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# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

2010

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 2010, or tax year beginning JUN 1, 2010, and ending MAY 31, 2011

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 <b>The Wm T and Ethel L Burton Foundation</b>		A Employer identification number <b>72-6027957</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>641 West Prien Lake Road</b>	Room/suite	B Telephone number <b>(337) 480-3799</b>
City or town, state, and ZIP code <b>Lake Charles, LA 70601</b>		C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 4,855,127.</b> (Part I, column (d) must be on cash basis.)	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"/>

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))		(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		5,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		6,966.	6,966.		Statement 1
4 Dividends and interest from securities		104,980.	104,980.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		82,334.			
b Gross sales price for all assets on line 6a	2,462,361.				
7 Capital gain net income (from Part IV, line 2)			82,334.		
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		-764.	-764.		Statement 3
12 Total. Add lines 1 through 11		198,516.	193,516.		
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	Stmnt 4	3,635.	0.		3,635.
c Other professional fees					
17 Interest					
18 Taxes	Stmnt 5	1,325.	2.		1,323.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	Stmnt 6	8,769.	4,560.		4,200.
24 Total operating and administrative expenses. Add lines 13 through 23		13,729.	4,562.		9,158.
25 Contributions, gifts, grants paid		249,500.			249,500.
26 Total expenses and disbursements. Add lines 24 and 25		263,229.	4,562.		258,658.
27 Subtract line 26 from line 12:		-64,713.			
a Excess of revenue over expenses and disbursements			188,954.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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			476,678.	353,158.	353,158.
	2. Savings and temporary cash investments			384,233.	460,556.	460,556.
	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			1,560.	1,320.	1,320.
	10a. Investments - U.S. and state government obligations Stmt 9			1,286,022.	1,004,317.	1,063,968.
	b. Investments - corporate stock Stmt 10			1,586,671.	1,668,669.	2,070,944.
	c. Investments - corporate bonds Stmt 11			772,876.	840,162.	897,725.
11. Investments - land, buildings, and equipment basis ▶						
Less: accumulated depreciation ▶						
12. Investments - mortgage loans						
13. Investments - other Stmt 12			0.	1,298.	7,456.	
14. Land, buildings, and equipment basis ▶						
Less: accumulated depreciation ▶						
15. Other assets (describe ▶)						
16. Total assets (to be completed by all filers)			4,508,040.	4,329,480.	4,855,127.	
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 ▶ Due to Tower Land)			112,000.	0.	
23. Total liabilities (add lines 17 through 22)			112,000.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27. Capital stock, trust principal, or current funds			4,155,150.	4,155,150.	
	28. Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29. Retained earnings, accumulated income, endowment, or other funds			240,890.	174,330.	
30. Total net assets or fund balances			4,396,040.	4,329,480.		
31. Total liabilities and net assets/fund balances			4,508,040.	4,329,480.		

**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	4,396,040.
2. Enter amount from Part I, line 27a	2	-64,713.
3. Other increases not included in line 2 (itemize) ▶ See Statement 7	3	2,745.
4. Add lines 1, 2, and 3	4	4,334,072.
5. Decreases not included in line 2 (itemize) ▶ See Statement 8	5	4,592.
6. Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,329,480.

**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.)
<b>1a See Attached Statement 16</b>		<b>P</b>	<b>Various</b>	<b>Various</b>
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b> 2,462,361.		2,380,027.	82,334.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	
<b>a</b>			82,334.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>		<b>2</b>	82,334.
<b>3</b> 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		<b>3</b>	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))
2009	236,268.	4,429,658.	.053338
2008	258,148.	4,618,514.	.055894
2007	161,949.	5,064,236.	.031979
2006	223,066.	5,023,209.	.044407
2005	339,718.	4,952,610.	.068594

<b>2</b> Total of line 1, column (d)	<b>2</b>	.254212
<b>3</b> 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	<b>3</b>	.050842
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	4,685,597.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	238,225.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,890.
<b>7</b> Add lines 5 and 6	<b>7</b>	240,115.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	258,658.

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	1,890.
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	1,890.
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	1,890.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,320.	
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	1,320.	
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	570.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		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 instructions) <u>LA</u>		
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)? 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	

N/A

Stmnt 13

**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)	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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>William B. Lawton</u> Telephone no. ► <u>(337) 480-3799</u> Located at ► <u>641 West Prien Lake Road, Lake Charles, LA</u> ZIP+4 ► <u>70601</u>			
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 <u>N/A</u>			
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? 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 ►	16	Yes	No
				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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	1b
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
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?	<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.)	<u>N/A</u>	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 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.)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

**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)?

N/A

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?

N/A

☐ 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?

If "Yes" to 6b, file Form 8870

6b

X

**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?

N/A

7b

**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 14		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	
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	

Total. Add lines 1 through 3

0.

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**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	3,919,638.
b	Average of monthly cash balances	1b	837,313.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,756,951.
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	4,756,951.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	71,354.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,685,597.
6	Minimum investment return. Enter 5% of line 5	6	234,280.

**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	234,280.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,890.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,890.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	232,390.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	232,390.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	232,390.

**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	258,658.
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	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	258,658.
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	1,890.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	256,768.

