

Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

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 04
 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) --
 ► \$ 31,529,953.

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (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	59.	59.	N/A	
	4 Dividends and interest from securities	944,001.	878,942.		
	5a Gross rents				
	b Net rental income (or loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,212,962.			
	b Gross sales price for all assets on line 6a	3,438,277.			
	7 Capital gain net income (from Part IV, line 2)		2,212,962.		
	8 Net short term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	SEE STATEMENT 1	456.	456.		
	12 Total. Add lines 1 through 11	3,157,478.	3,092,419.		
	13 Compensation of officers, directors, trustees, etc.	149,085.	29,817.		119,268.
	14 Other employee salaries and wages	81,155.	16,231.		64,924.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 2	1,504.	301.		1,203.
	c Other professional fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule) (see instrs) SEE STM 3	45,467.	16,276.		9,186.
	19 Depreciation (attach schedule) and depletion SEE STMT 4	358.			
	20 Occupancy				
	21 Travel, conferences, and meetings	5,379.	1,076.		4,303.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 5	15,879.	175.		14,575.
	24 Total operating and administrative expenses. Add lines 13 through 23	298,827.	63,876.		213,459.
	25 Contributions, gifts, grants paid PART XV	1,608,900.			1,608,900.
	26 Total expenses and disbursements. Add lines 24 and 25	1,907,727.	63,876.		1,822,359.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,249,751.			
	b Net investment income (if negative, enter -0-)		3,028,543.		
	c Adjusted net income (if negative, enter -0-)				

RECEIVED

NOV 20 2019

SOSC

OGDEN

SCANNED DEC 31 2019

Operating and Administrative Expenses

922

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	1 Cash – non-interest-bearing		
	2	2 Savings and temporary cash investments	263,901.	448,704.
	3	3 Accounts receivable	16,548.	16,548.
		Less allowance for doubtful accounts	16,456.	16,548.
	4	4 Pledges receivable		
		Less: allowance for doubtful accounts		
	5	5 Grants receivable		
	6	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		
	7	7 Other notes and loans receivable (attach sch)		
		Less allowance for doubtful accounts		
	8	8 Inventories for sale or use		
	9	9 Prepaid expenses and deferred charges		
	10a	10a Investments – U.S and state government obligations (attach schedule)		
	b	Investments – corporate stock (attach schedule)	24,969,927.	26,031,270.
	c	Investments – corporate bonds (attach schedule)	1,735,136.	1,734,007.
	11	11 Investments – land, buildings, and equipment, basis	5,025.	
		Less: accumulated depreciation (attach schedule) SEE STMT 6	5,025.	
	12	12 Investments – mortgage loans		
	13	13 Investments – other (attach schedule)		
	14	14 Land, buildings, and equipment, basis	1,789.	
		Less: accumulated depreciation (attach schedule) SEE STMT 7	537.	1,252.
	15	15 Other assets (describe SEE STATEMENT 8)		25,290.
	16	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	26,987,030.	28,231,781.
Liabilities	17	17 Accounts payable and accrued expenses		10,000.
	18	18 Grants payable		
	19	19 Deferred revenue		
	20	20 Loans from officers, directors, trustees, & other disqualified persons		
	21	21 Mortgages and other notes payable (attach schedule)		
	22	22 Other liabilities (describe SEE STATEMENT 9)	25,000.	10,000.
	23	23 Total liabilities (add lines 17 through 22)	25,000.	20,000.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31.		<input type="checkbox"/>	
	24	24 Unrestricted		
	25	25 Temporarily restricted		
	26	26 Permanently restricted		
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>	
	27	27 Capital stock, trust principal, or current funds	26,962,030.	28,211,781.
	28	28 Paid-in or capital surplus, or land, bldg, and equipment fund		
	29	29 Retained earnings, accumulated income, endowment, or other funds		
	30	30 Total net assets or fund balances (see instructions)	26,962,030.	28,211,781.
	31	31 Total liabilities and net assets/fund balances (see instructions)	26,987,030.	28,231,781.

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	26,962,030.
2	Enter amount from Part I, line 27a	2	1,249,751.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	28,211,781.
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	28,211,781.

