



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

**2009**

Department of the Treasury  
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

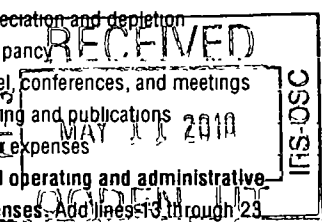
For calendar year 2009, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>BURROUGHS MEMORIAL TRUST</b>	A Employer identification number <b>38-6041206</b>
	C/O CITIZENS BANK WEALTH MANAGEMENT, N/A	B Telephone number <b>810-766-6987</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>328 S. SAGINAW ST. M/C 001065</b>	
	City or town, state, and ZIP code <b>FLINT, MI 48502</b>	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>782,822.</b> (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	326.	326.		STATEMENT 1
4 Dividends and interest from securities	17,896.	17,896.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	19,948.			
b Gross sales price for all assets on line 6a <b>160,302.</b>				
7 Capital gain net income (from Part IV, line 2)		19,948.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	38,170.	38,170.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees <b>STMT 3</b>	213.	0.		213.
c Other professional fees <b>STMT 4</b>	7,214.	6,132.		1,082.
17 Interest				
18 Taxes <b>STMT 5</b>	214.	214.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	7,641.	6,346.		1,295.
25 Contributions, gifts, grants paid	44,814.			44,814.
26 Total expenses and disbursements. Add lines 24 and 25	52,455.	6,346.		46,109.
27 Subtract line 26 from line 12	-14,285.			
a Excess of revenue over expenses and disbursements		31,824.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED MAY 20 2010



178

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		243,731.	49,838.	49,838.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations				
	b	Investments - corporate stock	STMT 7	335,360.	511,342.	539,849.
	c	Investments - corporate bonds	STMT 8	178,138.	182,000.	193,135.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
	<b>16 Total assets (to be completed by all filers)</b>		757,229.	743,180.	782,822.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	<b>23 Total liabilities (add lines 17 through 22)</b>		0.	0.		
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	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		1,422.	1,658.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		755,807.	741,522.		
	<b>30 Total net assets or fund balances</b>		757,229.	743,180.		
	<b>31 Total liabilities and net assets/fund balances</b>		757,229.	743,180.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	757,229.
2	Enter amount from Part I, line 27a	2	-14,285.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	303.
4	Add lines 1, 2, and 3	4	743,247.
5	Decreases not included in line 2 (itemize) ▶ TRANSACTIONS FOR PRE/POST YE	5	67.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	743,180.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SHORT TERM GAIN/LOSS SEE ATTACHED	P	VARIOUS	VARIOUS
b LONG TERM GAIN/LOSS SEE ATTACHED	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,019.		3,979.	1,040.
b 152,234.		136,375.	15,859.
c 3,049.			3,049.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,040.
b			15,859.
c			3,049.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	19,948.
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) If (loss), enter -0- in Part I, line 8		3	N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year. See 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))
2008	68,515.	950,223.	.072104
2007	73,885.	1,380,874.	.053506
2006	81,230.	1,539,702.	.052757
2005	0.	0.	.000000
2004			

2 Total of line 1, column (d)	2	.178367
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.044592
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	703,079.
5 Multiply line 4 by line 3	5	31,352.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	318.
7 Add lines 5 and 6	7	31,670.
8 Enter qualifying distributions from Part XII, line 4	8	46,109.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	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)		
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	318.
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	318.
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	318.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	240.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	240.
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	78.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be credited to 2010 estimated tax. Refunded	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

**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)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14	The books are in care of ▶ <b>CITIZENS BANK WEALTH MANAGEMENT, NA</b> Telephone no ▶ <b>(810) 766-6987</b> Located at ▶ <b>328 S. SAGINAW ST. M/C 002072, FLINT, MI</b> ZIP+4 ▶ <b>48502</b>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
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 ) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a 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 2009 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 2009 ) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d)  N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

**1** List all officers, directors, trustees, foundation managers and their compensation.

(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
SEE STATEMENT 9		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

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

**3 Five highest-paid independent contractors for professional services. 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	
	0.
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

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	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

**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	713,786.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	713,786.
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	713,786.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,707.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	703,079.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	35,154.