**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 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				232,390.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			114,374.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005				
<b>b</b> From 2006				
<b>c</b> From 2007				
<b>d</b> From 2008				
<b>e</b> From 2009				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ► \$ 258,658.				
<b>a</b> Applied to 2009, but not more than line 2a			114,374.	
<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 2010 distributable amount				144,284.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2010 (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:	0.			
<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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				88,106.
<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 2005 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006				
<b>b</b> Excess from 2007				
<b>c</b> Excess from 2008				
<b>d</b> Excess from 2009				
<b>e</b> Excess from 2010				



**Part XV** **Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a</b> <i>Paid during the year</i> See Statement 17	See Statement	See Statement	See Statement	249,500.
<b>Total</b>				<b>▶ 3a 249,500.</b>
<b>b</b> <i>Approved for future payment</i>  None				
<b>Total</b>				<b>▶ 3b 0.</b>



## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- Form
- 990-PF**
- (2010)

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2010**

Name of the organization

The Wm T and Ethel L Burton Foundation

Employer identification number

72-6027957

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).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)**

Name of organization

Employer identification number

The Wm T and Ethel L Burton Foundation

72-6027957

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	William B. Lawton Company, L.L.C. 641 W. Prien Lake Road Lake Charles, LA 70601	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization

Employer identification number

The Wm T and Ethel L Burton Foundation

72-6027957

**Part II** Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

The Wm T and Ethel L Burton Foundation

72-6027957

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

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Source	Amount
Capital One - JEL Checking	53.
Capital One - WBL Checking	98.
First Federal - JEL Checking	6,815.
Total to Form 990-PF, Part I, line 3, Column A	6,966.

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Form 990-PF Dividends and Interest from Securities Statement 2

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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Dividends - Capital One Trust Department	27,838.	0.	27,838.
Dividends - Kinder Morgan K-1	7.	0.	7.
Interest Income - Kinder Morgan K-1	17.	0.	17.
Interest on Corporate Bonds - Capital One Trust Department	52,769.	0.	52,769.
Interest on US Obligations - Capital One Trust Department	24,349.	0.	24,349.
Total to Fm 990-PF, Part I, ln 4	104,980.	0.	104,980.

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Form 990-PF Other Income Statement 3

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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Partnership Loss - Kinder Morgan	-764.	-764.	
Total to Form 990-PF, Part I, line 11	-764.	-764.	

Form 990-PF	Accounting Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Accounting	3,635.	0.		3,635.	
To Form 990-PF, Pg 1, ln 16b	3,635.	0.		3,635.	

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Excise Tax	1,318.	0.		1,318.	
Secretary of State	5.	0.		5.	
Foreign Taxes Withheld	2.	2.		0.	
To Form 990-PF, Pg 1, ln 18	1,325.	2.		1,323.	

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Investment Fees	4,535.	4,526.		0.	
Sculpture Refurbish	4,050.	0.		4,050.	
Printing Expense	150.	0.		150.	
IDC from Kinder Morgan K-1	34.	34.		0.	
To Form 990-PF, Pg 1, ln 23	8,769.	4,560.		4,200.	

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	7
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Description	Amount
Non-Taxable Capital Adjustment to Kinder Morgan K-1	2,745.
Total to Form 990-PF, Part III, line 3	2,745.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	8
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Description	Amount
Adjustment to Kinder Morgan K-1 Beginning Balance	4,589.
Non-Deductible Expense from Kinder Morgan K-1	3.
Total to Form 990-PF, Part III, line 5	4,592.

Form 990-PF	U.S. and State/City Government Obligations	Statement	9
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
US Government Obligations	X		1,004,317.	1,063,968.
Total U.S. Government Obligations			1,004,317.	1,063,968.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			1,004,317.	1,063,968.

Form 990-PF	Corporate Stock	Statement	10
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Description	Book Value	Fair Market Value
Corporate Stocks	1,668,669.	2,070,944.
Total to Form 990-PF, Part II, line 10b	1,668,669.	2,070,944.

Form 990-PF	Corporate Bonds	Statement	11
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Description	Book Value	Fair Market Value
Corporate Bonds	840,162.	897,725.
Total to Form 990-PF, Part II, line 10c	840,162.	897,725.

Form 990-PF	Other Investments	Statement	12
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Description	Valuation Method	Book Value	Fair Market Value
Kinder Morgan Energy Partners, LP	FMV	1,298.	7,456.
Total to Form 990-PF, Part II, line 13		1,298.	7,456.

Form 990-PF	List of Substantial Contributors Part VII-A, Line 10	Statement	13
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Name of Contributor	Address
William B. Lawton Company, L.L.C.	641 W. Prien Lake Road Lake Charles, LA 70601

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Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement 14
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
William B. Lawton 641 West Prien Lake Road Lake Charles, LA 70601	Chairman/Director 0.00	0.	0.	0.
Jack E. Lawton, Jr. 1409 Kirkman Street Lake Charles, LA 70601	President/Director 0.00	0.	0.	0.
William T. Drost 641 West Prien Lake Road Lake Charles, LA 70601	Secretary/Director 0.00	0.	0.	0.
Gus W. Schram, III 1409 Kirkman Street Lake Charles, LA 70601	Vice President/Director 0.00	0.	0.	0.
Roderick Smith 641 West Prien Lake Road Lake Charles, LA 70601	Vice President/Director 0.00	0.	0.	0.
Ernest Gerald Conner 641 West Prien Lake Road Lake Charles, LA 70601	Vice President/Director 0.00	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 15

Name and Address of Person to Whom Applications Should be Submitted

William B. Lawton  
641 West Prien Lake Road  
Lake Charles, LA 70601

Telephone Number

Form and Content of Applications

None

Any Submission Deadlines

None

Restrictions and Limitations on Awards

Scholarships are restricted to Southwest Louisiana High School Seniors and McNeese State University (Lake Charles, LA) football team. Recipients are selected by their institutions.



