OMB No 1545-0047

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.

☐ Open to Public Inspection.

2019

| Departme Internal R | ent of the Treasury Revenue Service | Go to www.irs.g | gov/Form990PF for inst | ructions and the la | itest information. | en to Public Inspection |
|-----------------------------------|---|--|--|--------------------------------|---|--|
| For cal | endar year 2019 or t | ax year beginning 1 | .2/01 , 2019 | , and ending 11 | /30 , 2020 | |
| M. G | &_LILLIE A. | JOHNSON | , | | A Employer identification nu 74-6076961 | mber |
| FOUN | DATION, INC. | | • | , , | B Telephone number (see ins | |
| | . BOX 2269 | · ; | " , • | | (361) 575-79 | 10 |
| , ATCT | ORIA, TX 7790 | | | | c If exemption application is | pending, check here . > 🔝 🕡 |
| G Che | eck all that apply. | Initial return | Initial return of a forr | ner public charity | D 1 Foreign organizations, che | ck here · · · · |
| | | Final return | Amended return | | 2 Foreign organizations mee | · · · |
| H Che | eck type of organizat | Address change | Name change - 1(c)(3) exempt private f | oundation 1 | here and attach computati | on • Cost, check |
| H CIR | |) nonexempt charitable | | orivate foundation | E If private foundation statu | s was terminated |
| | market value of all assets | at end of year J Acc | counting method X C | | under section 507(b)(1)(A |), check here |
| - | m Part II, column (c), line | | Other (specify) | | F If the foundation is in a 6 | |
| ► \$ | 2 / 1 / 10 : | · · · · · · · · · · · · · · · · · · · | column (d), must be on | cash basis.) | under section 507(b)(1)(E |), check here |
| Ramil | Analysis of R | e total of amounts in | (a) Revenue and | (b) Net investme | | (d) Disbursements , for charitable |
| · | columns (b), (c), necessarily equal | and (d) may not | expenses per books | income | income | purposes |
| | column (a) (see in | | | | | (cash basis only) |
| ر وا | I . — — · · · | nts, etc., received (attach schedule). | THE STATE OF THE S | | | |
| | 2 Check ► X if the fe | oundation is not required to attach Sch. B | | | | |
| N | - | temporary cash investments | | | N/A | |
| | 4 Dividends and inte 5 a Gross rents | rest from securities | 3,292,806. | 3,292,80 | | |
| • | h Net rental income | 73,642. | 73,642. | 73,64 | 12. | ZEZERECEIVEL |
| | or (loss) 6 a Net gain or (less) trem | | 255,150. | | | |
| · 🖹 | b Gross sales price t absets on line 6e | or all 329, 135. | | | | |
| Revenue | 7 Capital gain net in 8 Net short-term cap | come (from Part IV, line 2) | | 255,15 | 50. | Colored and relative to the Colored Telegraphy and Colored Telegraph |
| Re | 9 Income modification | | | | ALICE | OGDEN! U |
| , – | 10a Gross sales less returns and | | | | | |
| , | allowances ' b Less Cost of | | | | | |
| | goods sold . C Gross profit or (loss) (a | ttach schedule) | | | | |
| | 11 Other income (atta | | • | PERSONAL PROPERTY NAMED IN CO. | discolline | |
| | | SEE STATEMENT 1 | | 5,778,50 | | |
| | 12 Total. Add lines 1 13 Compensation of c | | 9,400,101. 279,946. | 9,400,10 | | 9,500. |
| X | 14 Other employee sa | officers, directors, trustees, etc | 27,950. | 270,45 | 20. | 27,950. |
| ısı | 15 Pension plans, em | ployee benefits | | | | , |
| မ္တ | 16a Legal fees (attach | CDD CD O | | | • | 40.00 |
| ੌΩ | b Accounting fees (a | | | 298,00 | ne | 13,860. |
| <u>ĕ</u> . | 17 Interest . | (attach sch) 4-4-4-5 | 298,000. | 298,00 | | - |
| 互 | 18 Taxes (attach schedule) | (see instrs). SEE STM 4 | 604,201. | 520,72 | 27. | + |
| i st | 19 Depreciation (attac schedule) and dep | | | | | |
| , † | 20 Occupancy | | 21,992. | 21, 99 | 92. | |
| Þ | 21 Travel, conference | | | 1 | • | |
| ğ | 22 Printing and public 23 Other expenses (a | | | , | | |
| <u>.</u> | 1 | SEE STATEMENT 5 | 24,413. | 24,41 | 13. | , |
| Operating and Administrative Expe | 24 Total operating a | nd administrative | | | | , 51 310 |
| . z | expenses. Add lin | ידעי שמגמ | 1,270,368. 7,991,860. | 1,135,58 | 84. | 51,310. 7,991,860. |
| ğ | 26 Total expenses a | | | , | | |
| · | Add lines 24 and 2 | 25 | 9,262,228. | 1,135,58 | 84. | 8,043,170. |
| | 27 Subtract line 26 for a Excess of revenue | | 1 | | | |
| | | ts | 137,873. | | | |
| • | | come (if negative, enter -0-) | | 8,264,5 | 17. | |
| | C Adjusted net inco | me (if negative, enter -0-) | | | | |

