18	1,804	1,111	693
.8 Equitrans Midstream	various	11/13/18	17	27	(10)
19 J.M. Smucker	10/13/17	11/14/18	2,164	2,014	150
Sub-Totals			154,601	124,864	29,737

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/18

TAX PAYER IDENTIFICATION # 43-6928736

NAME Paul W Burleson Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Capital Gains and Losses - Wells Fargo #5855-0128

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
Sub-Totals			154,601	124,864	29,737
63 J.M. Smucker	various	11/20/18	7,058	6,753	305
25 Entergy	various	12/11/18	2,237	1,779	458
112 Equitrans Midstream	various	12/13/18	2,381	3,821	(1,440)
88 Nisource	12/21/16	12/19/18	2,334	1.967	367
37 Ventas	1/26/18	12/21/18	2,281	2,058	223
			170,892	141,242	29,650

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/18

TAX PAYER IDENTIFICATION # 43-6928736

NAME Paul W Burleson Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Capital Gains and Losses - Wells Fargo #6294-6779

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
94 Telecom Argentina	12/31/14	1/2/18	3,504	1,465	2,039
30 Briggs & Stratton	2/7/14	1/22/18	796	628	168
108 Companhia Brasileirade	various	2/1/18	2,532	1,335	1,197
67 G4S PLC	2/7/14	2/1/18	1,355	1,297	58
100 Federated Invts	3/2/17	3/2/18	3,307	2,667	640
122 Erste Group Bank	various	3/5/18	3,153	1,611	1,542
82 Embraer	2/7/14	3/15/18	2,087	2,665	(578)
33 FTI Consulting	2/5/16	3/15/18	1,609	1,106	503
512 Sega Sammy Hldg	9/11/15	3/29/18	2,030	1,360	670
32 FTI Consulting	2/5/16	4/12/18	1,599	1,073	526
50 Wm Morrison	10/3/14	4/12/18	810	644	166
55 FTI Consulting	various	4/20/18	2,803	2,060	743
55 J Sainsbury	1/3/17	4/26/18	819	677	142
109 Wm Morrison	various	5/4/18	1,805	1,441	364
78 Taisho Pharmaceutical	10/13/17	5/17/18	2,035	1,528	507
48 J Sainsbury	1/3/17	5/24/18	832	604	228
9 Taro Pharmaceuticals	12/22/17	6/7/18	1,083	948	135
419 Sega Sammy Hldg	9/11/15	6/8/18	1,744	1,113	631
67 Taisho Pharmaceuticals	10/13/17	6/8/18	1,858	1,313	545
225 Rent A Center	various	6/18/18	3,307	4,012	(705)
433 Opko Health	various	7/12/18	2,674	1,346	1,328
100 Wm Morrison	various	7/12/18	1,682	1,257	425
82 J Sainsbury	1/3/17	10/4/18	1,354	1,010	344
257 Owens & Minor	various	10/4/18	4,189	6,858	(2,669)
97 Wm Morrison	various	10/4/18	1,618	1,141	477
62 Companhia Brasileirade	various	11/8/18	1,330	632	698
88 Interpublic Group Cos	10/27/17	11/15/18	2,106	1,724	382
1055 Debenhams PLC	various	11/26/18	281	5,291	(5,010)
Sub-Totals			54,302	48,806	5,496

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/18

TAX PAYER IDENTIFICATION # 43-6928736

NAME Paul W Burleson Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Capital Gains and Losses - Wells Fargo #6294-6779

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
Sub-Totals			54,302	48,806	5,496
152 MDC Holdings	various	11/29/18	4,518	3,497	1,021
			58,820	52,303	6,517

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/18

TAX PAYER IDENTIFICATION # 43-6928736

NAME Paul W Burleson Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Capital Gains and Losses - Wells Fargo #6469-8722