Burton Wm T & Ethel Lewis Foundation  
June 1, 2010 - May 31, 2011

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Account Number: 61-0312-11-8

72-6027957

Statement 16

### Sale Activity

<i>Date</i>	<i>Description</i>	<i>Unit Price</i>	<i>Transaction Costs</i>	<i>Cash</i>	<i>Total Cost</i>	<i>Realized Gain/Loss</i>
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### Equities

#### Accenture PLC Class A Ordinary Shares

03/16/11	Sold 135 Shs 03/11/11 @ 51.5701	51.570	6.89	6,955.08	-4,730.01	2,225.07
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#### Marvell Technology Group LTD

08/09/10	Sold 320 Shs 08/04/10 @ 15.0139	15.014	16.08	4,788.37	-6,034.88	-1,246.51
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#### XI Group PLC Shs

03/16/11	Sold 550 Shs 03/11/11 @ 22.25	22.250	27.74	12,209.76	-9,509.11	2,700.65
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#### Tyco Electronics LTD Switzerld Shs

03/16/11	Sold 225 Shs 03/11/11 @ 34.7305	34.730	11.40	7,802.96	-5,636.25	2,166.71
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#### AFLAC Inc Com

03/16/11	Sold 5 Shs 03/11/11 @ 55.67	55.670	0.26	278.09	-335.30	-57.21
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#### Abbott Labs Com

03/16/11	Sold 5 Shs 03/11/11 @ 48.38	48.380	0.26	241.64	-270.45	-28.81
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Burton Wm T & Ethel Lewis Foundation  
June 1, 2010 - May 31, 2011

Account Number: 61-0312-11-8

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Statement 16

**Sale Activity**

<i>Date</i>	<i>Description</i>	<i>Unit Price</i>	<i>Transaction Costs</i>	<i>Cash</i>	<i>Total Cost</i>	<i>Realized Gain/Loss</i>
<b>American Tower Corp Cl A</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 50.72	50.720	0.26	253.34	-209.40	43.94
<b>Amerisourcebergen Corp Com</b>						
03/16/11	Sold 15 Shs 03/11/11 @ 36.9005	36.901	0.76	552.75	-206.82	345.93
<b>Anadarko Pete Corp Com</b>						
03/16/11	Sold 90 Shs 03/11/11 @ 77.6705	77.671	4.64	6,985.71	-6,007.50	978.21
<b>Apache Corp Com</b>						
12/10/10	Sold 75 Shs 12/07/10 @ 116.0941	116.094	3.90	8,703.16	-9,579.00	-875.84
<b>Apple Inc Com</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 351.61	351.610	0.29	1,757.76	-996.80	760.96
<b>Applied Matls Inc Com</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 15.02	15.020	0.26	74.84	-61.10	13.74
<b>Automatic Data Processing Inc Com</b>						
09/09/10	Sold 160 Shs 09/03/10 @ 40.1507	40.151	8.11	6,416.00	-6,500.80	-84.80

**Burton Wm T & Ethel Lewis Foundation**  
**June 1, 2010 - May 31, 2011**

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Statement 16

Account Number: 61-0312-11-8

**Sale Activity**

<i>Date</i>	<i>Description</i>	<i>Unit Price</i>	<i>Transaction Costs</i>	<i>Cash</i>	<i>Total Cost</i>	<i>Realized Gain/Loss</i>
<b>Avon Prods Inc Com</b>						
03/16/11	Sold 120 Shs 03/11/11 @ 27.2305	27.231	6.06	3,261.60	-3,125.51	136.09
<b>BMC Software Inc</b>						
03/16/11	Sold 245 Shs 03/11/11 @ 49.5305	49.530	12.48	12,122.49	-9,351.69	2,770.80
<b>Bank of America Corp Com</b>						
10/25/10	Sold 1200 Shs 10/20/10 @ 11.421	11.421	60.23	13,644.97	-18,799.59	-5,154.62
<b>Best Buy Inc Com</b>						
03/16/11	Sold 200 Shs 03/11/11 @ 31.5005	31.501	10.12	6,289.98	-7,709.16	-1,419.18
<b>Brinker Intl Inc Com</b>						
03/16/11	Sold 10 Shs 03/11/11 @ 24.86	24.860	0.51	248.09	-225.50	22.59
<b>Broadcom Corp Com</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 40.24	40.240	0.26	200.94	-230.29	-29.35
<b>Brown Forman Corp Cl B</b>						
09/08/10	Sold 100 Shs 09/02/10 @ 58.0516	58.052	5.10	5,800.06	-5,415.77	384.29



Burton Wm T & Ethel Lewis Foundation  
June 1, 2010 - May 31, 2011

Account Number: 61-0312-11-8

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Statement 16

**Sale Activity**

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
<b>Carlisle Cos Inc Com</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 41.95	41.950	0.26	209.49	-196.05	13.44
05/06/11	Sold 145 Shs 05/03/11 @ 49.8416	49.842	7.39	7,219.64	-5,685.60	1,534.04
<b>Celanese Corp Del Com Ser A</b>						
03/16/11	Sold 110 Shs 03/11/11 @ 40.0505	40.051	5.59	4,399.97	-3,450.48	949.49
<b>Celgene Corp Com</b>						
03/16/11	Sold 180 Shs 03/11/11 @ 53.421	53.421	9.19	9,606.59	-10,782.74	-1,176.15
<b>Centurylink Inc</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 40.47	40.470	0.26	202.09	-172.90	29.19
<b>Cisco Sys Inc Com</b>						
11/17/10	Sold 760 Shs 11/12/10 @ 20.3684	20.368	38.26	15,441.72	-15,786.39	-344.67
<b>Class Action Proceeds</b>						
03/11/11	Cendant	0.000	0.00	100.04	0.00	100.04

**Burton Wm T & Ethel Lewis Foundation**  
**June 1, 2010 - May 31, 2011**

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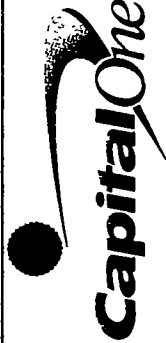
Account Number: 61-0312-11-8