Page 2

| D | राष्ट्री ह | Balance Sheets | Attached schedules and amounts in the description column should be for end-of-year amounts only | Beginning of year | Eı | nd of | f year |
|-----------------------------|--------------|---|---|----------------------------------|--|---|--|
| <u>ran</u> | | | (See instructions) | (a) Book Value | (b) Book Value | | (c) Fair Market Value |
| | | Cash - non-interes | | 200,000. | 200,00 | - | 200,000. |
| | | | rary cash investments | 25,220,754. | 24,497,54 | 11. | 24,602,853. |
| | 3 | Accounts receivable | | | santula de la companya de la company | | |
| | | Less allowance for | doubtful accounts | | | ~- 204 | AND THE REAL PROPERTY AND ADDRESS OF THE PERSON OF THE PER |
| | 4 | Pledges receivable | | | | لأنتيا | |
| | _ | Less allowance for | doubtful accounts | | | | |
| | 5 | Grants receivable | | | 1 | - | |
| | 6 | Receivables due from offi disqualified persons (atta | cers, directors, trustees, and other ich schedule) (see instructions) | | | *************************************** | |
| | 7 | Other notes and loans red | | | The Color | | |
| | | Less allowance for | | | | | ., - |
| ' | _ | Inventories for sale | | | | | |
| | l | | and deferred charges | | | | |
| Assets | | obligations (attach | | 250,458. | 250,45 | | 256,543. |
| Sign | 1 | Investments — corporate | | 74,116,139. | 74,969,91 | | 130,756,134. |
| | | : Investments — corporate | | 4,746,473. | 4,736,42 | 29. | 4,623,645. |
| | 11 | Investments — land equipment: basis | ► 2,680,329. | The bottom sections and a second | | , g (| Control of the Control |
| | | Less. accumulated depre (attach schedule) | cation SEE STMT 6 ► | 2,680,329. | 2,680,32 | 29. | 5,718,298. |
| | 12 | Investments - mor | tgage loans. | | | | |
| | 13 | Investments - other | • | | Caracas and a standard state of the state of the | a Comment | |
| | 14 | Land, buildings, and | d equipment basis ► 16,687. | | 1 | | A BLEE |
| | | Less: accumulated depre (attach schedule) | | | | | |
| | 15 16 | Total assets (to be | tibe ► SEE STATEMENT 8 | 166,748. | 184,10 | | 8,264,092. |
| | | | Also, see page 1, item I) | 107,380,901. | 107,518,77 | /4. | 174,421,565. |
| | 17 | | and accrued expenses | | | | Commence of the second |
| (A | 18 | Grants payable Deferred revenue | | | | | The state of the s |
| Ğ. | 20 | | ctors, trustees, & other disqualified persons | | | | The second secon |
| Ė | 21 | • | es payable (attach schedule) | | | | |
| Liabilities | 22 | Other liabilities (de: | , |) | | | Secretary of the secret |
| _ | | • | | ′ | | | |
| | 23 | | d lines 17 through 22) | 0. | | 0. | |
| ices | | Foundations that for and complete lines | ollow FASB ASC 958, check here ↓ ► 24, 25, 29, and 30. | | | | The second second |
| alar | 24 | Net assets without | donor restrictions | | | | |
| Net Assets or Fund Balances | 25 | Net assets with dor | _ | | | | |
| T. | | and complete lines | not follow FASB ASC 958, check here 26 through 30. | .] ! | | | |
| S | 26 | • | principal, or current funds | 107,380,901. | 107,518,7 | 74. | المراجعة المستخدمة المستخدمة المستخدمة |
| 텴 | 27 | · · · | s, or land, bldg., and equipment fund . | | | | CY and a second |
| Ş | 28 | • • | nulated income, endowment, or other funds | | | | |
| 늉 | 29 | | fund balances (see instructions) | 107,380,901. | 107,518,7 | 74. | The OSE AND LONG SAME A CONTRACTOR OF THE PROPERTY OF THE PROP |
| | 30 | (see instructions) | I net assets/fund balances | 107,380,901. | 107,518,7 | 74. | |
| Par | | | nges in Net Assets or Fund Balan | | | | , |
| 1 | Tota end- | I net assets or fund l of-year figure reporte | palances at beginning of year — Part II, co ed on prior year's return). | lumn (a), line 29 (must a | agree with | 1 | 107,380,901. |
| 2 | Ente | r amount from Part I | , line 27a | | ĺ | 2 | 137,873. |
| 3 | Other | increases not included in | line 2 (itemize) | | [| 3 | |
| 4 | Add | lines 1, 2, and 3 | | - - | | 4 | 107,518,774. |
| 5 | | ases not included in line 2 | · · · | | [| 5 | |
| 6 | Tota | I net assets or fund I | balances at end of year (line 4 minus line ! | 5) - Part II, column (b), | line 29 | 6 | 107,518,774. |

| TO SELL MANUAL PROPERTY. | a) List and describe t | ne kind(s) of property sold (for examp rehouse; or common stock, 200 sh | le, real estate, | (b) How acq P — Purch D — Dona | ase | (C) Date acquired (mo , day, yr) | (d) Date sold (mo , day, yr) |
|---------------------------------|--|---|---|--------------------------------------|-------|---|----------------------------------|
| 1a SCHEDUL | E ATTACHED | | | P | | | VARIOUS |
| | GAIN DIVIDE | NDS | | | | | |
| С | | | | | | | |
| d | | | | | | | |
| е | | | | | | | |
| (e) Gross | sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other ba plus expense of sa | | | (h) Gain or ((e) plus (f) m | |
| а | | | 7 | 3,985. | | | -73,985. |
| b | | | | | | | |
| C | | | | | | | |
| d | | | · - - | | | | |
| е | | | | | _ | | |
| Complete or | nly for assets showing | gain in column (h) and owned by the | | | - | (I) Gains (Col | |
| (i) FMV a | s of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | | ain minus col (k), b an -0-) or Losses (fi | |
| a | | | | | | | -73,985. |
| b | · | | | | | | 329,135. |
| с | | | | | | | |
| d | | | | | | | |
| е | | | | | | 1 | |
| 2 Capital gair | n net income or (ne | | o enter in Part I, line 7 iter -0- in Part I, line 7 | = | 2 | | 255,150. |
| Net short-te | erm capital gain or (| (loss) as defined in sections 1222(5 | 5) and (6) | | | | |
| If gain, also in Part I, lir | o enter in Part I, line ne 8 | e 8, column (c). See instructions If | f (loss), enter -0- | - | 3 | | -73,985. |
| Part V Qua | lification Under | Section 4940(e) for Reduce | ed Tax on Net Investn | nent Inco | me | | • |
| | by domestic private fo (2) applies, leave t | oundations subject to the section 4940 his part blank. | O(a) tax on net investment in | come) | | | |
| | | ction 4942 tax on the distributable a | amount of any year in the l | oase period | 17 | Yes | X No |
| | | fy under section 4940(e) Do not co | | | | | |
| 1 Enter the ap | propriate amount in | each column for each year, see the in | structions before making any | entries. | | | |
| Calendar ye | (a) Priod years ar (or tax year Ining in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use as | sets | | (d) Distribution (col. (b) divided | |
| 2 | 018 | 7,645,121. | 163,69 | 3,569. | | | 0.046704 |
| 2 | 017 | 6,765,160. | 157,60 | | | | 0.042924 |
| 2 | 016 | 5,858,344. | 136,93 | | | | 0.042781 |
| 2 | 015 | 5,870,471. | 121,43 | 5,922. | | | 0.048342 |
| 2 | 014 | 4,997,596. | 126,62 | 2,936. | | | 0.039468 |
| 2 Total of line | e 1, column (d). | | | | 2 | | 0.220219 |
| 3 Average dis number of | tribution ratio for the years the foundation | 5-year base period – divide the total n has been in existence if less thar | on line 2 by 5 0, or by the | | 3 | | 0.044044 |
| 4 Enter the n | et value of nonchar | itable-use assets for 2019 from Pa | rt X, line 5 | | 4 | 16 | 3,475,004. |
| 5 Multiply line | e 4 by line 3 | | | | 5 | | 7,200,093. |
| 6 Enter 1% o | of net investment in | come (1% of Part I, line 27b) | | | 6 | , | 82,645 |
| 7 Add lines 5 | and 6 | | | | _7 | | 7,282,738 |
| 8 Enter quali | fying distributions fi | rom Part XII, line 4 | | | 8 | | 8,043,170. |
| If line 8 is e Part VI inst | | n line 7, check the box in Part VI, line | e 1b, and complete that part | using a 1% | tax r | ate See the | |