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)
1 a SHT-TERM COVERED-SCHEDULED		P	VARIOUS	VARIOUS
b LONG-TERM COVERED-SCHEDULED		P	VARIOUS	VARIOUS
c LONG-TERM NONCOVERED-SCHEDULED		P	VARIOUS	VARIOUS
d CAPITAL GAIN DIVIDENDS				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g))	
a 503,593.		468,594.	34,999.	
b 396,407.		354,328.	42,079.	
c 1,699,459.		402,393.	1,297,066.	
d				
e				
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			34,999.	
b			42,079.	
c			1,297,066.	
d			838,818.	
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	2,212,962.
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	34,999.

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	1,917,538.	33,859,340.	0.056632
2016	1,588,997.	31,566,171.	0.050339
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

2 Total of line 1, column (d)	2	0.257062
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	0.051412
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	34,527,355.
5 Multiply line 4 by line 3	5	1,775,120.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	30,285.
7 Add lines 5 and 6	7	1,805,405.
8 Enter qualifying distributions from Part XII, line 4	8	1,822,359.

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)

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 b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 30,285.
1 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 30,285.
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 30,285.
6 Credits/Payments:	
6 a 2018 estimated tax pmts and 2017 overpayment credited to 2018	6 a 43,346.
6 b Exempt foreign organizations – tax withheld at source	6 b 5.
6 c Tax paid with application for extension of time to file (Form 8868)	6 c
6 d Backup withholding erroneously withheld	6 d
7 Total credits and payments Add lines 6a through 6d	7 43,351.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 13,066.
11 Enter the amount of line 10 to be Credited to 2019 estimated tax ► 13,066. Refunded	11 0.

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	X	

1 b	X

1 c	X

2	X

3	X

4 a	X

4 b	N/A

5	X

6	X

7	X

8 b	X

9	X

10	X

2

BAA

Form 990-PF (2018)

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"/> Yes	<input checked="" type="checkbox"/> No
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"/> 11	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
14	The books are in care of ▶ <u>LISA T GIBERSON</u> Telephone no ▶ <u>512-312-1336</u> Located at ▶ <u>317 N RAILROAD ST BUDA TX</u> ZIP + 4 ▶ <u>78610-1230</u>	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
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	<input type="checkbox"/> 15	<input type="checkbox"/> N/A
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country	<input type="checkbox"/> 16	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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	<input type="checkbox"/> 1 b	<input type="checkbox"/> N/A
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
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?	<input type="checkbox"/> 1 c	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If 'Yes,' list the years ▶ <u>20 __ , 20 __ , 20 __ , 20 __</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)	<input type="checkbox"/> 2 b	<input type="checkbox"/> N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
	▶ <u>20 __ , 20 __ , 20 __ , 20 __</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 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)	<input type="checkbox"/> 3 b	<input type="checkbox"/> 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"/> 4 a	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> 4 b	<input checked="" type="checkbox"/> 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions		5 b	N/A
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
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	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.		6 b	X
7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?		7 b	N/A
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
WILLIAM T JOHNSON P O BOX 1230 BUDA, TX 78610	TRUSTEE 30.00	30,000.	27,127.	0.
ROBERT C GIBERSON P O BOX 1230 BUDA, TX 78610	TRUSTEE 30.00	30,000.	15,979.	0.
KATHERINE A JOHNSON P O BOX 1230 BUDA, TX 78610	TRUSTEE 30.00	30,000.	15,979.	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	60,087.	21,068.	0.

Total number of other employees paid over \$50,000

>

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services. See instructions. If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

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

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

Amount

1	N/A	
2		

All other program-related investments. See instructions

3		

Total. Add lines 1 through 3

0.

BAA

Form 990-PF (2018)

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	34,843,272.
b Average of monthly cash balances	1b	209,880.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	35,053,152.
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	35,053,152.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	525,797.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	34,527,355.
6 Minimum investment return. Enter 5% of line 5	6	1,726,368.

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	1,726,368.
2a Tax on investment income for 2018 from Part VI, line 5	2a	30,285.
b Income tax for 2018 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	30,285.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,696,083.
4 Recoveries of amounts treated as qualifying distributions.	4	
5 Add lines 3 and 4	5	1,696,083.
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	1,696,083.