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
1076 Global X MSCI Norway 30	10/11/17	6/22/18	15,582	14,773	809
393 Ishrs MSCI Taiwan	4/1/16	6/22/18	14,164	10,677	3,487
452 Ishrs MSCI Singapore	4/1/16	6/22/18	10,884	9,698	1,186
529 Ishrs Curr Hedged Germany	12/14/16	6/22/18	15,073	13,473	1,600
498 Ishrs MSCI India	various	6/22/18	16,819	13,532	3,287
525 IshRS MSCI France	6/14/17	6/22/18	16,214	15,511	703
617 Ishrs MSCI Hong Kong	7/19/11	6/22/18	15,230	11,174	4,056
55 SPDR S&P 500	7/29/13	6/22/18	15,145	9,274	5,871
8780 MSCI Singapore	various	7/13/18	206,922	188,691	18,231
1040 Global X MSCI Norway 30	10/11/17	9/28/18	15,828	14,279	1,549
6952 Ishrs MSCI India	1/9/17	9/28/18	225,694	188,419	37,275
158 Ishrs MSCI France	6/14/17	9/28/18	4,963	4,668	295
9298 Ishrs MSCI Hong Kong	various	9/28/18	223,254	168,537	54,717
42 SPDR S&P 500	7/29/13	9/28/18	11,625	6,745	4,880
15384 Global X Norway 30	10/11/17	11/29/18	202,451	211,222	(8,771)
8073 Ishares Curr Hedged Korea	9/28/18	11/29/18	211,671	235,157	(23,486)
8927 Ishares Curr Hedged CDA	9/28/18	11/29/18	224,690	237,803	(13,113)
7424 Ishares MSCI France	6/14/17	11/29/18	209,598	219,337	(9,739)
830 SPDR S&P 500	7/13/18	11/29/18	226,939	232,005	(5,066)
			1,882,746	1,804,975	77,771

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/18

TAX PAYER IDENTIFICATION # 43-6928736

NAME Paul W Burleson Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Capital Gains and Losses - Wells Fargo #8407-7036

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
100M Goldman Sachs 6%	7/30/12	6/22/18	105,149	110,631	(5,482)
50M Lockheed Martin 4.25%	7/25/11	6/22/18	50,896	52,311	(1,415)
50M Southern Power 4.15%	9/6/11	6/22/18	50,017	54,199	(4,182)
			206,062	217,141	(11,079)

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/18

TAX PAYER IDENTIFICATION # 43-6928736

NAME Paul W Burleson Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part II - Line 10c - Corporate Bonds and Notes

	Column (a) Book Value 12/31/17	Column (b) Book Value 12/31/18	Column (c) Fair Mkt Value 12/31/18
Exelon Generation 5.2% 10/1/19	53,654	53,654	50,645
Goldman Sachs Group 6% 6/15/20	110,631	-0-	-0-
Lockheed Martin 4.25% 11/15/19	52,311	-0-	-0-
Omnicom Group 3.6% 4/15/26	50,949	50,949	47,339
Southern Power 4.15% 12/1/25	54,199	-0-	-0-
Thermo Fisher 4.15% 2/1/24	53,136	53,136	50,645
Thomson Reuters 4.3% 11/23/23	106,587	106,587	101,884
U.S. Bancorp 4.125% 5/24/21	113,737	113,737	102,301
United Technologies 3.1% 6/1/22	53,122	53,122	48,960
	648,326	431,185	401,774

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/18

TAX PAYER IDENTIFICATION # 43-6928736

NAME Paul W Burleson Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Line 10b - Corporate Stock

	Column (a) Book Value 12/31/17	Column (b) Book Value 12/31/18	Column (c) Fair Mkt Value 12/31/18
Wells Fargo #1351-8767	2,725,107	2,754,109	4,355,031
Wells Fargo #5418-5570	1,270,818	1,490,298	1,725,486
Wells Fargo #5855-0128	252,794	299,803	268,434
Wells Fargo #6294-6779	213,852	235,076	195,873
Wells Fargo #6469-8722	1,592,455	1,606,017	1,617,876
	6,055,026	6,385,303	8,162,700

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/18

TAX PAYER IDENTIFICATION # 43-6928736

NAME Paul W Burleson Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part II - Line 10b - Corporate Stock