**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	35,154.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	318.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	318.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	34,836.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	34,836.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	34,836.

**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	46,109.
b	Program-related investments - total from Part IX-B	1b	0.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	46,109.
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	5	318.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	45,791.

**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 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				34,836.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			44,814.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004				
<b>b</b> From 2005				
<b>c</b> From 2006				
<b>d</b> From 2007				
<b>e</b> From 2008				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 46,109.				
<b>a</b> Applied to 2008, but not more than line 2a			44,814.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				1,295.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				33,541.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005				
<b>b</b> Excess from 2006				
<b>c</b> Excess from 2007				
<b>d</b> Excess from 2008				
<b>e</b> Excess from 2009				

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2e					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)**

**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )
- NONE
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d
- a** The name, address, and telephone number of the person to whom applications should be addressed
- SEE STATEMENT 10
- b** The form in which applications should be submitted and information and materials they should include
- c** Any submission deadlines
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV** Supplementary Information (continued)

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

Recipient	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)				
<p><i>a Paid during the year</i>                      SEE ATTACHED LIST OF CHARITABLE RECIPIENTS</p>	NONE	501(C)(3) EXEMPT CHARITIES	SEE ATTACHED LIST	44,814.
<b>Total</b>				<b>▶ 3a</b> 44,814.
<p><i>b Approved for future payment</i></p> <p>NONE</p>				
<b>Total</b>				<b>▶ 3b</b> 0.





BURROUGHS  
EIN 38-6041206

**BURROUGHS MEMORIAL**

Statement Period: 12/01/09 - 12/31/09

**Asset Position As of 12/31/09**

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
<b>Cash Equivalents</b>				
Goldman Sachs Fin Sq PR Ob CI I #462	49,838.130	49,838.13 49,838.13	7.00 7.41	0.02%
<b>Total Cash Equivalents</b>		<b>\$ 49,838.13</b> <b>\$ 49,838.13</b>	<b>7.00</b> <b>7.41</b>	<b>0.02%</b>
<b>Equities</b>				
Aston Montag & Caldwell Gth Fd CI I	1,242.358	27,990.33 21,020.70	145.00	0.52%
Citizens Rep Bancorp Inc Com	26,950.000	18,595.50 93,827.07	0.00	0.00%
Colgate Palmolive Co Com	150.000	12,322.50 8,290.50	264.00	2.14%
Columbia Value and Restructuring Fund Class Z	1,299.824	55,619.47 46,426.44	733.00	1.32%
DFA International Core Equity	5,087.972	51,592.04 38,200.00	1,017.00	1.97%
DFA US Core Equity 1 Portfolio	14,785.663	137,506.67 104,000.00	1,907.00	1.39%
DFA Emerging Markets Core Equity Fund	1,647.287	30,030.04 17,000.00	395.00	1.32%
DFA Real Estate Securities Portfolio	1,355.514	23,355.51 22,000.00	810.00	3.47%
Exxon Mobil Corp Com	150.000	10,228.50 5,997.00	252.00	2.46%
General Elec Co Com	250.000	3,782.50 8,190.00	100.00 25.00	2.64%
Harbor Fd Intl Fd Inst	1,267.479	69,546.57 40,422.33	893.00	1.28%
Harbor Fd Cap Appreciation Fd Inst	613.344	20,221.95 20,436.63	53.00	0.26%
Home Depot Inc Com	300.000	8,679.00 13,788.00	270.00	3.11%