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| | Missi Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see in | struction | s) | | |
|-------|---|--|---------------------------------------|-----------------|----------|
| 1 a | Exempt operating foundations described in section 4940(d)(2), check here and enter 'N/A' on line 1 | 1 | | 18-31 | |
| | 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, | 1 | 82, | 645. | |
| | check here ► X and enter 1% of Part I, line 27b | | | | |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | <u> _1 </u> | 41. | 76.2 | |
| | 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 | 82, | 645. | |
| 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 | 82, | 645. | |
| 6 | Credits/Payments | 1 Tub | - 14 to 15 | 7.3 | |
| | 2019 estimated tax pymts and 2018 overpayment credited to 2019 | | 7 × 7 × | 1, | |
| | Exempt foreign organizations — tax withheld at source 6 b | 4 | G00 | | |
| | Tax paid with application for extension of time to file (Form 8868) | | λ., , | | |
| | Backup withholding erroneously withheld | , g | *** | 3 | |
| | | 7 | 266, | 747. | |
| | | 8 | | | |
| | | 9 | | 0. | |
| 10 | | 0 | 184, | | |
| | Overpayment: If the 7 is their dian die total of thiss of and of sixed six amount overpain | 1 | | 0. | |
| | VII-A Statements Regarding Activities | | | | |
| | 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 1 a | No X | |
| b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition | | 1 b | 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. | | | F | |
| С | Did the foundation file Form 1120-POL for this year? | | 1 c | X | |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year | • | 7 | , , | |
| е | (1) On the foundation ►\$ 0. (2) On foundation managers ►\$ Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on | 0. | 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 | | |
| | foundation managers •\$ 0. | | النوعة الميرا | الله الله | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? | | 2 | X | |
| | If 'Yes,' attach a detailed description of the activities. | | 1.5 | | |
| 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 | |
| 4 a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | 4 a | X | |
| b | If 'Yes,' has it filed a tax return on Form 990-T for this year? | | 4b N | I/A_ | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? | | 5 | X | |
| | If 'Yes,' attach the statement required by General Instruction T | | | | |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either | | 2 1 | | |
| | By language in the governing instrument, or | | 1 | | |
| | • 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 | £ 194 | |
| 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 | | |
| | Enter the states to which the foundation reports or with which it is registered. See instructions | | 3.4 | The state of | |
| | TX | | | | |
| b | If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G?</i> If 'No,' attach explanation | | 8b X | | <u> </u> |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4 for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If 'Yes,' complete P | 942(j)(5) Part XIV | 9 | X | L |
| 10 | Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses | | 10 | X | |
| D 4 4 | | | 000 DE / | 2010) | |

| Par | tivilia: Statements Regarding Activities (continued) | Terrorragen I | | |
|-----|--|----------------|----------------|---------------------------------------|
| 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 11 | Yes | No X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement. See instructions | 12 | | х |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |
| | Website address MGLAJOHNSONFOUNDATION.COM | | | |
| 14 | The books are in care of ► ROBERT HALEPESKA Telephone no ► (361) Located at ► ONE O'CONNOR PLAZA, STE 905 VICTORIA TX ZIP + 4 ► 77901 | _5/5 | <u>-797</u> | <u> </u> |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — check here. | N/A | - | <u> </u> |
| | and enter the amount of tax-exempt interest received or accrued during the year | | | N/A |
| 16 | At any time during calendar year 2019, 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 | Yes | No X |
| | See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country | 1 | | 9 |
| Pai | t.VII¦Bः 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. | ि स | Yes | No |
| 1 a | a During the year, did the foundation (either directly or indirectly) | 7 | 1 | 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No | 21 | ú | 3 |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No | | , ,, | (2) 1 1 1 |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No | | 4 7 4 4 2 4 | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No | 1 | و . | 1 1 4 |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available | 1 1 | 7. A | . E |
| | for the benefit or use of a disqualified person)? | , , | 1 | |
| | (6) Agree to pay money or property to a government official? (Exception, Check 'No' if the | | | 1 |
| | (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 | 3 4 | | " a" |
| | of government service, if terminating within 90 days) Yes X No | | 1 | |
| 1 | b If any answer is 'Yes' to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions | 1 b | | X |
| | Organizations relying on a current notice regarding disaster assistance, check here | No. | - 1 | 1 1 1 |
| | c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019? | 1 c | 2.1 | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a | 7.3 | | 333 |
| | private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | 1 9 3 | , , | 13.3 |
| | a At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? | 4.7 | , | 1 2 |
| | If 'Yes,' list the years ► 20 _ , 20 _ , 20 , 20 | | t _a | 1 |
| | b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) | i | | |
| | (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions). | 2 b | د فئیسر 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 | 773 | 13. 2 | * 7 |
| | ► 20 _ , 20 _ , 20 , 20 | | | 7 2 |
| 3 | a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No | | 1 m | |
| | b If 'Yes,' did it have excess business holdings in 2019 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)(/)) to dispose of holdings acquired by gift or bequest, or | | | 1,3 |
| | (3) the lanse of the 10, 15, or 20-year first phase holding period? (Use Form 4/20, Schedule C, to | a Land | <u> </u> | 1 |
| | determine if the foundation had excess business holdings in 2019) | 3 b | N | /A |
| Λ | a Did the foundation invest during the year any amount in a manner that would jeopardize its | | | |
| 4 | charitable purposes? | 4a | iliah | X |
| | b Did the foundation make any investment in a prior year (but after December 31, 1969) that could | | - Felt | 1 |
| | reopardize its charitable purpose that had not been removed from jeopardy before the first day of | 200 | 3.4 | |
| | the tax year beginning in 2019? | 4 b | 0.55 | (2010) |
| BA | ∆ | orm 9 9 | W-PF | (2019) |

| Rart VII-B Statements Regarding Activiti | | 4720 May Be Requ | uired (contınue | d) | 10000 |
|--|--|--|--|------------|-----------------------------------|
| 5 a During the year, did the foundation pay or incur ar (1) Carry on propaganda, or otherwise attemp | • | n (section 4945/0))? | | X No | Yes No |
| (1) Carry on propaganda, or otherwise attemp(2) Influence the outcome of any specific public | | | Yes | X No | |
| on, directly or indirectly, any voter registra | tion drive? | | Yes | X No | |
| (3) Provide a grant to an individual for travel, | study, or other similar | purposes? | Yes | X No | |
| (4) Provide a grant to an organization other than in section 4945(d)(4)(A)? See instructions | a charitable, etc , organi | zation described | Yes | X No | |
| (5) Provide for any purpose other than religion educational purposes, or for the prevention | us, charitable, scientific n of cruelty to children | , literary, or or animals? | Yes | X No | |
| b If any answer is 'Yes' to 5a(1)—(5), did any of described in Regulations section 53 4945 or in a c See instructions | the transactions fail to current notice regarding d | qualify under the excepsions assistance? | otions | | 5b N/A |
| Organizations relying on a current notice rega | rding disaster assistanc | e, check here | • | · 🔲 | |
| c If the answer is 'Yes' to question 5a(4), does t tax because it maintained expenditure response If 'Yes,' attach the statement required by Regular | sibility for the grant? | | N/A Yes | No | |
| 6 a Did the foundation, during the year, receive ar on a personal benefit contract? | | | ∐Yes | X No | |
| b Did the foundation, during the year, pay premi If 'Yes' to 6b, file Form 8870 | ums, directly or indirec | tly, on a personal bene | fit contract? | _ | 6b X |
| 7a At any time during the tax year, was the found | , , | | | XNo | |
| b If 'Yes,' did the foundation receive any procee 8 Is the foundation subject to the section 4960 tax of | • | | | N/A | 7b |
| or excess parachute payment(s) during the ye | | 21, 41,000,000 11, 10,110,110 | Yes | XNo | |
| Rart VIII Information About Officers, D | | Foundation Manag | gers, Highly Pa | id Emp | lovees, |
| and Contractors 1 List all officers, directors, trustees, and found | | | | | |
| List an officers, directors, trustees, and found | (b) Title, and average | (c) Compensation | (d) Contributions | to | |
| (a) Name and address | hours per week devoted to position | (If not paid, enter -0-) | employee bene plans and defer compensation | red | Expense account, other allowances |
| SEE STATEMENT 9 | | | | | |
| | | 279,946. | | 0. | 0. |
| | | 219,940. | , . | 0. | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| 2 Compensation of five highest-paid employees (or | ther than those included | n pn line 1 – see instructio | ns). If none, enter 'N | ONE, | |
| (a) Name and address of each employee | (b) Title, and average hours per week | (c) Compensation | (d)Contributions employee bene | efit (e) | Expense account, |
| paid more than \$50,000 | devoted to position | (-) compensation | plans and defer compensation | red | other allowances |
| NONE | | | | | |
| | | | | | |
| | | | | - | |
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| | | | | | |
| | | | | | |
| Total number of other employees paid over \$50.000 | <u>'</u> | | ' | - | n |