	Column (a) Book Value 12/31/17	Column (b) Book Value 12/31/18	Column (c) Fair Mkt Value 12/31/18
WELLS FARGO ACCT #6469-8722			
Global MSCI Norway 30	240,275	-0-	-0-
Ishares Currency Hedged Germany	205,054	221,136	204,369
Ishares MSCI ACWI	-0-	1,075,008	1,013,040
Ishares MSCI India	201,951	-0-	-0-
Ishares MSCI Taiwan	176,245	174,578	200,281
Ishares MSCI Singapore	198,389	-0-	-0-
Ishares MSCI Hong Kong	179,711	-0-	-0-
Ishares MSCI France	239,516	-0-	-0-
SPDR S&P 500 Trust	151,314	135,295	200,186
	1,592,455	1,606,017	1,617,876

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/18

TAX PAYER IDENTIFICATION # 43-6928736

NAME Paul W Burleson Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part II - Line 10b - Corporate Stock

	Column (a) Book Value 12/31/17	Column (b) Book Value 12/31/18	Column (c) Fair Mkt Value 12/31/18
WELLS FARGO ACCT #1351-8767			
Abbott Labs	64,556	64,556	120,502
Accenture	84,991	84,991	84,042
AFLAC	62,378	62,378	114,902
Air Products & Chemicals	42,505	42,505	79,065
Amgen	82,728	82,728	108,236
Analog Devices	42,958	42,958	102,481
Apple	-0-	51,417	45,114
AT&T	57,516	57,516	52,485
Automatic Data Processing	39,211	39,211	110,796
Becton Dickinson	48,195	48,195	123,926
Blackrock	62,593	62,593	69,922
Chevron	70,539	70,539	70,605
Chubb Ltd	80,348	80,348	93,914
Cisco Systems	83,147	83,147	112,961
Clorox	47,981	47,981	100,962
Colgate Palmolive	41,977	41,977	56,663
Eaton Vance	23,131	23,131	29,516
Emerson Electric	66,706	66,706	69,967
Eversource Energy	43,580	43,580	82,601
Exxon Mobil	65,559	58,126	52,438
Factset Research	33,417	33,417	69,845
General Mills	42,400	-0-	-0-
General Dynamics	44,611	44,611	100,614
Grainger, W.W.	26,419	-0-	-0-
Harris Corp	30,228	30,228	96,005
Illinois Tool Works	45,518	45,518	102,619
IBM	58,392	-0-	-0-
Johnson & Johnson	59,997	108,329	152,924
JPMorgan Chase	66,181	114,151	106,894
Linde PLC	-0-	85,484	81,609
Lowes Companies	60,088	60,088	137,801
McDonalds	41,535	41,535	85,944
Medtronic	98,819	98,819	124,342
Microsoft	68,089	68,089	220,509
Nextera Energy	41,493	41,493	127,062
Nike	42,437	42,437	61,685
Norfolk Southern	52,194	52,194	105,127
Novartis	45,813	45,813	63,328
Paychex	42,473	42,473	92,448
Pepsico	45,415	67,986	94,460
Phillips 66	41,551	41,551	72,538
	2,097,669	2,218,799	3,576,852

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/18

TAX PAYER IDENTIFICATION # 43-6928736

NAME Paul W Burleson Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part II - Line 10b - Corporate Stock

	Column (a) Book Value 12/31/17	Column (b) Book Value 12/31/18	Column (c) Fair Mkt Value 12/31/18
WELLS FARGO ACCT #1351-8767			
Sub-Totals	2,097,669	2,218,799	3,576,852
Polaris	32,594	32,594	41,637
Praxair	56,834	-0-	-0-
Procter & Gamble	43,536	66,366	83,831
Qualcomm	58,124	-0-	-0-
Sysco	46,554	46,554	94,303
Target	40,390	40,390	52,343
United Technologies	65,114	65,114	76,240
U.S. Bancorp	77,179	77,179	66,951
VF Corp	37,378	37,378	93,313
Wal-Mart Stores	57,134	57,134	89,517
WEC Energy	66,812	66,812	87,060
3M Company	45,789	45,789	92,984
	2,725,107	2,754,109	4,355,031

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/18

TAX PAYER IDENTIFICATION # 43-6928736

NAME Paul W Burleson Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part II - Line 10b - Corporate Stock