72-6027957

Statement 16

**Sale Activity**

<i>Date</i>	<i>Description</i>	<i>Unit Price</i>	<i>Transaction Costs</i>	<i>Cash</i>	<i>Total Cost</i>	<i>Realized Gain/Loss</i>
<b>Cliffs Nat Res Inc Com</b>						
03/16/11	Sold 60 Shs 03/11/11 @ 87.66	87.660	3.11	5,256.49	-3,502.78	1,753.71
<b>Coca-Cola Enterprises Inc Com</b>						
10/22/10	To Remove 340 Shs Coca Cola Enterprises Inc New Com and Cash Stock Rate: 1 Sh Per Sh Held Cash Rate: 10 Per Sh Held Partial Taxable Exchange	32.080	0.00	10,907.20	-7,929.35	2,977.85
<b>Digital Rlty Tr Inc Com</b>						
03/16/11	Sold 130 Shs 03/11/11 @ 56.1444	56.144	6.64	7,292.13	-6,369.87	922.26
<b>Disney Walt Co Com</b>						
08/11/10	Sold 200 Shs 08/06/10 @ 34.5355	34.536	10.12	6,896.98	-4,939.36	1,957.62
<b>Directv Com Cl A</b>						
03/16/11	Sold 350 Shs 03/11/11 @ 46.016	46.016	17.81	16,087.79	-10,989.86	5,097.93
<b>Duke Energy Hldg Corp Com</b>						
03/16/11	Sold 20 Shs 03/11/11 @ 18.45	18.450	1.01	367.99	-378.40	-10.41



Burton Wm T & Ethel Lewis Foundation  
June 1, 2010 - May 31, 2011

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Account Number: 61-0312-11-8

72-6027957

Statement 16

**Sale Activity**

<i>Date</i>	<i>Description</i>	<i>Unit Price</i>	<i>Transaction Costs</i>	<i>Cash</i>	<i>Total Cost</i>	<i>Realized Gain/Loss</i>
<b>Edison Intl Com</b>						
03/16/11	Sold 15 Shs 03/11/11 @ 37.85	37.850	0.77	566.98	-818.26	-251.28
<b>Emerson Elec Co Com</b>						
03/16/11	Sold 370 Shs 03/11/11 @ 59.5793	59.579	18.92	22,025.42	-14,914.45	7,110.97
<b>Fedex Corp Com</b>						
08/25/10	Sold 60 Shs 08/20/10 @ 81.3935	81.394	3.08	4,880.53	-4,562.38	318.15
<b>Franklin Res Inc Com</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 121.2	121.200	0.27	605.73	-508.15	97.58
<b>Freeport-McMoran Copper &amp; Gold Inc Cl B</b>						
08/27/10	Sold 130 Shs 08/24/10 @ 67.8004	67.800	6.65	8,807.40	-9,142.64	-335.24
<b>Frontier Communications Corp Com</b>						
07/27/10	Sold .509 Shs 07/26/10 To Misc Broker @ 7.419	7.426	0.00	3.78	-5.18	-1.40
<b>General Mills Inc Com</b>						
12/27/10	Sold 280 Shs 12/21/10 @ 35.8403	35.840	14.17	10,021.11	-8,506.09	1,515.02

**Burton Wm T & Ethel Lewis Foundation**  
**June 1, 2010 - May 31, 2011**

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Account Number: 61-0312-11-8

72-6027957

Statement 16

**Sale Activity**

<i>Date</i>	<i>Description</i>	<i>Unit Price</i>	<i>Transaction Costs</i>	<i>Cash</i>	<i>Total Cost</i>	<i>Realized Gain/Loss</i>
<b>Gilead Sciences Inc Com</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 40.99	40.990	0.26	204.69	-225.20	-20.51
<b>Goldman Sachs Group Inc Com</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 160.84	160.840	0.27	803.93	-921.90	-117.97
<b>Grainger W W Inc Com</b>						
03/16/11	Sold 140 Shs 03/11/11 @ 136.7933	136.793	7.37	19,143.69	-14,330.12	4,813.57
<b>Humana Inc Com</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 64.52	64.520	0.26	322.34	-179.30	143.04
<b>Huntington Ingalls Inds Inc Com</b>						
04/26/11	Sold .667 Shs 04/26/11 To Misc Broker @ 37.269	37.271	0.00	24.86	-21.72	3.14
<b>Illinois Tool Works Inc Com</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 54.78	54.780	0.26	273.64	-218.70	54.94
<b>Ingram Micro Inc Cl A</b>						
09/02/10	Sold 360 Shs 08/30/10 @ 14.9506	14.951	18.09	5,364.13	-4,082.80	1,281.33



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**Sale Activity**

<i>Date</i>	<i>Description</i>	<i>Unit Price</i>	<i>Transaction Costs</i>	<i>Cash</i>	<i>Total Cost</i>	<i>Realized Gain/Loss</i>
<b>Intel Corp Com</b>						
03/16/11	Sold 10 Shs 03/11/11 @ 20.9201	20.920	0.51	208.69	-185.00	23.69
<b>International Business Machs Corp Com</b>						
09/17/10	Sold 80 Shs 09/14/10 @ 129.266	129.266	4.17	10,337.11	-9,789.60	547.51
03/16/11	Sold 5 Shs 03/11/11 @ 162.71	162.710	0.27	813.28	-627.30	185.98
<b>Intuit Com</b>						
03/16/11	Sold 100 Shs 03/11/11 @ 49.6105	49.611	5.10	4,955.95	-4,260.95	695.00
<b>J P Morgan Chase &amp; Co Com</b>						
03/16/11	Sold 15 Shs 03/11/11 @ 45.75	45.750	0.77	685.48	-733.88	-48.40
04/01/11	Sold 225 Shs 03/29/11 @ 45.5902	45.590	11.45	10,246.35	-10,191.46	54.89
<b>Johnson &amp; Johnson Com</b>						
09/09/10	Sold 175 Shs 09/03/10 @ 58.7209	58.721	8.92	10,267.23	-10,873.96	-606.73
03/16/11	Sold 10 Shs 03/11/11 @ 59.85	59.850	0.52	597.98	-601.70	-3.72



