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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation

PAUL W. BURLESON FOUNDATION

A Employer identification number

43-6928736

Number and street (or P.O. box number if mail is not delivered to street address)

1525 W.W.T. HARRIS BLVD. D1114-044

Room/suite

B Telephone number (see page 10 of the instructions)

(336) 747-8169

City or town, state, and ZIP code

CHARLOTTE, NC 28288

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationC If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 8,812,317.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	740,823.			
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	227,107.	226,830.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	57,442.			
b Gross sales price for all assets on line 6a	397,288.			
7 Capital gain net income (from Part IV, line 2)		57,442.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	1,282.			STMT 4
12 Total. Add lines 1 through 11	1,026,654.	284,272.		
13 Compensation of officers, directors, trustees, etc.	101,602.	76,202.		25,401.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	4,476.	2,712.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 6	3.	3.		
24 Total operating and administrative expenses. Add lines 13 through 23	106,081.	78,917.	NONE	25,401.
25 Contributions, gifts, grants paid	289,692.			289,692.
26 Total expenses and disbursements. Add lines 24 and 25	395,773.	78,917.	NONE	315,093.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	630,881.			
b Net investment income (if negative, enter -0-)		205,355.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		NONE		
	2	Savings and temporary cash investments		527,848.	178,694.	178,694.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE	NONE		
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	STMT 7	NONE	2,025,319.	2,126,001.
	b	Investments - corporate stock (attach schedule)	STMT 8	NONE	2,413,481.	3,387,000.
	c	Investments - corporate bonds (attach schedule)	STMT 10	NONE	1,980,000.	2,894,180.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶		NONE		
	12	Investments - mortgage loans		NONE		
	13	Investments - other (attach schedule)	STMT 11	5,635,974.	223,600.	226,442.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)		NONE			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		6,163,822.	6,821,094.	8,812,317.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds		6,163,822.	6,821,094.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		NONE		
	30	Total net assets or fund balances (see page 17 of the instructions)		6,163,822.	6,821,094.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		6,163,822.	6,821,094.		

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	6,163,822.
2	Enter amount from Part I, line 27a	2	630,881.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	26,391.
4	Add lines 1, 2, and 3	4	6,821,094.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,821,094.

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 SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	57,442.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. }					

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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	12,818.	5,812,123.	0.00220539035
2008	26,317.	435,220.	0.06046826892
2007	26,119.	492,056.	0.05308135659
2006	890.	473,575.	0.00187932218
2005			
2 Total of line 1, column (d)			2 0.11763433804
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.02940858451
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 8,156,961.
5 Multiply line 4 by line 3			5 239,885.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,054.
7 Add lines 5 and 6			7 241,939.
8 Enter qualifying distributions from Part XII, line 4			8 315,093.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	2,054.	
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b				
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	2,054.	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)				
3 Add lines 1 and 2				
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,054.	
6 Credits/Payments		7	912.	
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a			912.
b Exempt foreign organizations-tax withheld at source	6b			NONE
c Tax paid with application for extension of time to file (Form 8868)	6c			NONE
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d		7	912.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	1,142.	
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 2011 estimated tax ☐ Refunded ☒		11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		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: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ STMT 13		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ SEE STATEMENT 14 Telephone no ☐			
Located at ☐ ZIP + 4 ☐				
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				
16	At any time during calendar year 2010, 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
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ☐				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ 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 page 22 of the instructions)	2b	X
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? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2010 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 2010)	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 2010?	4b	X

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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)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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 (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		101,602.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	7,692,827.
b	Average of monthly cash balances	1b	588,352.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	8,281,179.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	8,281,179.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	124,218.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,156,961.
6	Minimum investment return. Enter 5% of line 5	6	407,848.

Part XI Distributable Amount (see page 25 of the 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	407,848.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,054.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,054.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	405,794.
4	Recoveries of amounts treated as qualifying distributions	4	1,282.
5	Add lines 3 and 4	5	407,076.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	407,076.

Part XII Qualifying Distributions (see page 25 of the 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	315,093.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	315,093.
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 page 26 of the instructions)	5	2,054.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	313,039.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				407,076.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			289,693.	
b Total for prior years 20 08, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 315,093.				
a Applied to 2009, but not more than line 2a			289,693.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				25,400.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				381,676.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of 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).)