| OBE_O**CONNOR_PLAZA* VICTORIA, TX 77901 INVESTMENT ADVISORY 106, 255. USS_FINANCIAL_SERVICES, INC. 15958_CITY_WAIK_#240 HOUSTON, TX 77479-6584 PROSPERTY BANK 101 S. MAIN VICTORIA, TX 77901 INVESTMENT ADVISORY 45, 928. Total number of others receiving over \$50,000 for professional services (Reprileta National Control of the Security of the Security of Secu | and Contractors (continued) | | |
|---|---|-----------------------------------|---------------------------|
| WELLS FARCO BANK OILE O'CONNOR PLAZA VICTORIA, TX 77901 USS FINANCIAL SERVICES, INC. 15958 CITY MAIK #240 HOUSTON, TX 77479-6584 PROSPERITY BANK 101 S. MAIN VICTORIA, TX 77901 INVESTMENT ADVISORY 45, 928. Total number of others receiving over \$50,000 for professional services Total number of others receiving over \$50,000 for professional services List the toundebon's four largest direct charitable Activities List the toundebon's four largest direct charitable advintes during the tax year. Include relevant slabsboal information such as the number of organizations and other beneficianes served, conferences convered, research papers produced, etc. 1 N/A 2 3 4 REPRINTED 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 | 3 Five highest-paid independent contractors for professional services. See ins | tructions. If none, enter 'NONE.' | |
| OBE_O**CONNOR_PLAZA* VICTORIA, TX 77901 INVESTMENT ADVISORY 106, 255. USS_FINANCIAL_SERVICES, INC. 15958_CITY_WAIK_#240 HOUSTON, TX 77479-6584 PROSPERTY BANK 101 S. MAIN VICTORIA, TX 77901 INVESTMENT ADVISORY 45, 928. Total number of others receiving over \$50,000 for professional services (Reprileta National Control of the Security of the Security of Secu | (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
| VICTORIA, TX 77901 INVESTMENT ADVISORY 106,255. USBS FINANCIAL SERVICES, INC. 15958 CITY WALK \$240 ROUSTON, TX 77479-6584 INVESTMENT ADVISORY 96,564. PROSPERITY BANK 101 S. MAIN VICTORIA, TX 77901 INVESTMENT ADVISORY 45,928. Total number of others receiving over \$50,000 for professional services Total number of others receiving over \$50,000 for professional services List the foundation's four largest direct charitable activities List the foundation's four largest direct charitable activities of the believances served, conferences convented, research papes produced, etc. 1 N/A 2 3 4 REACHINES Summary of Program-Related Investments (see instructions) Describe the two largest program-related investments made by the foundation during the lax year on lines 1 and 2 Amount N/A All other program-related investments. See instructions. 3 All other program-related investments. See instructions. | WELLS FARGO BANK | | |
| USS FINANCIAL SERVICES, INC. 15958 CITY WALK #240 PROSPERITY BANK 101 S. MAIN VICTORIA, TX 77479-6584 Total number of others receiving over \$50,000 for professional services Total number of others receiving over \$50,000 for professional services (REMINISM Summary of Direct Charitable Activities List the foundation's four largest direct charitable activities List the foundation's four largest direct charitable activities 1 N/A 2 3 4 REMINISM 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 All other program-related investments. See instructions. 3 | ONE O'CONNOR PLAZA | | |
| 1 Syss CITY WALK #240 HOUSTON, TX 77479-6584 PROSPERITY DANK 101 S. MAIN VICTORIA, TX 77901 INVESTMENT ADVISORY 45, 928. Total number of others receiving over \$50,000 for professional services Total number of others receiving over \$50,000 for professional services REALISTAN Summary of Direct Charitable Activities List the foundation's four largest direct charitable activities of the foundation of the beneficianes served, conferences convened, research papers produced, etc. 1 N/A 2 3 4 REALISTEN 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 4 All other program-related investments. See instructions. 3 All other program-related investments. See instructions. 3 Total. Add lines 1 through 3 | VICTORIA, TX 77901 | INVESTMENT ADVISORY | 106,255. |
| 1 Syss CITY WALK #240 HOUSTON, TX 77479-6584 PROSPERITY DANK 101 S. MAIN VICTORIA, TX 77901 INVESTMENT ADVISORY 45, 928. Total number of others receiving over \$50,000 for professional services Total number of others receiving over \$50,000 for professional services REALISTAN Summary of Direct Charitable Activities List the foundation's four largest direct charitable activities of the foundation of the beneficianes served, conferences convened, research papers produced, etc. 1 N/A 2 3 4 REALISTEN 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 4 All other program-related investments. See instructions. 3 All other program-related investments. See instructions. 3 Total. Add lines 1 through 3 | UBS FINANCIAL SERVICES, INC. | | |
| HOUSTON, TX 77479-6584 INVESTMENT ADVISORY 96,564. PROSPERITY BANK 101 S. MAIN VICTORIA, TX 77901 INVESTMENT ADVISORY 45,928. Total number of others receiving over \$50,000 for professional services Total number of others receiving over \$50,000 for professional services Ractix:AN 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 segmentations and other beneficiares served, uniferences convened, research papers produced, etc. 1 N/A 2 Ractix:BI 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 All other program-related investments. See instructions. 3 All other program-related investments. See instructions. | | | |
| 101 S. MAIN VICTORIA, TX 77901 INVESTMENT ADVISORY 45, 928. Total number of others receiving over \$50,000 for professional services Partix (A) Summary of Direct Charitable Activities List the fundation's four largest direct charitable activities during the tax year. Include relevant stabstical information such as the number of organizations and other beneficianes served, conferences convened, research papers produced, etc. 1 N/A 2 1 N/A Partix (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 All other program-related investments. See instructions. 3 Total. Add lines 1 through 3 * 0 | HOUSTON, TX 77479-6584 | INVESTMENT ADVISORY | 96,564. |
| VICTORIA, TX 77901 INVESTMENT ADVISORY 45,928 Total number of others receiving over \$50,000 for professional services Total number of others receiving over \$50,000 for professional services (Rantix*All Summary of Direct Charitable Activities Lust the foundations four largest direct charitable activities organizations and other beneficianes served, conferences convened, research papers produced, etc. 1 N/A 2 1 Rantix*(Bi) 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 | PROSPERITY BANK | | |
| Total number of others receiving over \$50,000 for professional services Rati X-A Summary of Direct Charitable Activities | 101 S. MAIN | | |
| Ratilixial Summary of Direct Charitable Activities List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. 1 N/A | VICTORIA, TX 77901 | INVESTMENT ADVISORY | 45,928. |
| Ratilixial Summary of Direct Charitable Activities List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. 1 N/A | | | |
| Ratilixial Summary of Direct Charitable Activities List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. 1 N/A | | | |
| Ratilixial Summary of Direct Charitable Activities List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. 1 N/A | | | |
| Ratilixial Summary of Direct Charitable Activities List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. 1 N/A | | | |
| Ratilixial Summary of Direct Charitable Activities List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. 1 N/A | | | |
| Ratilixial Summary of Direct Charitable Activities List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. 1 N/A | | | |
| Lust the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. 1 N/A 2 | Total number of others receiving over \$50,000 for professional services | > | |
| Lust the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. 1 N/A 2 | Part X A Summany of Direct Charitable Activities | | |
| organizations and other beneficianes served, conferences convened, research papers produced, etc. 1 N/A 2 3 | Braithysical Summary of Direct Chartensie Activities | | |
| Total. Add lines 1 through 3 2 | List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical | information such as the number of | Expenses |
| 2 | <u> </u> | | |
| All other program-related investments. See instructions. All other program-related investments. See instructions. Total. Add lines 1 through 3 | 1 <u>N/A</u> | | |
| All other program-related investments. See instructions. All other program-related investments. See instructions. Total. Add lines 1 through 3 | | - | |
| All other program-related investments. See instructions. All other program-related investments. See instructions. Total. Add lines 1 through 3 | | | |
| All other program-related investments. See instructions. All other program-related investments. See instructions. Total. Add lines 1 through 3 | 2 | | |
| All other program-related investments. See instructions. All other program-related investments. See instructions. Total. Add lines 1 through 3 | | | |
| All other program-related investments. See instructions. All other program-related investments. See instructions. Total. Add lines 1 through 3 | | | |
| Part X: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 All other program-related investments. See instructions. Total. Add lines 1 through 3 | 3 | | |
| Part X: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 All other program-related investments. See instructions. Total. Add lines 1 through 3 | | | |
| Part X: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 All other program-related investments. See instructions. Total. Add lines 1 through 3 | | | |
| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 Amount Amount Amount Amount Total. Add lines 1 through 3 | 4 | | |
| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 Amount Amount Amount Amount Total. Add lines 1 through 3 | | | |
| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 Amount Amount Amount Amount Total. Add lines 1 through 3 | Data IV Pt Cummany of Program Polated Investments (see Instruc | tions) | |
| 1 N/A 2 ——————————————————————————————————— | | | Amount |
| All other program-related investments. See instructions. 3 Total. Add lines 1 through 3 | 1 NT/A | tax year on miles i and a | |
| All other program-related investments. See instructions. 3 Total. Add lines 1 through 3 | ' N/A | | |
| All other program-related investments. See instructions. 3 Total. Add lines 1 through 3 | | | |
| All other program-related investments. See instructions. 3 Total. Add lines 1 through 3 | 2 | | |
| 3 | * | | |
| 3 | | | |
| 3 | All other program-related investments. See instructions. | - | |
| Total. Add lines 1 through 3 0 | | | |
| | <u> </u> | | |
| | | - - | |
| | Total, Add lines 1 through 3 | • | 0. |
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| | see instructions.) | | |
|--------|--|----------|---------------------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| ·a | Average monthly fair market value of securities. | 1 a | 125,493,703. |
| b | Average of monthly cash balances | 1 b | 26,672,480. |
| С | Fair market value of all other assets (see instructions). | 1 c | 13,798,288. |
| d | Total (add lines 1a, b, and c) | 1 d | 165,964,471. |
| е | 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 | 165,964,471. |
| 4 | Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 2,489,467. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 163,475,004. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 8,173,750. |
| Par | TXI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private opera | ting fo | oundations |
| | and certain foreign organizations, check here ☐ and do not complete this part.) | | |
| 1 | Minimum investment return from Part X, line 6 | 1 | 8,173,750. |
| | Tax on investment income for 2019 from Part VI, line 5 | | |
| b | Income tax for 2019 (This does not include the tax from Part VI) | | |
| C | Add lines 2a and 2b | 2 c | 82,645. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 8,091,105. |
| 4 | Recoveries of amounts treated as qualifying distributions . | 4 | |
| 5 | Add lines 3 and 4 . | 5 | 8,091,105. |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| | Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1. | 7 | 8,091,105. |
| Par | Qualifying Distributions (see instructions) | | |
| 1 a | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26 | 1 a | 8,043,170. |
| b | Program-related investments — total from Part IX-B | 1 b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| | Amounts set aside for specific charitable projects that satisfy the Suitability test (prior IRS approval required) | 3a | |
| | Cash distribution test (attach the required schedule) | 3 b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4 | 4 | 8,043,170. |
| 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 | 82,645. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 7,960,525. |
| | Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the four qualifies for the section 4940(e) reduction of tax in those years | ındatıor | 1 |
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Part XIII Undistributed Income (see instructions)