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<b>Juniper Networks Inc Com</b>						
03/16/11	Sold 10 Shs 03/11/11 @ 42.9	42.900	0.51	428.49	-354.30	74.19
<b>L-3 Communications Hldgs Inc Com</b>						
03/16/11	Sold 170 Shs 03/11/11 @ 79.8905	79.890	8.76	13,572.62	-10,302.20	3,270.42
<b>Life Technologies Corp Com</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 51.36	51.360	0.26	256.54	-80.27	176.27
<b>Lubrizol Corp Com</b>						
03/17/11	Sold 150 Shs 03/14/11 @ 133.8247	133.825	7.89	20,065.82	-13,944.81	6,121.01
<b>Mastercard Inc Cl A</b>						
03/16/11	Sold 15 Shs 03/11/11 @ 248.89	248.890	0.83	3,732.52	-2,530.86	1,201.66
<b>McDonalds Corp Com</b>						
12/10/10	Sold 120 Shs 12/07/10 @ 80.2301	80.230	6.16	9,621.45	-6,387.18	3,234.27
<b>McKesson Corp Com</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 77.96	77.960	0.26	389.54	-301.40	88.14



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### Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
<b>Medco Health Solutions Inc Com</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 61.92	61.920	0.26	309.34	-314.95	-5.61
<b>Medtronic Inc Com</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 38.17	38.170	0.26	190.59	-219.64	-29.05
<b>Microsoft Corp Com</b>						
03/16/11	Sold 285 Shs 03/11/11 @ 25.7601	25.760	14.40	7,327.23	-5,400.94	1,926.29
<b>Micron Technology Inc Com</b>						
12/10/10	Sold 625 Shs 12/07/10 @ 7.96	7.960	31.33	4,943.67	-4,753.00	190.67
<b>Motorola Inc Com</b>						
08/26/10	Sold 540 Shs 08/23/10 @ 7.47	7.470	27.07	4,006.73	-3,660.66	346.07
<b>Nii Hldgs Inc Com New</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 38.81	38.810	0.26	193.79	-197.22	-3.43
<b>Nike Inc Class B Com</b>						
03/16/11	Sold 55 Shs 03/11/11 @ 87.35	87.350	2.85	4,801.40	-3,426.98	1,374.42

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<b>Noble Energy Inc Com</b>						
03/16/11	Sold 100 Shs 03/11/11 @ 90.01	90.010	5.18	8,995.82	-8,543.00	452.82
<b>Northrop Grumman Corp Com</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 66.28	66.280	0.26	331.14	-281.20	49.94
<b>Peabody Energy Corp Com</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 63.19	63.190	0.26	315.69	-222.55	93.14
05/05/11	Sold 195 Shs 05/02/11 @ 67.191	67.191	10.00	13,092.24	-8,679.25	4,412.99
<b>Pfizer Inc Com</b>						
03/16/11	Sold 10 Shs 03/11/11 @ 19.51	19.510	0.51	194.59	-189.91	4.68
<b>Philip Morris Intl Inc Com</b>						
03/16/11	Sold 80 Shs 03/11/11 @ 63.89	63.890	4.10	5,107.10	-3,264.56	1,842.54
<b>Praxair Inc Com</b>						
07/22/10	Sold 60 Shs 07/19/10 @ 80.9533	80.953	3.08	4,854.12	-4,094.14	759.98



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<i>Date</i>	<i>Description</i>	<i>Unit Price</i>	<i>Transaction Costs</i>	<i>Cash</i>	<i>Total Cost</i>	<i>Realized Gain/Loss</i>
<b>Pride International Inc Com</b>						
03/16/11	Sold 305 Shs 03/11/11 @ 41.6105	41.610	15.50	12,675.70	-10,969.15	1,706.55
<b>Raytheon Co Com New</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 52.23	52.230	0.26	260.89	-274.74	-13.85
<b>Ryder Sys Inc Com</b>						
03/16/11	Sold 160 Shs 03/11/11 @ 48.031	48.031	8.15	7,676.81	-10,067.43	-2,390.62
<b>Sandisk Corp Com</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 45.1901	45.190	0.26	225.69	-192.52	33.17
<b>Sigma Aldrich Corp Com</b>						
03/16/11	Sold 260 Shs 03/11/11 @ 62.5206	62.521	13.31	16,242.04	-13,399.53	2,842.51
<b>Spectra Energy Corp Com</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 26.28	26.280	0.26	131.14	-107.05	24.09
<b>Starbucks Corp Com</b>						
03/16/11	Sold 160 Shs 03/11/11 @ 36.6805	36.681	8.12	5,860.76	-3,574.24	2,286.52

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<b>Symantec Corp Com</b>						
08/31/10	Sold 545 Shs 08/26/10 @ 13.681	13.681	27.38	7,428.77	-8,385.86	-957.09
<b>TJX Cos Inc New Com</b>						
01/10/11	Sold 325 Shs 01/05/11 @ 42.7164	42.716	16.48	13,866.35	-7,400.51	6,465.84
03/17/11	Sold 95 Shs 03/14/11 @ 49.5052	49.505	4.84	4,698.15	-590.13	4,108.02
<b>Texas Instrs Inc Com</b>						
03/16/11	Sold 675 Shs 03/11/11 @ 34.4501	34.450	34.20	23,219.62	-14,327.00	8,892.62
<b>Travelers Cos Inc Com</b>						
03/16/11	Sold 5 Shs 03/11/11 @ 58.91	58.910	0.26	294.29	-253.94	40.35
<b>US Bancorp Del Com New</b>						
03/16/11	Sold 20 Shs 03/11/11 @ 27.2	27.200	1.02	542.98	-618.87	-75.89
<b>Verizon Communications Inc Com</b>						
08/09/10	Sold 427 Shs 08/04/10 @ 29.2122	29.212	21.56	12,452.05	-15,261.50	-2,809.45
03/16/11	Sold 5 Shs 03/11/11 @ 35.8	35.800	0.26	178.74	-169.97	8.77