N/A

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

N/A

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 page 28 of the 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:

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE STATEMENT 16				
Total			▶ 3a	289,692.
<i>b Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Part XVII Analysis of Income-Producing Activities					
Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	227,107.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	57,442.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a _____					
b PR YR RECOVERY			1	1,282.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				285,831.	
13 Total. Add line 12, columns (b), (d), and (e)				13	285,831.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

2010

▶ Attach to Form 990, 990-EZ, or 990-PF.

Name of the organization

Employer identification number

PAUL W. BURLESON FOUNDATION

43-6928736

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

PAUL W. BURLESON FOUNDATION

Employer identification number

43-6928736

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	PAUL BURLESON TRUST 1525 W WT HARRIS BLVD. CHARLOTTE, NC 27288	\$ 740,823.	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					909.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					385.	
8,980.00		200. AUTOMATIC DATA PROCESSING INC COM PROPERTY TYPE: SECURITIES 8,023.00					02/22/2006 957.00	04/21/2010
11,119.00		220. ILLINOIS TOOL WORKS INC COM PROPERTY TYPE: SECURITIES 9,711.00					02/22/2006 1,408.00	04/21/2010
5,256.00		115. MERCURY GEN CORP NEW COM PROPERTY TYPE: SECURITIES 6,453.00					02/22/2006 -1,197.00	04/21/2010
4,165.00		250. PFIZER INC COM W/RTS ATTACHED EXP 1 PROPERTY TYPE: SECURITIES 7,140.00					09/29/2006 -2,975.00	04/21/2010
12,792.00		225. ROSS STORES INC COM PROPERTY TYPE: SECURITIES 5,702.00					09/29/2006 7,090.00	04/21/2010
11,314.00		200. SIGMA ALDRICH CORP COM PROPERTY TYPE: SECURITIES 6,521.00					02/22/2006 4,793.00	04/21/2010
7,668.00		145. SMITH & NEPHEW PLC SPDN ADR NEW PROPERTY TYPE: SECURITIES 6,605.00					02/22/2006 1,063.00	04/21/2010
4,251.00		260. TCF FINL CORP COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES 6,705.00					02/22/2006 -2,454.00	04/21/2010
8,120.00		95. 3M CO COM PROPERTY TYPE: SECURITIES 7,013.00					02/22/2006 1,107.00	04/21/2010
108,430.00		2145. COVIDIEN PLC PROPERTY TYPE: SECURITIES 70,852.00					03/30/2009 37,578.00	04/21/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
100,000.00		100000. GENERAL DYNAMICS COR 4.500% 8/1 PROPERTY TYPE: SECURITIES 103,726.00					04/01/2009 -3,726.00	08/15/2010
113,899.00		100000. COCA-COLA CO SR NT DTD 03/06/09 PROPERTY TYPE: SECURITIES 101,395.00					03/31/2009 12,504.00	11/30/2010
TOTAL GAIN (LOSS)							----- 57,442. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	4,850.	4,850.
ABBOTT LABORATORIES	3,750.	3,750.
ARCHER DANIELS MIDLAND CO COM	1,458.	1,458.
ARTIO INTERNATIONAL EQ FD 3# 1529	12,994.	12,994.