| | (a) Corpus , | (b) Years prior to 2018 | (c) 2018 | (d) 2019 |
|--|-------------------|--|-------------------------------|---------------------------|
| 1 Distributable amount for 2019 from Part XI, | | | | 0 001 105 |
| line 7 | | | | 8,091,105. |
| Undistributed income, if any, as of the end of 2019. a Enter amount for 2018 only | | | 7,450,561. | |
| b Total for prior years: 20 , 20 , 20 | | U | 7,430,301. | |
| 3 Excess distributions carryover, if any, to 2019. | | | | |
| a From 2014 | | | | |
| b From 2015 | | | | |
| c From 2016 | | | | |
| d From 2017 | | | | |
| e From 2018 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2019 from Part | | | | |
| XII, line 4 ► \$ 8,043,170. | | | | |
| a Applied to 2018, but not more than line 2a | | | 7,450,561. | |
| Applied to undistributed income of prior yea (Election required — see instructions) | rs Office Control | 0. | | |
| c Treated as distributions out of corpus | | | | |
| (Election required – see instructions) | 0. | | | 502 600 |
| d Applied to 2019 distributable amount e Remaining amount distributed out of corpus | 0 | | | 592,609. |
| 5 Excess distributions carryover applied to 2019 | 0. | | | |
| (If an amount appears in column (d), the same amount must be shown in column (a) |) 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | AMAGAN AND AND AND AND AND AND AND AND AND A | | |
| 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' undistribute 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 | | <u>0.</u> | | |
| e Undistributed income for 2018 Subtract line 4a from line 2a. Taxable amount — see instructions | | | 0. | |
| 6 Undertributed income for 2010. Subtract line | | | | |
| f Undistributed income for 2019. Subtract line 4d and 5 from line 1. This amount must be | | | | |
| distributed in 2020 | | | | 7,498,496. |
| 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 2014 no applied on line 5 or line 7 (see instructions) | t0 | | | |
| 9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a | 0 | | | |
| 10 Analysis of line 9. | | | | |
| a Excess from 2015 | | | | |
| b Excess from 2016 | | | | |
| c Excess from 2017 | | | | |
| d Excess from 2018 | | | | |
| e Excess from 2019 | | | o productivity and the second | Form 990-PF (2019) |