	Column (a) Book Value 12/31/17	Column (b) Book Value 12/31/18	Column (c) Fair Mkt Value 12/31/18
WELLS FARGO ACCT #5855-0128			
Aerojet Recketdyne	2,979	5,883	7,187
Amerco	7,131	9,564	8,531
Apache Corp	9,452	8,349	4,568
Aramark	2,337	8,786	7,069
Archer Daniels Midland	5,585	-0-	-0-
Arconic	-0-	8,608	6,542
Axalta Coating Systems	2,542	7,748	6,440
BOK Financial	5,484	8,634	7,626
Borg Warner	3,716	7,070	6,184
Brinker Intl	10,125	-0-	-0-
Carlisle Cos	-0-	5,186	5,127
Cerner Corp	-0-	5,277	5,296
Citizens Financial	5,483	7,364	7,938
Congnizant Technology	4,837	6,777	7,300
CSRA Inc	7,889	-0-	-0-
Discovery Inc	10,626	5,025	5,690
DXC Technology	-0-	9,857	6,434
Ebay	-0-	8,758	7,579
Encompass Health	-0-	2,431	4,134
Entergy	3,151	3,524	4,045
EQT Corp	8,122	7,023	5,403
Fifth Third Bancorp	5,632	4,478	5,271
F5 Networks	8,128	-0-	-0-
Gentex	7,783	-0-	-0-
Healthsouth	5,276	-0-	-0-
Helmerich & Payne	6,235	-0-	-0-
Ingredion	-0-	10,966	8,409
Interpublic Group Cos	9,787	8,160	7,695
Invesco	6,658	10,845	6,411
J.M. Smucker	6,466	-0-	-0-
Jones Lang LaSalle	4,418	-0-	-0-
Kar Auction Services	6,393	3,217	3,674
LKQ Corp	-0-	8,421	7,048
Lowes	-0-	4,568	4,188
Masco	-0-	11,430	9,006
Michaels	9,505	9,893	6,323
National Oilwell Varco	-0-	3,644	2,699
Newfield Exploration	8,137	8,625	5,805
Nisource	4,618	2,652	2,991
Northern Trust	5,147	5,147	6,102
	183,642	217,910	188,715

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/18

TAX PAYER IDENTIFICATION # 43-6928736

NAME Paul W Burleson Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part II - Line 10b - Corporate Stock

	Column (a) Book Value 12/31/17	Column (b) Book Value 12/31/18	Column (c) Fair Mkt Value 12/31/18
WELLS FARGO ACCT #5855-0128			
Sub-Totals	183,642	217,910	188,715
Robert Half Intl	3,706	-0-	-0-
Ryman Hospitality Pptys	4,570	2,338	3,668
Sabre Corp	9,531	-0-	-0-
Signature Bank New York	-0-	5,110	4,524
Snap-In Inc	6,154	8,225	7,991
Spirit Aerosystems	3,150	-0-	-0-
Stericycle	-0-	9,328	6,531
Store Capital	4,464	3,153	4,105
Thor Industries	-0-	6,680	5,772
UGI Corp	7,285	4,750	5,548
Universal Health Svcs	7,074	5,962	6,644
Ventas	-0-	4,994	5,332
Vistra Energy	6,974	4,029	5,173
Weyerhaeuser	5,125	9,192	6,798
White Mountain Ins Group	6,549	6,548	9,434
Zayo Group Hldgs	4,570	11,584	8,199
	252,794	299,803	268,434

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/18

TAX PAYER IDENTIFICATION # 43-6928736

NAME Paul W Burleson Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part II - Line 10b - Corporate Stock