AUTOMATIC DATA PROCESSING INC COM	136.	136.
BB&T CORPORATION	3,375.	3,375.
BOTTLING GROUP LLC	4,125.	4,125.
CHEVRON CORP	3,450.	3,450.
CHEVRONTEXACO CORP COM	2,840.	2,840.
CHUBB CORP COM	1,467.	1,467.
COCA-COLA CO SR NT DTD 03/06/09 4.875% 0	6,094.	6,094.
CONOCOPHILLIPS	5,200.	5,200.
DIAGEO PLC SPONSORED ADR NEW	3,782.	3,782.
DIAMOND HILL LONG-SHORT FD CL I #11	27.	27.
DISNEY (WALT) COMPANY NT DTD 12/22/08 4.	4,500.	4,500.
EATON VANCE INC FD BOSTON - IN #431	18,834.	18,834.
ECOLAB INC COM	310.	310.
EMERSON ELECTRIC CO	4,875.	4,875.
EXXON MOBIL CORP COM	1,740.	1,740.
FLEMING CAP MUTUAL FUND GROUP J P MORGAN	518.	518.
GENERAL DYNAMICS COR 4.500% 8/15/10	4,500.	4,500.
GOLDMAN SACHS GROUP 3.625% 8/01/12	3,041.	3,041.
GOLDMAN SACHS FIN SQ FED-INS	34.	34.
HARBOR FD INTL GROWTH FD	10,825.	10,825.
HENRY JACK & ASSOC INC COM	975.	975.
HEWLETT-PACKARD CO 4.500% 3/01/13	4,500.	4,500.
HONEYWELL INTERNATIO 3.875% 2/15/14	3,875.	3,875.
HUSSMAN STRATEGIC GROWTH FD	212.	212.
ILLINOIS TOOL WORKS INC COM	136.	136.
INTL BUSINESS MACHINES CORP COM	1,788.	1,788.
JOHNSON & JOHNSON COM	2,954.	2,954.
JP MORGAN CHASE BANK 6.000% 7/05/17	6,277.	6,000.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KELLOGG CO COM	2,909.	2,909.
ELI LILLY & CO	3,550.	3,550.
MCDONALDS CORP COM	2,870.	2,870.
MERCURY GEN CORP NEW COM	68.	68.
MICROSOFT CORP COM	2,145.	2,145.
MORGAN STANLEY DEAN WITTER & CO COM NEW COM	225.	225.
NOBLE ENERGY INC	554.	554.
TRADEWINDS INTERNATIONAL VALUE R	3,203.	3,203.
OCCIDENTAL PETE CORP COM	1,690.	1,690.
OPPENHEIMER MAIN ST S/C FD-Y	769.	769.
PEPSICO INC COM	2,604.	2,604.
PEPSICO INC	3,750.	3,750.
PFIZER INC COM W/RTS ATTACHED EXP 10/15/ PFIZER INC	45.	45.
PITNEY BOWES INC	4,450.	4,450.
PRECISION CASTPARTS CORP COM W/RIGHTS AT PROCTER & GAMBLE CO COM	4,750.	4,750.
PROCTER & GAMBLE CO	62.	62.
PROCTER & GAMBLE CO	2,743.	2,743.
RIDGEWORTH SEIX HY BD-I #5855	3,500.	3,500.
ROSS STORES INC COM	5,578.	5,578.
SPDR DJ WILSHIRE INTERNATIONAL REAL SEMPRA ENERGY COM	36.	36.
SIGMA ALDRICH CORP COM	10,435.	10,435.
SMITH & NEPHEW PLC SPDN ADR NEW	2,543.	2,543.
TCF FINL CORP COM W/RIGHTS ATTACHED EXP TARGET CORP COM	32.	32.
TARGET CORP	65.	65.
TEMPLETON GLOBAL BOND FD-ADV #616	13.	13.
3M CO COM	536.	536.
UNITED PARCEL SERVIC	4,000.	4,000.
U S TREASURY NOTE	12,480.	12,480.
UNITED TECHNOLOGIES CORP COM	50.	50.
VANGUARD REIT VIPER	5,125.	5,125.
	446.	446.
	2,720.	2,720.
	4,956.	4,956.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
VICTORY SMALL CO OPPORTUNI-I #205	1,070.	1,070.
WAL MART STORES INC COM	1,652.	1,652.
WAL-MART STORES INC 3.000% 2/03/14	3,000.	3,000.
WESTERN UNION CO/THE	850.	850.
COOPER INDUSTRIES PLC NEW IRELAND	1,655.	1,655.
COVIDIEN PLC	772.	772.
ACE LIMITED	2,330.	2,330.
NOBLE CORPORATION	1,451.	1,451.
TYCO INTERNATIONAL LTD NEW	1,803.	1,803.
GOLDMAN FINL SQUARE FED INSTL #520	179.	179.
FEDERATED GOVT OBLIGATION #5	1.	1.
	-----	-----
TOTAL	227,107.	226,830.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
PR YR RECOVERY	1,282.