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**Sale Activity**

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
<b>Wal Mart Stores Inc Com</b>						
06/18/10	Sold 150 Shs 06/15/10 @ 51.44	51.440	7.63	7,708.37	-8,139.00	-430.63
03/17/11	Sold 90 Shs 03/14/11 @ 52.264	52.264	4.59	4,699.17	-4,883.40	-184.23
<b>Williams Cos Inc Com</b>						
08/09/10	Sold 170 Shs 08/04/10 @ 20.37	20.370	8.56	3,454.34	-3,699.03	-244.69
<b>Total Equities</b>				<b>\$ 518,082.30</b>	<b>\$ -440,282.34</b>	<b>\$ 77,799.96</b>

**Fixed Income**

Bear Stearns Cml Mtg Ser 2002 PBW1  
Cl A 2 4.72% Dtd 10/01/2002 Due  
11/11/2035 IPD10

04/19/11	Sold 100000 04/14/11 @ 103.0625	103.062	0.00	103,062.50	-104,251.83	-1,189.33
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Federal Home Ln Mtg Corp  
1.50% Dtd 01/08/2009 Due 01/07/2011  
Non-Callable

01/07/11	Recd Proceeds on Maturity of 100,000 Par Value	100.000	0.00	100,000.00	-100,840.60	-840.60
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<b>Federal Natl Mtg Assn</b>						
<b>2.75% Dtd 01/26/2010 Due 07/26/2013</b>						
<b>Callable</b>						
07/26/10	Full Call @ 100 on 07/26/2010 200,000 Par Value	100.000	0.00	200,000.00	-201,751.40	-1,751.40
<b>Federal Natl Mtg Assn Gtd Passthru</b>						
<b>CTF Pool #AA7737 4.500% Dtd</b>						
<b>05/01/2009 Due 05/01/2024 IPD24</b>						
06/25/10	Prin Pmt For MAY 2010	100.000	0.00	1,500.05	-1,524.99	-24.94
07/26/10	Prin Pmt For June 2010	100.000	0.00	1,840.63	-1,871.06	-30.43
08/25/10	Prin Pmt For July 2010	100.000	0.00	2,166.55	-2,202.15	-35.60
09/27/10	Prin Pmt For August 2010	100.000	0.00	3,104.46	-3,155.16	-50.70
10/25/10	Prin Pmt For September 2010	100.000	0.00	4,062.86	-4,128.81	-65.95
11/26/10	Prin Pmt For October 2010	100.000	0.00	4,503.95	-4,576.62	-72.67
12/27/10	Prin Pmt For November 2010	100.000	0.00	2,861.01	-2,906.89	-45.88
01/25/11	Prin Pmt For December 2010	100.000	0.00	6,376.65	-6,478.27	-101.62
02/25/11	Prin Pmt For January 2011	100.000	0.00	3,442.69	-3,497.55	-54.86
03/25/11	Prin Pmt For February 2011	100.000	0.00	2,402.30	-2,440.11	-37.81
04/25/11	Prin Pmt For March 2011	100.000	0.00	1,406.65	-1,428.65	-22.00
05/25/11	Prin Pmt For April 2011	100.000	0.00	813.04	-825.67	-12.63



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<b>GNMA Gtd Passthru CTF Pool #600439</b>						
<b>5.000% Dtd 06/01/05 Due 06/15/2020</b>						
06/15/10	Prin Pmt For MAY 2010	100.000	0.00	326.75	-332.55	-5.80
07/15/10	Prin Pmt For June 2010	100.000	0.00	328.25	-334.02	-5.77
08/16/10	Prin Pmt For July 2010	100.000	0.00	335.05	-340.90	-5.85
09/15/10	Prin Pmt For August 2010	100.000	0.00	9,589.64	-9,755.57	-165.93
10/15/10	Prin Pmt For September 2010	100.000	0.00	246.82	-251.05	-4.23
11/15/10	Prin Pmt For October 2010	100.000	0.00	241.85	-245.96	-4.11
12/15/10	Prin Pmt For November 2010	100.000	0.00	256.78	-261.11	-4.33
01/18/11	Prin Pmt For December 2010	100.000	0.00	244.14	-248.22	-4.08
02/15/11	Prin Pmt For January 2011	100.000	0.00	245.26	-249.33	-4.07
03/15/11	Prin Pmt For February 2011	100.000	0.00	246.38	-250.43	-4.05
04/15/11	Prin Pmt For March 2011	100.000	0.00	247.51	-251.54	-4.03
05/16/11	Prin Pmt For April 2011	100.000	0.00	248.64	-252.65	-4.01
<b>GNMA II Gtd Pass Thru CTF Pool #2444</b>						
<b>7.500% Dtd 06/01/97 Due 06/20/2027</b>						
06/21/10	Prin Pmt For MAY 2010	100.000	0.00	48.52	-48.55	-0.03
07/20/10	Prin Pmt For June 2010	100.000	0.00	15.60	-15.61	-0.01



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08/20/10	Prin Pmt For July 2010	100.000	0.00	37.11	-37.13	-0.02
09/20/10	Prin Pmt For August 2010	100.000	0.00	25.51	-25.53	-0.02
10/20/10	Prin Pmt For September 2010	100.000	0.00	90.53	-90.59	-0.06
11/22/10	Prin Pmt For October 2010	100.000	0.00	50.57	-50.60	-0.03
12/20/10	Prin Pmt For November 2010	100.000	0.00	13.18	-13.19	-0.01
01/20/11	Prin Pmt For December 2010	100.000	0.00	103.05	-103.11	-0.06
02/22/11	Prin Pmt For January 2011	100.000	0.00	70.00	-70.04	-0.04
03/21/11	Prin Pmt For February 2011	100.000	0.00	13.00	-13.01	-0.01
04/20/11	Prin Pmt For March 2011	100.000	0.00	37.31	-37.33	-0.02
05/20/11	Prin Pmt For April 2011	100.000	0.00	85.14	-85.19	-0.05
<b>GNMA II Gtd Pass Thru CTF Pool #2483</b>						
<b>7.000% Dtd 09/01/97 Due 09/20/2027</b>						
06/21/10	Prin Pmt For MAY 2010	100.000	0.00	13.16	-13.11	0.05
07/20/10	Prin Pmt For June 2010	100.000	0.00	45.18	-45.00	0.18
08/20/10	Prin Pmt For July 2010	100.000	0.00	60.65	-60.41	0.24
09/20/10	Prin Pmt For August 2010	100.000	0.00	15.25	-15.19	0.06
10/20/10	Prin Pmt For September 2010	100.000	0.00	24.23	-24.14	0.09
11/22/10	Prin Pmt For October 2010	100.000	0.00	48.96	-48.77	0.19