	Column (a) Book Value 12/31/17	Column (b) Book Value 12/31/18	Column (c) Fair Mkt Value 12/31/18
WELLS FARGO ACCT #6294-6779			
Amdocs Ltd	3,634	3,634	4,979
Amerco	-0-	1,030	984
Arrow Electronics	-0-	2,626	2,551
Atresmedia	-0-	3,780	2,077
Avnet	2,791	3,796	3,105
Balfour Beatty	1,881	1,881	2,162
Banco Latinoamericano	-0-	3,708	2,751
Bic SA	-0-	4,871	4,992
Briggs & Stratton	9,566	10,166	6,841
C&C Group	7,849	7,849	5,888
Calbee Inc	-0-	2,649	2,466
Celestica	-0-	2,058	1,807
Cemex	1,356	1,356	1,354
Companhia Brasileirade	2,493	527	1,246
Companhia Paranense	5,719	5,719	5,168
Dai Nippon Print	3,891	3,891	4,122
De La Rue	1,425	3,066	1,966
Debenhams PLC	5,291	-0-	-0-
Dorel Inds	5,966	5,966	2,932
E-L Financial	2,215	2,215	2,313
Edgewell Pers Care	2,796	5,084	3,474
Embraer	11,780	10,438	10,910
Erste Bank Group	1,611	-0-	-0-
Federated Invts	2,667	1,265	1,354
First Pac	3,528	3,528	1,347
FTI Consulting	4,239	-0-	-0-
Fuji Media	-0-	2,752	2,426
G4S PLC	3,851	2,554	1,840
Hachijuni Bank	4,248	6,546	5,066
Interpublic GroupoCos	2,782	1,058	1,114
ITV PLC	2,684	2,684	2,092
J Sainsbury	5,234	2,943	3,224
Jeffries Fincl Group	-0-	2,520	2,083
Kingfisher	7,161	7,161	4,505
Krones	-0-	2,758	2,431
L Brands	-0-	2,916	1,977
Leucadia National	2,520	-0-	-0-
MDC Holdings	3,497	-0-	-0-
Maygar Telecom	2,413	2,413	2,396
Marks & Spencer	10,791	10,791	6,809
Mednax	-0-	1,169	1,155
Metro AG	2,751	3,508	3,062
Mitie Group	4,394	4,394	2,535
Sub-Totals	133,024	147,270	119,504

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/18

TAX PAYER IDENTIFICATION # 43-6928736

NAME Paul W Burleson Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part II - Line 10b - Corporate Stock

	Column (a) Book Value 12/31/17	Column (b) Book Value 12/31/18	Column (c) Fair Mkt Value 12/31/18
WELLS FARGO ACCT #6294-6779			
Sub-Totals	133,024	147,270	119,504
Mitsubishi Tanabe Pharma	1,758	6,677	6,074
Mohwak Inds	-0-	2,738	2,456
Netgear	-0-	2,588	2,185
Owens & Minor	7,550	2,109	1,139
Premier Foods	4,105	4,105	1,680
Rent A Center	4,012	-0-	-0-
Rhoen-Klinikum	-0-	3,957	3,772
S.A. Dieteren	3,478	3,478	3,273
Sega Sammy Hldg	5,349	3,649	4,061
Shizuoka Bank	4,240	5,642	4,787
Sierra Wireless	-0-	1,275	1,075
Taisho Pharmaceutical	5,798	2,958	3,817
Taro Phamraceuticals	2,529	5,134	4,401
Taylor Morrison	2,870	2,870	2,003
Telecom Argentina	1,464	-0-	-0-
The St Joe Company	3,659	4,384	3,319
Toyo Suisan Kaisha	4,167	4,167	3,795
TV Asahi	-0-	4,245	3,426
United Therapeutics	4,300	5,430	5,009
Wacoal Hldgs	3,955	3,955	3,992
Whirlpool	2,924	3,579	2,565
Wm Morrison	12,275	7,792	7,468
World Fuel Service	2,849	2,849	1,713
Yue Yuen Industrial	3,546	4,225	4,359
	213,852	235,076	195,873

Form 990-PF: Return of Private Foundation

Part IV: Capital Gains and Losses for Tax on Investment Income

Continuation Statement

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired	(d) Date sold
WELLS FARGO #6469-8722 PER ATTACHED SCHED	P	Various	Various
WELLS FARGO #8407-7036 PER ATTACHED SCHED	P	Various	Various
CAPITAL GAIN DISTRIBUTIONS	P	Various	Various

(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)
1,882,746.		1,804,975.	77,771.
206,062.		217,141.	-11,079.
757.		0.	757.
2,089,565.	0.	2,022,116.	67,449.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
0.	0.	0.	77,771.
			-11,079.
0.	0.	0.	757.
0.	0.	0.	67,449.