| Form 990-PF (2019) M. G. & LILLIE A. | | | | 74-60/6961 | |
|---|-----------------------------------|---|--------------------------------|------------------------|-------------------|
| Part XIV Private Operating Foundat | | | | | N/A |
| 1a If the foundation has received a ruling or dete is effective for 2019, enter the date of the | rmination letter that i ruling | t is a private operati | ng foundation, and th | e ruling ► | |
| b Check box to indicate whether the foundat | - | rating foundation d | lescribed in section | 4942(j)(3) or | 4942(J)(5) |
| 2 a Enter the lesser of the adjusted net | Tax year | | Prior 3 years | | (e) Total |
| income from Part I or the minimum investment return from Part X for | (a) 2019 | (b) 2018 | (c) 2017 | (d) 2016 | |
| 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 | | <u> </u> | | | |
| 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(4)(3)(B)(III) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | <u> </u> | · | |
| Part XV Supplementary Information | (Complete this | part only if the | foundation had | \$5,000 or more | in |
| assets at any time during th | | structions.) | | | |
| 1 Information Regarding Foundation Managers of the foundation who hav | | an 20/ of the total c | ontributions received | by the foundation het | ore the |
| close of any tax year (but only if they have | e contributed more | than \$5,000) (See | section 507(d)(2)) | by the loundation bei | ore trie |
| NONE | | | | | |
| | 100/ | | | | |
| b List any managers of the foundation who owr a partnership or other entity) of which the NONE | foundation has a 1 | Stock of a corporation | on (or an equally larg rest | e portion of the owner | Snip of |
| | : | | | | |
| 2 Information Regarding Contribution, Grant, Check here ☐ if the foundation only ma | | | do organizations and | does not accept upso | licited |
| requests for funds. If the foundation make | es gifts, grants, etc. | , to individuals or o | organizations under | other conditions, co | mplete items |
| 2a, b, c, and d See instructions a The name, address, and telephone number o | r email address of th | e nerson to whom a | onlications should be | addressed: | |
| a The name, address, and telephone names of | Toman dadrood or a | o porcon to mioni o | , p | | |
| | | | | | |
| SEE STATEMENT 10 | | | | <u></u> . | |
| b The form in which applications should be | submitted and info | rmation and materi | als they should incli | ude: | |
| SEE STATEMENT FOR LINE 2A | | | | | |
| c Any submission deadlines: | | | | | |
| SEE STATEMENT FOR LINE 2A | | | | | |
| d Any restrictions or limitations on awards, | such as by geograp | phical areas, charita | able fields, kinds of | institutions, or other | factors. |
| SEE STATEMENT FOR LINE 2A | | | | | |
| | | | | | orm 000 PE (2010) |

Part XV Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Foundation Recipient show any relationship to any foundation manager or substantial contributor Purpose of grant or contribution **Amount** status of recipient Name and address (home or business) a Paid during the year SCHEDULE ATTACHED N/A 7,991,860. ► 3a 7,991,860. b Approved for future payment Total **►** 3b

| | /I:Ai Analysis of Income-Producing ss amounts unless otherwise indicated | | ed business income | Excluded | by section 512, 513, or 514 | (e) |
|---------------|---|--|---|--|--|---|
| · | | (a) Business code | (b) Amount | (c) Exclu- sion | (d) Amount | Related or exempt function income (See instructions) |
| • | gram service revenue. | | | code | | |
| a | | | | | | |
| ь | | + | | | | |
| с | | - | | | | |
| e | | - | | | | |
| f | | | | | | |
| a Fee | s and contracts from government agencies | | | | | |
| _ | mbership dues and assessments | | | | - | · · · · · · · · · · · · · · · · · · · |
| _ | est on savings and temporary cash investments | | | | | |
| | dends and interest from securities | | | 14 | 3,292,806. | |
| 5 Net | rental income or (loss) from real estate | | and to be seen in | | | |
| | ot-financed property | | 1,2-2,-2,-2,-3,-3,-3,-3,-3,-3,-3,-3,-3,-3,-3,-3,-3, | - Control of the Cont | (Brighte of Men.), man a life Mine I contamine to seeds selected in | an skale of maller sharefurth S.M. s. Skriker: #Fifthe on s. Sirlan |
| b Not | debt-financed property | | | 16 | 73,642. | |
| 6 Net r | rental income or (loss) from personal property | | | | , | |
| 7 Oth | er investment income | | | | | |
| 8 Gain | or (loss) from sales of assets other than inventory | | | | 329,135. | -73,985. |
| 9 Net | income or (loss) from special events. | | | | | |
| 10 Gro | ss profit or (loss) from sales of inventory | | | | | |
| 11 Oth | er revenue | | | TEN | | |
| <u>a 01</u> | L & GAS RELATED INCOME | | | 16 | 175,370. | |
| p <u>OI</u> | L & GAS ROYALTIES | | | 15 | 5,603,133. | |
| c | | | | | | |
| d | | | | | | |
| e | | A STATE OF THE STA | | | | |
| | ototal Add columns (b), (d), and (e) | | | | 9,474,086. | -73,985. |
| | al. Add line 12, columns (b), (d), and (e) ksheet in line 13 instructions to verify calculat | tions \ | | | 13 | 9,400,101. |
| | /i:B髯 Relationship of Activities to th | | lichment of Evenn | + Durne | 2505 | |
| Line No | | | | | | ly to the |
| Lilie Mo | Explain below how each activity for which accomplishment of the foundation's exemp | ot purposes (c | other than by providing f | funds for | such purposes) (See i | nstructions) |
| N/A | | | - | | | |
| | - | | | | | |
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Form 990-PF (2019) M. G. & LILLIE A. JOHNSON 74-6076961 Part XVIII Information Regarding Transfers to and Transactions and Relationships With Noncharitable