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	1,822,359.
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	1,822,359.
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	30,285.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,792,074.

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				1,696,083.
2 Undistributed income, if any, as of the end of 2018:			0.	
a Enter amount for 2017 only			0.	
b Total for prior years: 20 20 20		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013 15,246.				
b From 2014 42,793.				
c From 2015 28,845.				
d From 2016 47,181.				
e From 2017 267,101.				
f Total of lines 3a through e 401,469.				
4 Qualifying distributions for 2018 from Part XII, line 4: \$ 1,822,359.			0.	
a Applied to 2017, 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 2018 distributable amount 126,276.				1,696,083.
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))	0.			
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 527,745.				
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 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 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 2013 not applied on line 5 or line 7 (see instructions) 15,246.				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a 512,499.				
10 Analysis of line 9:				
a Excess from 2014 42,793.				
b Excess from 2015 28,845.				
c Excess from 2016 47,484.				
d Excess from 2017 267,101.				
e Excess from 2018 126,276.				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SCHEDULES ATTACHED			SCHEDULES ATTACHED	1,608,900.
Total			► 3a	1,608,900.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

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	59.	
4 Dividends and interest from securities			14	944,001.	
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			14	456.	
8 Gain or (loss) from sales of assets other than inventory			18	2,212,962.	
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)				3,157,478.	
13 Total. Add line 12, columns (b), (d), and (e)	13				3,157,478.
(See worksheet in line 13 instructions to verify calculations)					

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

2018

FEDERAL STATEMENTS

PAGE 1

THE BURDINE JOHNSON FOUNDATION

74-6036669

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ 456.	\$ 456.	\$ 456.
TOTAL	<u>\$ 456.</u>	<u>\$ 456.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION/ACCOUNTING	\$ 1,504.	\$ 301.		\$ 1,203.
TOTAL	<u>\$ 1,504.</u>	<u>\$ 301.</u>		<u>\$ 1,203.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX -2018	\$ 20,000.			
FIRST EAGLE W/H	5.			
FOREIGN TAXES	13,980.	\$ 13,980.		
PAYROLL TAXES	11,482.	2,296.		
TOTAL	<u>\$ 45,467.</u>	<u>\$ 16,276.</u>		<u>\$ 9,186.</u>
				<u>\$ 9,186.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 19
ALLOCATED DEPRECIATION

DATE ACQUIRED	COST BASIS	PRIOR YR DEPR	METHOD	RATE	LIFE	CURRENT YR DEPR	NET INVEST INCOME	ADJUSTED NET INCOME
COPIER EQUIPMENT 7/01/17	1,789	179	S/L		5	358	0	0

2018

FEDERAL STATEMENTS

PAGE 2

THE BURDINE JOHNSON FOUNDATION

74-6036669

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOND AMORTIZATION	\$ 1,129.			
BROKER FEES	175.	\$ 175.		
CONTRACT SERVICES	261.			\$ 261.
EDUCATION/SEMINARS	3,875.			3,875.
GENERAL INSURANCE	5,747.			5,747.
MEMBERSHIP DUES	1,150.			1,150.
POSTAGE	6.			6.
STORAGE	1,590.			1,590.
SUPPLIES	1,946.			1,946.
TOTAL	\$ 15,879.	\$ 175.		\$ 14,575.

STATEMENT 6
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	\$ 5,025.	\$ 5,025.	\$ 0.	\$ 0.

STATEMENT 7
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	\$ 1,789.	\$ 537.	\$ 1,252.	\$ 1,252.
TOTAL	\$ 1,789.	\$ 537.	\$ 1,252.	\$ 1,252.

STATEMENT 8
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST	\$ 0.	\$ 25,290.
TOTAL	\$ 0.	\$ 25,290.