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**Sale Activity**

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12/20/10	Prin Pmt For November 2010	100.000	0.00	22.36	-22.27	0.09
01/20/11	Prin Pmt For December 2010	100.000	0.00	39.58	-39.43	0.15
02/22/11	Prin Pmt For January 2011	100.000	0.00	26.66	-26.56	0.10
03/21/11	Prin Pmt For February 2011	100.000	0.00	48.95	-48.77	0.18
04/20/11	Prin Pmt For March 2011	100.000	0.00	18.80	-18.73	0.07
05/20/11	Prin Pmt For April 2011	100.000	0.00	26.25	-26.15	0.10

**GNMA II Gtd Pass Thru CTF Pool #3228  
6.500% Dtd 04/01/02 Due 04/20/2032**

06/21/10	Prin Pmt For MAY 2010	100.000	0.00	89.26	-89.95	-0.69
07/20/10	Prin Pmt For June 2010	100.000	0.00	138.53	-139.59	-1.06
08/20/10	Prin Pmt For July 2010	100.000	0.00	172.28	-173.59	-1.31
09/20/10	Prin Pmt For August 2010	100.000	0.00	124.13	-125.07	-0.94
10/20/10	Prin Pmt For September 2010	100.000	0.00	103.12	-103.90	-0.78
11/22/10	Prin Pmt For October 2010	100.000	0.00	124.69	-125.63	-0.94
12/20/10	Prin Pmt For November 2010	100.000	0.00	70.58	-71.11	-0.53
01/20/11	Prin Pmt For December 2010	100.000	0.00	106.46	-107.26	-0.80
02/22/11	Prin Pmt For January 2011	100.000	0.00	93.91	-94.61	-0.70
03/21/11	Prin Pmt For February 2011	100.000	0.00	108.18	-108.98	-0.80

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04/20/11	Prin Pmt For March 2011	100.000	0.00	149.34	-150.44	-1.10
05/20/11	Prin Pmt For April 2011	100.000	0.00	81.41	-82.01	-0.60
<b>GNMA II Gtd Pass Thru CTF Pool #3249</b>						
<b>6.000% Dtd 06/01/02 Due 06/20/2032</b>						
06/21/10	Prin Pmt For MAY 2010	100.000	0.00	305.78	-306.35	-0.57
07/20/10	Prin Pmt For June 2010	100.000	0.00	403.89	-404.63	-0.74
08/20/10	Prin Pmt For July 2010	100.000	0.00	300.08	-300.63	-0.55
09/20/10	Prin Pmt For August 2010	100.000	0.00	477.23	-478.11	-0.88
10/20/10	Prin Pmt For September 2010	100.000	0.00	361.66	-362.32	-0.66
11/22/10	Prin Pmt For October 2010	100.000	0.00	342.29	-342.91	-0.62
12/20/10	Prin Pmt For November 2010	100.000	0.00	329.73	-330.33	-0.60
01/20/11	Prin Pmt For December 2010	100.000	0.00	169.92	-170.23	-0.31
02/22/11	Prin Pmt For January 2011	100.000	0.00	454.23	-455.05	-0.82
03/21/11	Prin Pmt For February 2011	100.000	0.00	399.19	-399.91	-0.72
04/20/11	Prin Pmt For March 2011	100.000	0.00	348.74	-349.36	-0.62
05/20/11	Prin Pmt For April 2011	100.000	0.00	103.85	-104.03	-0.18



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<b>GNMA II Gtd Passthru CTF Pool #3645</b>						
<b>4.500% Dtd 12/01/04 Due 12/20/2019</b>						
06/21/10	Prin Pmt For MAY 2010	100.000	0.00	1,054.69	-1,058.43	-3.74
07/20/10	Prin Pmt For June 2010	100.000	0.00	500.85	-502.59	-1.74
08/20/10	Prin Pmt For July 2010	100.000	0.00	3,138.06	-3,148.89	-10.83
09/20/10	Prin Pmt For August 2010	100.000	0.00	1,182.55	-1,186.63	-4.08
10/20/10	Prin Pmt For September 2010	100.000	0.00	551.75	-553.62	-1.87
11/22/10	Prin Pmt For October 2010	100.000	0.00	475.15	-476.75	-1.60
12/20/10	Prin Pmt For November 2010	100.000	0.00	490.69	-492.34	-1.65
01/20/11	Prin Pmt For December 2010	100.000	0.00	2,561.43	-2,569.96	-8.53
02/22/11	Prin Pmt For January 2011	100.000	0.00	2,095.71	-2,102.62	-6.91
03/21/11	Prin Pmt For February 2011	100.000	0.00	530.96	-532.70	-1.74
04/20/11	Prin Pmt For March 2011	100.000	0.00	634.29	-636.34	-2.05
05/20/11	Prin Pmt For April 2011	100.000	0.00	1,042.14	-1,045.45	-3.31
<b>Govt Natl Mtg Assn Gtd Pass Through</b>						
<b>Pool 460990 6 1/2% 11/15/2012</b>						
06/15/10	Prin Pmt For MAY 2010	100.000	0.00	107.16	-107.47	-0.31
07/15/10	Prin Pmt For June 2010	100.000	0.00	107.79	-108.09	-0.30