BURROUGHS  
 EIN 38-6041206

**BURROUGHS MEMORIAL**

Statement Period: 12/01/09 - 12/31/09

**Asset Position As of 12/31/09**

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
<b>Cash Equivalents</b>				
Goldman Sachs Fin Sq PR Ob Cl I #462	49,838.130	49,838.13 49,838.13	7.00 7.41	0.02%
<b>Total Cash Equivalents</b>		<b>\$ 49,838.13</b> <b>\$ 49,838.13</b>	<b>7.00</b> <b>7.41</b>	<b>0.02%</b>
<b>Equities</b>				
Aston Montag & Caldwell Gth Fd Cl I	1,242.358	27,990.33 21,020.70	145.00	0.52%
Citizens Rep Bancorp Inc Com	26,950.000	18,595.50 93,827.07	0.00	0.00%
Colgate Palmolive Co Com	150.000	12,322.50 8,290.50	264.00	2.14%
Columbia Value and Restructuring Fund Class Z	1,299.824	55,619.47 46,426.44	733.00	1.32%
DFA International Core Equity	5,087.972	51,592.04 38,200.00	1,017.00	1.97%
DFA US Core Equity 1 Portfolio	14,785.663	137,506.67 104,000.00	1,907.00	1.39%
DFA Emerging Markets Core Equity Fund	1,647.287	30,030.04 17,000.00	395.00	1.32%
DFA Real Estate Securities Portfolio	1,355.514	23,355.51 22,000.00	810.00	3.47%
Exxon Mobil Corp Com	150.000	10,228.50 5,997.00	252.00	2.46%
General Elec Co Com	250.000	3,782.50 8,190.00	100.00 25.00	2.64%
Harbor Fd Intl Fd Inst	1,267.479	69,546.57 40,422.33	893.00	1.28%
Harbor Fd Cap Appreciation Fd Inst	613.344	20,221.95 20,436.63	53.00	0.26%
Home Depot Inc Com	300.000	8,679.00 13,788.00	270.00	3.11%



**BURROUGHS MEMORIAL**

Statement Period: 12/01/09 - 12/31/09

**Asset Position As of 12/31/09**

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
United Technologies Corp Com	250.000	17,352.50 8,743.75	385.00	2.22%
Vanguard Total Stock Market Index Fund - SG #1341	768.080	20,354.12 20,000.00	398.00	1.96%
Vanguard Small Cap Index Fd Inv #48	1,188.502	32,671.92 43,000.00	328.00	1.00%
<b>Total Equities</b>		<b>\$ 539,849.12</b> <b>\$ 511,342.42</b>	<b>7,950.00</b> <b>25.00</b>	<b>1.47%</b>
<b>Fixed Income</b>				
Pimco Fds Total Return Fd Inst #35	3,645.320	39,369.46 37,000.00	1,245.00 115.76	3.16%
Pimco High Yield Fund #108	2,932.552	25,806.46 20,000.00	2,085.00 177.52	8.08%
T Rowe Price International Bond Fund #76	2,252.252	22,229.73 20,000.00	578.00 50.82	2.60%
Vanguard Total Bond Market Index Fund - Siq #1351	9,251.478	95,752.80 95,000.00	3,702.00 316.61	3.87%
Vanguard Inflation-Protected Securities Fund-IV #119	794.913	9,976.16 10,000.00	170.00	1.71%
<b>Total Fixed Income</b>		<b>\$ 193,134.61</b> <b>\$ 182,000.00</b>	<b>7,780.00</b> <b>660.71</b>	<b>4.03%</b>
<b>Cash</b>				
Cash		0.00 0.00	0.00	0.00%
<b>Total Cash</b>		<b>\$ 0.00</b> <b>\$ 0.00</b>	<b>0.00</b> <b>0.00</b>	<b>0.00%</b>
<b>Total Market Value</b>		<b>\$ 782,821.86</b> <b>\$ 743,180.55</b>	<b>15,737.00</b> <b>693.12</b>	<b>2.01%</b>