2018

FEDERAL STATEMENTS

PAGE 3

THE BURDINE JOHNSON FOUNDATION

74-6036669

STATEMENT 9
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

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

STATEMENT 10
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

The Burdine Johnson Foundation
 Attachment to Form 990-PF Part II
 Investment Securities as of December 31, 2018

<u>Common Stocks</u>	Basis	Market Value
20,000 shs - AT&T	\$769,388.59	\$570,800.00
818 shs Charter Communications - Sold 2018	\$0.00	\$0.00
5,200 shs-Chevron Corp	\$84,073.35	\$565,708.00
8,550 shs-Exxon Mobil Corp	\$139,199.54	\$583,024.50
13,000 shs -General Electric	\$50,410.18	\$98,410.00
176 Motors Liquidation Co	\$0.00	\$1,592.80
10,700 shs - Intel Corp	\$322,963.76	\$502,151.00
3,650 shs - Johnson & Johnson	\$151,294.58	\$471,032.50
4,400 shs - Microsoft Corp	\$132,624.63	\$446,908.00
2,078 shs -3M	\$121,387.80	\$395,942.12
4,300 shs - Norfolk Southern	\$151,411.44	\$643,022.00
3,600 shs -PepsiCo	\$175,546.05	\$397,728.00
10,540 shs - Pfizer	\$31,894.37	\$456,142.50
4,800 shs-Royal Dutch Shell PLC, Class A - Sold 2018	\$0.00	\$0.00
Total Common Stocks	\$2,130,194.29	\$5,132,461.42

Closed-End Funds:

29,800 shs Alerian MLP ETF	\$350,621.95	\$260,154.00
3,875 shs - iShares Core	\$329,039.36	\$268,615.00
Total Closed-End Funds	\$679,661.31	\$528,769.00

Part II-Attachment

The Burdine Johnson Foundation
 Attachment to Form 990-PF Part II
 Investment Securities as of December 31, 2018

Mutual Funds:

16,139.097 shs -American Funds Cap World Growth & Inc	\$623,659 05	\$690,914 74
12,289 285 shs-Amer Funds Euro Pacific Growth Fund	\$621,462 93	\$554,000 96
9,801 211 shs - Amer Fnds Growth	\$414,679 64	\$419,099 78
36,558 408 shs - American Inc Funds	\$641,958 71	\$754,199 95
9,833 410 shs-Amer Washington Mutual Investors Fund	\$377,462 61	\$403,956 48
38,560 945 shs -Blackrock Global Allocation Fund, Cl A	\$727,779.10	\$667,104 34
99,109 623 shs -Eaton Vance Atlanta Cap SMID - Cap Fd	\$1,778,296 38	\$2,658,120 08
30,071 960 shs First Eagle Global Fund, Cl A	\$1,456,733 32	\$1,530,362 04
301,877 854 shs - Lord Abbett High Yield Fund Class A	\$2,089,000 00	\$2,079,938 41
170,068.027 shs - Loomis Sayles Growth Fund, Cl A	\$2,000,005 25	\$2,273,809 52
132,480 270 shs - MFS International Diversification Fund	\$2,358,851 74	\$2,249,514 98
3 835 shs - MFS Ltd Maturity Fund Cl A	\$22 93	\$22 58
38,458 568 shs-Oppenheimer Developing Markets, Cl A	\$1,588,237 49	\$1,467,963 54
41,599 882 shs Oppenheimer International Growth Fund	\$1,608,887 74	\$1,454,331 87
116,565 657 shs Wells Fargo Premier Large Co Growth	\$1,351,195 79	\$1,292,714.03
Total Mutual Funds	\$17,638,232 68	\$18,496,053 30

Warrants

51 GM \"B\" expires 7-10-19	\$1,021 19	\$810 33
Total Warrants	\$1,021 19	\$810 33

Part II-Attachment

The Burdine Johnson Foundation
 Attachment to Form 990-PF Part II
 Investment Securities as of December 31, 2018