TOTALS	1,282.
	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	852.	
FEDERAL ESTIMATES - PRINCIPAL	912.	
FOREIGN TAXES ON QUALIFIED FOR	1,005.	1,005.
FOREIGN TAXES ON NONQUALIFIED	1,707.	1,707.
	-----	-----
TOTALS	4,476.	2,712.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NON-ALLOCABLE EXPENSE -	3.	3.
TOTALS	3.	3.
	=====	=====

PAUL W. BURLESON FOUNDATION

43-6928736

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
912828ES5 US TREASURY NOTE	9,967.	10,013.
002824AP5 ABBOTT LABORATORIES	103,881.	100,692.
00206RAQ5 AT&T INC	100,715.	108,141.
05531FAE3 BB&T CORPORATION	99,911.	104,725.
10138MAD7 BOTTLEING GROUP	97,966.	106,747.
166751AK3 CHEVRON CORP	103,711.	103,187.
20825CAN4 CONOCOPHILLIPS	99,401.	110,616.
532457BD9 ELI LILLY & CO	102,694.	103,174.
291011AY0 EMERSON ELECTRIC	101,479.	107,875.
38141EA41 GOLDMAN SACHS GROUP	102,536.	103,201.
428236AQ6 HEWLETT-PACKARD	102,828.	107,036.
438516AY2 HONEYWELL INTERNATIO	100,925.	106,195.
48121CVZ6 JP MORGAN CHASE	93,600.	108,460.
713448BK3 PEPSICO INC	101,942.	105,829.
717081CZ4 PFIZER INC	102,584.	104,346.
72447WAA7 PITNEY BOWES INC	95,036.	99,215.
742718DM8 PROCTER & GAMBLE CO	100,301.	104,992.
87612EAM8 TARGET CORP	101,360.	106,800.
911312AK2 UNITED PARCEL SERVIC	101,458.	111,611.
931142CN1 WAL-MART STORES	100,604.	103,933.
254687AW6 WALT DISNEY	102,420.	109,213.
	-----	-----
TOTALS	2,025,319.	2,126,001.
	=====	=====

PAUL W. BURLESON FOUNDATION

43-6928736

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
580135101 MCDONALDS CORPS	67,856.	97,485.
87612E106 TARGET CORP	45,199.	48,104.
039483102 ARCHER DANIEL MIDLAN	66,072.	73,094.
487836108 KELLOGG CO	67,606.	95,264.
713448108 PEPSICO INC	73,058.	91,462.
742718109 PROCTER & GAMBLE CO	67,978.	93,600.
931142103 WAL MART STORES	71,219.	75,502.
166764100 CHEVRON CORP	64,778.	91,250.
30231G102 EXXON MOBIL CORP	66,637.	73,120.
655044105 NOBLE ENERGY	39,378.	66,282.
674599105 OCCIDENTAL PETE CORP	66,331.	116,739.
084670702 BERKSHIRE HATHAWAY	69,973.	100,138.
171232101 CHUBB CORP	41,567.	59,938.
617446448 MORGAN STANLEY	48,270.	40,815.
478160104 JOHNSON & JOHNSON	74,656.	86,590.
790849103 ST JUDE MED	68,878.	80,584.
883556102 THERMO FISHER	70,764.	110,166.
941848103 WATERS CORP	51,581.	108,794.
740189105 PRECISION CASTPARTS	40,490.	95,359.
913017109 UNITED TECHNOLOGIES	67,776.	125,952.
00846U101 AGILENT TECHNOLOGIES	40,346.	108,754.
055921100 BMC SOFTWARE INC	40,750.	59,161.
426281101 HENRY JACK & ASSOC	41,079.	74,770.
459200101 INTERNATIONAL BUS	66,445.	104,933.
594918104 MICROSOFT CORP	71,128.	108,849.
959802109 WESTERN UNION	42,783.	63,138.
278865100 ECOLAB INC	46,380.	50,420.
816851109 SEMPRA ENERGY	71,997.	85,542.
H0023R105 ACE LIMITED	68,614.	113,295.

PAUL W. BURLESON FOUNDATION

43-6928736

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION

G24140108 COOPER INDUSTRIES
25243Q205 DIAGEO PLC
H5833N103 NOBEL CORPORATION
66987V109 NOVARTIS
H89128104 TYCO INTERNATIONAL
78463X863 SPDR DJ WILSHIRE
922908553 VANGUARD REIT VIPER

TOTALS

	ENDING BOOK VALUE	ENDING FMV
	-----	----
	42,573.	95,887.
	71,171.	118,928.
	38,995.	58,484.
	47,628.	53,055.
	39,195.	87,231.
	136,840.	142,095.
	317,490.	332,220.
	-----	-----
	2,413,481.	3,387,000.
	=====	=====