| E | xempt Organiz | ations | | | | | | | |
|---|--|--|--|---|----------------------------------|---|--|---------------------------------------|---|
| described 3 | ganization directly in section 501(c) (c political organizati | other than section | gage in any of th on 501(c)(3) orga | e following wit anizations) or i | h any oth n section | ner organization n 527, | <u> </u> | 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 | Yes No |
| a Transfers | from the reporting | foundation to a | noncharitable ex | xempt organiza | ation of | | | 4.00 | |
| (1) Cash | | | | | | | | 1 a (1) | X |
| (2) Other | assets. | | | | | | | 1 a (2) | Х |
| b Other trans | | | | | | | | | THE WHOLE SHAPE STREET |
| (1) Sales | of assets to a none | charitable exem | pt organization | | | | | 1 b (1) | X |
| ` ' | ases of assets from | | • | ızatıon | | | | 1 b (2) | X |
| • • | of facilities, equip | | | | | | | 1 b (3) | X |
| • • | ursement arranger | • | | | | | | 1 b (4) | X |
| ` ' | or loan guarantee: | | | | | | | 1 b (5) | X |
| ` ' | mance of services | | or fundraising s | olicitations | | | | 1 b (6) | X |
| ` ' | facilities, equipme | • | • | | ees. | | | 1 c | X |
| d If the answ the goods, any transa | ver to any of the a other assets, or sen action or sharing ar | bove is 'Yes,' co vices given by th rangement, sho | omplete the follo e reporting founda ow in column (d) | wing schedule ation If the foun the value of th | Column dation re- ne goods | (b) should alw ceived less than , other assets, o | ays show the fair market va or services re | fair market val | lue of |
| (a) Line no (I | b) Amount involved | (c) Name of | noncharitable exempt | t organization | (d) | Description of trans | fers, transaction | s, and sharing arra | ngements |
| N/A | | | | | | | | | |
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| | dation directly or ind in section 501(c) (amplete the followi | | with, or related to ion 501(c)(3)) or | , one or more ta ın section 527 | ix-exempt ? | t organizations | | Ye | s X No |
| (a) N | Name of organizati | on | (b) Type (| of organization | | (c) | Description | of relationship | |
| N/A | | | | | | | | | |
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| | | | | | | | | | |
| Sign Under per correct, ar | nalties of perjury, I declar and complete Declaration | e that I have examin of preparer (other th | ed this return, includin an taxpayer) is based | ng accompanying so on all information o | | | | May the this retu | IRS discuss IRS discuss Irn with the r shown below? |
| | | عصولالا | | Date | | | PRESIDEN' | See inst | tructions |
| | re of officer or trustee Print/Type preparer's nar | | Preparer's syc | | | Date | | I I DTIN | Yes No |
| | 2 | | 0016 | Morr | son | 7-16-2 | Check self-employe |] ir | 7010 |
| | · | RISON, JR. | - 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 | <u>`</u> | | | | 12 000 1 | |
| Topaici | _ | UMGARDNER, | , MORRISON | & COMPANS | | · | Firm's EIN | 74-1194944 | |
| Use Only | _ | | KINGBIRD LN | N. STE 300 | <i></i> | <u>.</u> | Phone se | /2 <i>6</i> 1\ E75 | .0271 |
| | V | ICTORIA, 1 | X 77903 _ | | | | Phone no | | -0271 |
| BAA | | | | | | | | rorm 9 3 | 90-PF (2019) |

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FEDERAL STATEMENTS

PAGE 1

M. G. & LILLIE A. JOHNSON FOUNDATION, INC.

74-6076961

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

| | (A) REVENUE <u>PER BOOKS</u> | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|---|--|--|-------------------------------|
| OIL & GAS RELATED INCOME OIL & GAS ROYALTIES | \$ 175,370. 5,603,133. TOTAL \$ 5,778,503. | \$ 175,370. 5,603,133. \$ 5,778,503. | \$ 0. |

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

| | | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | | (D) ARITABLE URPOSES |
|--|-------|------------------------------------|---------------------------|-------------------------------|-----------------|------------------------------|
| BUMGARDNER MORRISON & CO ROLOFF HNATEK & CO | TOTAL | \$ 2,750. 11,110. \$ 13,860. | \$ 0. | | \$ <u>\$</u> | 2,750. 11,110. 13,860. |

STATEMENT 3 FORM 990-PF, PART I, LINE 16C OTHER PROFESSIONAL FEES

| | _ | (A) XPENSES ER BOOKS | | NET STMENT COME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|----------------------|---|----------|---|-------------------------------|-------------------------------|
| AMERITRADE (SATHER FINANCIAL) PROSPERITY BANK RAYMOND JAMES UBS FINANCIAL SERVICES WELLS FARGO ADVISORS | \$ DTAL <u>\$</u> | 48,166. 45,928. 1,093. 96,564. 106,255. 298,006. | . 4 9 | 18,166. 15,928. 1,093. 96,564. 06,255. 98,006. | | <u>\$ 0.</u> |

STATEMENT 4 FORM 990-PF, PART I, LINE 18 TAXES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--------------------------------|--------------------------------------|---------------------------|-------------------------|-------------------------------|
| AD VALOREM TAXES EXCISE | \$ 271,156. 83,474. | \$ 271,156. | | |
| FOREIGN TAXES PAYROLL TAXES | 18,492. 14,606. | 18,492. 14,606. | | |
| SEVERANCE TAXES | TOTAL $\frac{216,473}{\$ 604,201}$. | 216,473. \$ 520,727. | , | \$ 0. |

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FEDERAL STATEMENTS

PAGE 2

M. G. & LILLIE A. JOHNSON FOUNDATION, INC.

74-6076961

| STATEMENT 5 | |
|------------------|---------------|
| FORM 990-PF, PAI | RT I, LINE 23 |
| OTHER EXPENSES | S |

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|--|---------------------------------------|-------------------------------|-------------------------------|
| BANK FEES DUES & SUBSCRIPTIONS INSURANCE OFFICE EXPENSE OTHER INVESTMENT FEES | \$ 317. 7,910. 10,517. 3,375. 2,294. | 7,910. 10,517. 3,375. 2,294. | | |
| | TOTAL \$ 24,413. | <u>\$ 24,413.</u> | | <u>\$ 0.</u> |

STATEMENT 6 FORM 990-PF, PART II, LINE 11 INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

| | CATEGORY | | BASIS | ACCUM. DEPREC. | | BOOK VALUE | F. | AIR MARKET VALUE |
|------|----------|----------|--------------------------|-------------------|----------|--------------------------|----------|--------------------------|
| LAND | TOTAL | \$ \$ | 2,680,329. 2,680,329. | \$ 0. | \$ \$ | 2,680,329. 2,680,329. | \$ \$ | 5,718,298. 5,718,298. |

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

| CATEGORY | | BASIS | ACCUM. DEPREC. | BOOK VALUE | FAIR MARKET VALUE |
|------------------------|---------------------------------|--------------------|--------------------------|----------------|-------------------|
| FURNITURE AND FIXTURES | TOTAL \$\frac{\\$}{\frac{1}{2}} | 16,687. 16,687. | \$ 16,687. \$ 16,687. | \$ 0. \$ 0. | \$ 0. \$ 0. |

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

| | | BOOK VALUE | FAIR MARKETVALUE | | |
|--|-------|--------------------------|------------------|--------------------------------------|--|
| EXCISE TAX OVERPAYMENT MINERAL INTERESTS | TOTAL | \$ 184,102 \$ 184,103 | <u> </u> | 184,102. 8,079,990. 8,264,092. | |

FEDERAL STATEMENTS

M. G. & LILLIE A. JOHNSON FOUNDATION, INC.

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STATEMENT 9 FORM 990-PF, PART VIII, LINE 1 LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED | | | ACCOUNT/ |
|--|--|-------------|-------|----------|
| M. H. BROCK 807 S. HANOVER EDNA, TX 77957 | TRUSTEE 1.00 | \$ 1,500. | \$ 0. | \$ 0. |
| RUSSELL MARSHALL 6017 COUNTRY CLUB DRIVE VICTORIA, TX 77904 | SEC/TREAS 1.00 | 1,500. | 0. | 0. |
| DICK KOOP 1258 CR 312 EDNA, TX 77957 | TRUSTEE 1.00 | 500. | 0. | 0. |
| ROSEMARY RUST 616 BOB-O-LINK LANE WHARTON, TX 77488 | TRUSTEE 1.00 | 1,500. | 0. | 0. |
| JACK R. MORRISON, JR. P. O. BOX 3750 VICTORIA, TX 77903 | CHAIRMAN 2.00 | 1,500. | 0. | 0. |
| JAMES A. BOULIGNY 1305 AVENUE K EL CAMPO, TX 77437 | VICE CHAIR 1.00 | 1,500. | 0. | 0. |
| TERRELL MULLINS 503 E. FOURTH STREET HALLETTSVILLE, TX 77964 | TRUSTEE 1.00 | 1,500. | 0. | 0. |
| ROBERT L. HALEPESKA 206 TRACY LANE VICTORIA, TX 77904 | EXEC VICE PRES 40.00 | 270,446. | 0. | 0. |
| | TOTAL | \$ 279,946. | \$ 0. | \$ 0. |