**Burton Wm T & Ethel Lewis Foundation**  
**June 1, 2010 - May 31, 2011**

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Account Number: 61-0312-11-8

72-6027957

Statement 16

**Sale Activity**

<i>Date</i>	<i>Description</i>	<i>Unit Price</i>	<i>Transaction Costs</i>	<i>Cash</i>	<i>Total Cost</i>	<i>Realized Gain/Loss</i>
08/16/10	Prin Pmt For July 2010	100.000	0.00	108.73	-109.02	-0.29
09/15/10	Prin Pmt For August 2010	100.000	0.00	109.88	-110.17	-0.29
10/15/10	Prin Pmt For September 2010	100.000	0.00	110.53	-110.81	-0.28
11/15/10	Prin Pmt For October 2010	100.000	0.00	111.17	-111.44	-0.27
12/15/10	Prin Pmt For November 2010	100.000	0.00	111.82	-112.08	-0.26
01/18/11	Prin Pmt For December 2010	100.000	0.00	112.47	-112.72	-0.25
02/15/11	Prin Pmt For January 2011	100.000	0.00	113.13	-113.37	-0.24
03/15/11	Prin Pmt For February 2011	100.000	0.00	114.62	-114.85	-0.23
04/15/11	Prin Pmt For March 2011	100.000	0.00	113.62	-113.84	-0.22
05/16/11	Prin Pmt For April 2011	100.000	0.00	116.26	-116.47	-0.21

**General Elec Cap Corp Medium Term  
 Nts Book Entry Tranche # Tr 00473  
 6.875% Dtd 11/16/2000 Due 11/15/2010**

11/15/10	Recd Proceeds on Maturity of 150,000 Par Value	100.000	0.00	150,000.00	-150,000.00	0.00
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**US Treasury Note  
 0.875% Dtd 04/30/2009 Due 04/30/2011**

06/29/10	Sold 125000 06/28/10 @ 100.45313	100.453	0.00	125,566.41	-125,418.13	148.28
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Burton Wm T & Ethel Lewis Foundation  
June 1, 2010 - May 31, 2011

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Account Number: 61-0312-11-8

72-6027957

Statement 16

**Sale Activity**

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
<b>US Treasury Note</b>						
<b>3.125% Dtd 05/15/2009 Due 05/15/2019</b>						
03/03/11	Sold 150000 03/02/11 @ 99.980475	99.980	0.00	149,970.70	-145,621.31	4,349.39

**Verizon PA Inc Deb Ser A**  
**5.65% Dtd 11/13/2001 Due 11/15/2011**  
**Callable**

04/27/11	Full Call @ 102.87 on 04/27/2011 150,000 Par Value	102.870	0.00	154,305.00	-149,648.27	4,656.73
<b>Total Fixed Income</b>				<b>\$ 1,051,876.00</b>	<b>\$ -1,047,341.86</b>	<b>\$ 4,534.14</b>

**Total Sales**

				<b>\$ 2,462,361.19</b>	<b>\$ -2,380,027.09</b>	<b>\$ 82,334.10</b>
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**Earnings Activity**

Date	Description	Income Cash	Principal Cash
<b>Taxable Interest</b>			
<b>Abbott Labs Nt</b>			
<b>5.875% Dtd 05/12/2006 Due 05/15/2016</b>			
<b>Callable</b>			
11/15/10	Int To 11/15/10 on 100,000	2,937.50	0.00
05/16/11	Int To 05/15/11 on 100,000	2,937.50	0.00

THE WM T AND ETHEL L. BURTON FOUNDATION  
FYE 05/31/11  
FORM 990-PF  
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

72-6027957  
STATEMENT 17

RECIPIENT NAME & ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	AMOUNT
Individual scholarships (list attached)	N/A	Graduates of Southwest Louisiana	None	\$ 7,500.00
McNeese State University P.O. Box 90775, Lake Charles, LA 70609	State University	Football scholarship fund Presidents Fund	None	30,000.00
McNeese State University P.O. Box 90775, Lake Charles, LA 70609	State University	Presidents Fund	None	2,500.00
Tiger Athletic Foundation P.O. Box 711, Baton Rouge, LA 70821	State University Athletic Foundation	Foundation of Champions Scholarship Endowment	None	100,000.00
CCA of Louisiana-Building Fund 1135 Industrplex Suite 1100 Baton Rouge, LA 70809	Non-for-profit Organization	Donation to general fund to be utilized at the discretion of the Organization	None	- - -
The Salvation Army 3020 Legion Street, Lake Charles, LA 70615	Non-profit Organization	Empty Bowl Fundraiser	None	9,500 00 - -
M D Anderson Cancer Center P O. Box 301439 Houston, TX 77230-1439	Research Hospital	Donation to general fund to be utilized at the discretion of the organization	None	100,000 00 - -
TOTAL TO FORM 990-PF, PART XV, LINE 3A				\$ 249,500 00

THE WM T. AND ETHEL L. BURTON FOUNDATION  
Schedule of Scholarship Payments  
June 1, 2010- May 31, 2011

Attachment to Statement 17

<u>Recipient</u>	<u>Payment(s)</u>	<u>Check #</u>	<u>Check Date</u>
Jon Wall Jr.	\$ 1,250.00	3581	8/19/2010
	\$ 1,250 00	3587	3/16/2011
Total- Jon Wall Jr.	<u>\$ 2,500 00</u>		
Courtney Blair Cox	\$ 1,250 00	3585	1/26/2011
Alexandra Zambrano	\$ 1,250.00	3586	1/26/2011
Melanie Ann Newton	\$ 1,250.00	3588	2/16/2011
	\$ 1,250.00	3589	2/16/2011
Total- Melanie Ann Newton	<u>\$ 2,500.00</u>		
 <b>Grand Total</b>	 <b><u>\$ 7,500.00</u></b>		