PAUL W. BURLESON FOUNDATION

43-6928736

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
277907200 EATON VANCE INC	200,000.	220,377.
76628T645 RIDGEWORTH SEIX HIGH	100,000.	102,824.
880208400 TEMPLETON GLOBAL BD	300,000.	300,221.
349913889 FORWARD HOOVER SMALL	110,000.	174,653.
38142Y401 GOLDMAN SACHS GRWTH	40,000.	43,059.
411411801 HARBOR INTERNATIONAL	320,000.	542,991.
339128100 JP MORGAN MID CAP	40,000.	42,868.
68381F409 OPPENHEIMER MAIN	110,000.	219,081.
74972H648 RS GLOBAL NATURAL	110,000.	214,910.
67065W803 TRADEWINDS INTERNATI	155,000.	231,791.
92646A815 VICTORY SMALL CO	110,000.	210,629.
04315J837 ARTIO INTERNATIONAL	385,000.	590,776.
TOTALS	1,980,000.	2,894,180.
	=====	=====

PAUL W. BURLESON FOUNDATION

43-6928736

FORM 990PF, PART II - OTHER INVESTMENTS
=====

COST/
FMV

DESCRIPTION

C OR F

ENDING
FMV

BOOK VALUE

25264S833 DIAMOND HILL LONG
448108100 HUSSMAN STRATEGIC
589509108 MERGER FD

76,100.
97,500.
50,000.

82,807.
94,137.
49,498.

TOTALS

223,600.

226,442.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

CHANGE OF RECORD KEEPING FROM BOOK TO COST VALUE

26,391.

TOTAL

26,391.
=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

FL

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: WELLS FARGO

ADDRESS: 1 WEST 4TH STREET, 4TH FLOOR D4000-041
WINSTON-SALEM, NC 27101-3818

TELEPHONE NUMBER: (336)747-8169

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

WELLS FARGO

ADDRESS:

1525 W W.T. HARRIS BLVD. D1114-044

CHARLOTTE, NC 28288-1161

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 101,602.

TOTAL COMPENSATION:

101,602.

=====

=====

RECIPIENT NAME:

THE GEORGE WASHINGTON UNIVERSITY

ADDRESS:

ATTN: STEFANIE TUCKER

WASHINGTON, DC 20052

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 28,969.

RECIPIENT NAME:

BIRMINGHAM SOUTHERN COLLEGE

ADDRESS:

TODD LAPORE- CPA DIR TREAS SVCS

BIRMINGHAM, AL 35254

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 28,969.

RECIPIENT NAME:

UNIV. OF ALABAMA AT BIRMINGHAM

ADDRESS:

ATTENTION: PLANNED GIVING AB 1225

BIRMINGHAM, AL 35294-0112

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 231,754.

TOTAL GRANTS PAID:

289,692.

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SCHEDULE D
(Form 1041)

Capital Gains and Losses

OMB No 1545-0092

2010

Department of the Treasury
Internal Revenue Service

► **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

Name of estate or trust

PAUL W. BURLESON FOUNDATION

Employer identification number

43-6928736

Note: Form 5227 filers need to complete **only Parts I and II**.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			909.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	909.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			385.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	56,148.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	56,533.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		909.
14 Net long-term gain or (loss):			
a Total for year	14a		56,533.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		57,442.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	()
a The loss on line 15, column (3) or		
b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20 Add lines 18 and 19	20	
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21	
22 Subtract line 21 from line 20. If zero or less, enter -0-	22	
23 Subtract line 22 from line 17. If zero or less, enter -0-	23	
24 Enter the smaller of the amount on line 17 or \$2,300	24	
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26 Subtract line 25 from line 24	26	
27 Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29 Subtract line 28 from line 27	29	
30 Multiply line 29 by 15% (.15)	30	
31 Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32 Add lines 30 and 31	32	
33 Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2010

Employer identification number

43-6928736

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	56,148.00
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Schedule D-1 (Form 1041) 2010

FEDERAL CAPITAL GAIN DIVIDENDS
=====SHORT-TERM CAPITAL GAIN DIVIDENDS

MERGER FD SH BEN INT	339.00
MERGER FD SH BEN INT	571.00
FEDERATED GOVT OBLIGATION #5	

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

909.00
=====LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

GOLDMAN SACHS GROWTH OPPORTUNITIES INSTITUTI	385.00
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TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

385.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

385.00
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