STATEMENT 10 FORM 990-PF, PART XV, LINE 2A-D APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME:

CARE OF:

STREET ADDRESS:

CITY, STATE, ZIP CODE:

TELEPHONE:

E-MAIL ADDRESS: FORM AND CONTENT: M. G. & LILLIE A. JOHNSON FOUNDATION

ROBERT HALEPESKA P. O. BOX 2269 VICTORIA, TX 77902 (361) 575-7970

GRANT APPLICATIONS MUST BE SUBMITTED IN WRITING, SHOULD INCLUDE BIOGRAPHICAL INFORMATION ABOUT THE PROSPECTIVE GRANTEE AND MUST INCLUDE SATISFACTORY EVIDENCE TO ASSURE

OUR TRUSTEES THAT THE APPLICANT IS A QUALIFIED ORGANIZATION TO WHICH THE JOHNSON FOUNDATION MAY PROVIDE FUNDS IN ACCORDANCE WITH PERTINENT INTERNAL REVENUE

2019

FEDERAL STATEMENTS

M. G. & LILLIE A. JOHNSON FOUNDATION, INC.

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STATEMENT 10 (CONTINUED) FORM 990-PF, PART XV, LINE 2A-D **APPLICATION SUBMISSION INFORMATION**

SERVICE CODE SECTIONS AND REGULATIONS. THE APPLICANT SHOULD ALSO SPECIFY THE AMOUNT OF FUNDS REQUESTED, THE INTENDED USE OF THE FUNDS AND THE ANTICIPATED LENGTH OF TIME WITHIN WHICH THE FUNDS WILL BE EXPENDED.

30 DAYS PRIOR TO THE MEETING DATE(S) OF THE TRUSTEES GENERALLY PREFER TO CONFINE FUNDING TO HEALTH CARE OR

SUBMISSION DEADLINES: RESTRICTIONS ON AWARDS: HIGHER EDUCATION RELATED GRANTEES.

GRANTS FOR THE YEAR ENDING NOVEMBER 30, 2020

• \$42,000.00 to the Magnolia Beach Volunteer Fire Dept. to purchase a LifePac 15 defibrillator/monitor.

\$75,000.00 to the City of Yorktown to purchase a Spartan Metro-Star X Fire Truck.

\$75,000.00 to the Ganado Volunteer Fire Department to purchase a pumper truck.

\$46,250.00 to the Yoakum Volunteer Fire Dept. to purchase breathing equipment.

\$33,000.00 to Lavaca Swimming Pool, Inc. for the ADA compliance cost on its pool renovation project.

\$63,000.00 to the Sweet Home Volunteer Fire Department to purchase a first response/brush truck.

\$200,000.00 to the Atascosa Health Center, Inc. to construct a new clinic in Karnes City.

\$3,600.00 to Team First Book Matagorda County to purchase books for low income children in Matagorda County.

\$75,000.00 to the Refugio Memorial Hospital to purchase a chassis and module for a new ambulance.

\$17,000.00 to the Boys & Girls Club of Victoria, Inc. to upgrade its gym insulation.

\$75,000.00 to the City of Wharton to purchase a Type I ambulance.

\$75,000.00 to the Garwood Volunteer Fire Dept. to purchase a Deep South tanker/pumper fire truck.

\$20,000.00 to The Share Center to replace two heating ventilation and air conditioning units.

\$10,000.00 to the Chisholm Trail Heritage Museum to purchase projectors, screens and recording equipment for the renovated English-German School building.

\$10,000.00 to the Boys & Girls Club of Bay City and Matagorda County for club improvements.

\$20,000.00 to the Tres Palacios VFD to purchase rescue equipment.

\$532,500.00 to Citizens Medical Center to purchase a High Dose Rate Brachytherapy machine.

\$735,000.00 to the Food Bank of the Golden Crescent for the refrigeration part of its expansion and renovation project.

\$36,500.00 to the Hope of South Texas to purchase computers, furnishings and other miscellaneous equipment.

\$500,000.00 to the Oak Bend Medical Center to purchase equipment. M.H. Brock opposed the motion.

\$12,110.00 to the Texas Parks and Wildlife Foundation to purchase a new boat trailer, a new boat motor and a boat refurbishment package for the Texas Game Wardens in Victoria, Jackson, Calhoun, Dewitt and Lavaca Counties.

\$7,000.00 to the Shiner Police Department to construct a new interview room and a larger evidence room and purchase a Pro Vision Video System and Tracker Products Evidence software.

\$16,900.00 to the Boys & Girls Club of El Campo to purchase sanitizing equipment, floor repairs, a security system and a telephone system.

\$1,750,000.00 to the Victoria College to construct a Comprehensive Student Center.

\$5,800.00 to the Citizens Promoting Medical Excellence to purchase laptops and software.

\$5,500.00 to the Calhoun County Senior Citizens Organization, Inc. to purchase a freezer to be used in providing meals for its Port Lavaca and Port O'Connor locations.

\$151,500.00 to Cole Ohrt Walking Tall to purchase a Lokomat Pro.

\$75,000.00 to the Jackson County EMS District No. 3 for the renovation and expansion of its fire station.

\$65,000.00 to the Lavaca Medical Center to purchase three Ritter Hi/Lo exam tables and five Hillrom patient beds. Terrell Mullins abstained from the vote.

\$75,000.00 to the Hallettsville Volunteer Fire Department to purchase a new Fire Engine.

\$75,000.00 to the City of Yoakum to purchase a Type I ambulance.

\$42,500.00 to the Refugio Volunteer Fire Department to purchase five SCBA's for its new fire truck.

\$85,000.00 to the Mid-Coast Family Services to purchase furnishings, play equipment and outdoor furniture for the Women's Crisis Center and its housing projects.

\$6,700.00 to Manna Meals El Campo to purchase two commercial freezers for its meals program.

\$75,000.00 to the El Campo EMS to purchase a chassis and update the patient compartment on an ambulance.

\$300,000.00 to Wharton County Junior College for direct scholarships for students in its Allied Health Programs.

\$300,000.00 to the University of Houston-Victoria for direct scholarships for students in its Allied Health Programs.

\$300,000.00 to The Victoria College for direct scholarships for students in its Allied Health Programs.

\$1,000,000.00 to The Victoria College to construct a Comprehensive Student Center at the College. This grant represents a partial payment on the third and final installment of \$1,750,000.00.

\$1,000,000.00 to El Campo Memorial Hospital to construct a new hospital in El Campo. This represents the second of five equal installments.

TOTAL GRANTS PAID-\$7,991,860.00

A grant was approved in the amount of \$2,000,000.00 to the University of Houston-Victoria for the construction of a Health and Wellness Center. This grant award is to be funded in two installments with the first being after December 1, 2020 and the second after December 1, 2021.