Preferred Stocks

10,000 shs - Axis Capital Holdings 5 50%	\$250,000 00	\$209,400 00
5,000 shs - Bank of America Corp - 6%	\$125,000 00	\$125,250 00
10,000 shs - Capital One Financial - 6 250%	\$250,000 00	\$250,600 00
2,500 shs - Capital One Financial - 5 20%	\$62,500 00	\$54,050 00
10,000 shs Dominion Energy Inc - 5.250%	\$250,000 00	\$230,800 00
10,000 shs - DTE Energy Co - 5 375%	\$250,000 00	\$227,700 00
7,000 shs-Escrow GM	\$0 00	\$0 00
20,000 shs - Goldman Sachs Grp	\$508,005 25	\$508,000 00
10,000 shs - Government Property Income - 5 875%	\$250,000 00	\$221,200.00
26,250 shs-HSBC Holdings 6 20%	\$656,250 00	\$676,462 50
14,000 shs - Kimco Realty 5 250%	\$350,000 00	\$286,300 00
20,000 shs - Morgan Stanley	\$505,405 25	\$504,600 00
10,000 shs - Nextera Energy Inc - 5 250%	\$250,000 00	\$229,000 00
10,000 shs - Public Storage, 6%	\$250,000.00	\$250,500 00
5,000 shs - Public Storage - 5 4%	\$125,000 00	\$114,000 00
5,000 shs - Public Storage - 5 125%	\$125,000 00	\$107,710 00
9,000 shs - Public Storage - 5 150%	\$225,000 00	\$194,040 00
10,000 shs - The Southern Company - 5 250%	\$250,000 00	\$218,100 00
16,000 shs - Vornado Realty Trust, 5 4%	\$400,000.00	\$343,040 00
5000 shs - W R Berkley - 5 75%	\$125,000 00	\$112,100 00
10,000 shs - Wells Fargo & Co - 5 7%	\$250,000 00	\$238,000.00

Part II- Attachment

The Burdine Johnson Foundation
 Attachment to Form 990-PF Part II
 Investment Securities as of December 31, 2018

2,500 shs - Wells Fargo & Co - 5 50%	\$62,500 00	\$57,625 00
2,500 shs - Wells Fargo & Co - 5 625%	\$62,500 00	\$58,750 00
Total Preferred Stocks	\$5,582,160 50	\$5,217,227 50

Corporate Notes

\$100,000 - BellSouth 6 550%, YTM 5 991%	\$105,578 84	\$103,461 00
\$100,000 - Western Union 6 25%, YTM 6.093%	\$101,160 37	\$96,590 00
\$475,000 - Citigroup Inc - Hybrid Note-Preferred 6 30%, matures 12-29-2049 Pays Qualified Dividends	\$505,880 25	\$438,187 50
Total Corporate Notes	\$712,619 46	\$638,238 50

Municipals

\$100,000 - Carroll Tx ISD Dist Taxable Sch Bldg Ser C, dtd 12-1-10, GO Due 2-15-35 6 95% Interest	\$111,038 25	\$104,322 00
\$100,000 - Dallas Tx ISD, Perm Sch Fund Guarantee, dtd 11-15-21, due 2-15-35 6 45% Interest	\$108,252 25	\$106,826 00
\$100,000 - NY, G-1 Build Amer dtd 3-30-1- due 3-1-31, GO 6 268% Interest	\$102,718 25	\$103,757 00
\$ 40,000 - Glendale, AZ Excise Tax Rev, Ser B dtd 6-10-08, due 7-1-25 6 077% Interest	\$40,505 90	\$43,742.00
\$100,000 - Sarasota Fla Rev Taxable, Dtd 12-16-10 due 2-1-30, 6 82% Int	\$108,972 25	\$108,018 00

Part II- Attachment

The Burdine Johnson Foundation
Attachment to Form 990-PF Part II
Investment Securities as of December 31, 2018

\$150,000 Utah Cty Veh Reg Tax Rev, dtd 9-3-09, 6 44% 5 628% YTC 12-1-19 @ \$100,000	\$158,180 25	\$155,014 50
\$150,000 Elizabeth City NC St Univ Rev, Taxable, Ser E dtd 12-29-10 due 4-1-40 Insured, 8 347% Int	\$174,149 25	\$158,527 50
\$200,000 Bexar Cty Tx Rev FRDG Ser B dt 8-15-08 due 8-15-32 Insured, 6 985%	\$217,571 21	\$244,392 00
Total Municipals	\$1,021,387 61	\$1,024,599 00
Total Accrued Interest (per UBS Financial Services)		\$25,290 17
Grand Total	\$27,765,277.04	\$31,063,449.22

Part II-Attachment