FROM 01/01/2009  
TO 12/31/2009

CITIZENS BANK WEALTH MANAGEMENT, N A  
STATEMENT OF CAPITAL GAINS AND LOSSES  
BURROUGHS MEMORIAL TRUST

RUN 01/11/2010  
09-02.07 AM

TRUST YEAR ENDING 12/31/2009

TAX PREPARER: SC  
TRUST ADMINISTRATOR: GLK  
INVESTMENT OFFICER: JEH

LEGEND F - FEDERAL S - STATE I - INHERITED  
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
235 1830 ASTON MONTAG & CALDWELL GTH FD CL I - 00078H281 - MINOR = 3505						
SOLD		10/08/2009	5018.81			
ACQ	235.1830	02/05/2009	5018.81	3979.30	1039.51	ST
150.0000 COLGATE PALMOLIVE CO COM - 194162103 - MINOR = 50						
SOLD		10/08/2009	11800.42			
ACQ	150.0000	05/08/2002	11800.42	8290.50	3509.92	LT15
148 6250 COLUMBIA VALUE AND RESTRUCTURING FUND CLASS Z - 19765Y514 - MINOR = 3503						
SOLD		10/08/2009	6107.00			
ACQ	148.6250	03/03/2006	6107.00	7279.56	-1172.56	LT15
100 0000 EXXON MOBIL CORP COM - 30231G102 - MINOR = 50						
SOLD		02/05/2009	7969.15			
ACQ	100.0000	05/08/2002	7969.15	3998.00	3971.15	LT15
250 0000 GENERAL ELEC CO COM - 369604103 - MINOR = 50						
SOLD		02/05/2009	2745.61			
ACQ	250.0000	05/08/2002	2745.61	8190.00	-5444.39	LT15
419 7670 HARBOR INTERNATIONAL FD-INST - 411511306 - MINOR = 3503						
SOLD		10/08/2009	22381.98			
ACQ	25 2430	12/30/2003	1345.96	922.40	423.56	LT15
	5 7480	12/30/2004	306.48	245.77	60.71	LT15
	388 7760	05/10/2002	20729.54	12452.50	8277.04	LT15
196 9800 HARBOR FD CAP APPRECIATION FD INST - 411511504 - MINOR = 3505						
SOLD		10/08/2009	6039.41			
ACQ	196.9800	03/03/2006	6039.41	6563.37	-523.96	LT15
100 0000 HOME DEPOT INC COM - 437076102 - MINOR = 50						
SOLD		10/08/2009	2688.12			
ACQ	100.0000	05/08/2002	2688.12	4596.00	-1907.88	LT15
150 0000 UNITED TECHNOLOGIES CORP COM - 913017109 - MINOR = 50						
SOLD		02/05/2009	7246.45			
ACQ	150.0000	05/08/2002	7246.45	5246.25	2000.20	LT15
100 0000 UNITED TECHNOLOGIES CORP COM - 913017109 - MINOR = 50						
SOLD		10/08/2009	6160.11			
ACQ	100.0000	05/08/2002	6160.11	3497.50	2662.61	LT15
7357 7370 VANGUARD GNMA FUND ADM #536 - 922031794 - MINOR = 3506						
SOLD		10/09/2009	79095.67			
ACQ	1249 3630	05/10/2002	13430.65	13093.32	337.33	LT15
	6108 3740	10/05/2007	65665.02	62000.00	3665.02	LT15
TOTALS			157252.73	140354.47		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	L.T WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	1039.51	0.00	15058.75	0.00	0.00	0.00*
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	316.74	0.00	2732.41			0.00
	1356.25	0.00	18591.16	0.00	0.00	0.00
STATE						
SUBTOTAL FROM ABOVE	1039.51	0.00	15858.75	0.00	0.00	0.00*
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	316.74	0.00	2732.41			0.00
	1356.25	0.00	18591.16	0.00	0.00	0.00

\* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
MICHIGAN	0.00	0.00

BURROUGHS MEMORIAL  
 EIN 38-6041206  
 YEAR END 12/31/2009

ATTACHMENT FOR 990PF PAGE 11, PART XV

NO.	(GIFT RECIPIENT)	RELATIONSHIP	PURPOSE	AMOUNT
1	UNITED WAY PO BOX 949 FLINT, MI 48501	NONE	GRANT	18,000.00
2	CATHOLIC CHARITIES 901 CHIPPEWA ST FLINT, MI 48503	NONE	GRANT	5,000.00
3	SHELTER OF FLINT, INC 902 E 6TH ST FLINT, MI 48503	NONE	GRANT	5,000.00
4	GENESEE CTY FREE MEDICAL CLINIC 2437 WELCH BLVD FLINT, MI 48504	NONE	GRANT	4,000.00
5	CARRIAGE TOWN MISSION 605 GARLAND FLINT, MI 48501	NONE	GRANT	5,000.00
6	FOOD BANK OF EASTERN MICH 2312 LAPEER RD FLINT, MI 48503	NONE	GRANT	1,814.00
7	CHRIST ENRICHMENT CENTER 322 E HAMILTON AVE FLINT, MI 48505	NONE	GRANT	1,000.00

BURROUGHS MEMORIAL  
EIN 38-6041206  
YEAR END 12/31/2009

ATTACHMENT FOR 990PF PAGE 11, PART XV

NO.	GIFT RECIPIENT	RELATIONSHIP	PURPOSE	AMOUNT
8	JEWISH COMMUNITY SERVICES 619 WALLENBERG ST. FLINT, MI 48502	NONE	GRANT	2,000.00
9	MOTHERLY INTERCESSION, INC PO BOX 311109 FLINT, MI 48531	NONE	GRANT	3,000.00
			TOTAL	44,814.00

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST ON MONEY MARKETS	326.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	326.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENT INCOME	20,945.	3,049.	17,896.
TOTAL TO FM 990-PF, PART I, LN 4	20,945.	3,049.	17,896.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	213.	0.		213.
TO FORM 990-PF, PG 1, LN 16B	213.	0.		213.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CITIZENS BANK WEALTH MANAGEMENT, N/A	7,214.	6,132.		1,082.
TO FORM 990-PF, PG 1, LN 16C	7,214.	6,132.		1,082.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN	214.	214.		0.
TO FORM 990-PF, PG 1, LN 18	214.	214.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
RETURN OF CAPITAL DIVIDENDS	18.
IRS REFUND	285.
TOTAL TO FORM 990-PF, PART III, LINE 3	303.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS-EQUITIES	511,342.	539,849.
TOTAL TO FORM 990-PF, PART II, LINE 10B	511,342.	539,849.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS-FIXED	182,000.	193,135.
TOTAL TO FORM 990-PF, PART II, LINE 10C	182,000.	193,135.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT	
CITIZENS BANK WEALTH MANAGEMENT, N/A 328 S. SAGINAW ST. M/C 002072 FLINT, MI 48502	CO-TRUSTEE	1.00	0.	0.	0.
JONATHAN E BURROUGHS II 328 S. SAGINAW ST. M/C 002072 FLINT, MI 48502	CO-TRUSTEE	1.00	0.	0.	0.
SAMUEL STEWART, III 328 S. SAGINAW ST. M/C 002072 FLINT, MI 48502	CO-TRUSTEE	1.00	0.	0.	0.
HEATHER WILLIAMS 328 S. SAGINAW ST. M/C 002072 FLINT, MI 48502	CO-TRUSTEE	1.00	0.	0.	0.
JONATHAN BURROUGHS III 328 S. SAGINAW ST. M/C 002072 FLINT, MI 48502	CO-TRUSTEE	1.00	0.	0.	0.
JOSEPH S BURROUGHS 328 S. SAGINAW ST. M/C 002072 FLINT, MI 48502	CO-TRUSTEE	1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.	

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GWEN KELLEY, CITIZENS BANK WEALTH MANAGEMENT  
328 S SAGINAW STREET  
FLINT, MI 48502

TELEPHONE NUMBER

NAME OF GRANT PROGRAM

810-766-6987

BURROUGHS MEMORIAL TRUST

FORM AND CONTENT OF APPLICATIONS

REQUESTS ARE SUBMITTED BY SENDING A LETTER TO GWEN KELLEY AT CITIZENS BANK  
WEALTH MANAGEMENT

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICANTS MUST BE A 501(C)(3) CHARITY