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

2011

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

For calendar year 2011 or tax year beginning JUN 1, 2011, and ending MAY 31, 2012

Name of foundation
The Wm T and Ethel L Burton Foundation

Number and street (or P O box number if mail is not delivered to street address)
641 West Prien Lake Road

City or town, state, and ZIP code
Lake Charles, LA 70601

Room/suite

A Employer identification number
72-6027957

B Telephone number
(337) 480-3799

C 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 ☐

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

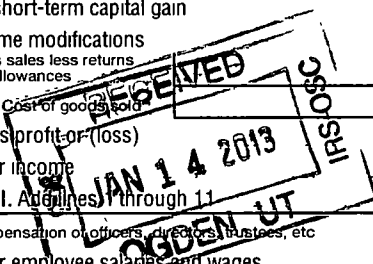
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 4,665,247. (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)

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 ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		7,547.	7,547.		Statement 1
4 Dividends and interest from securities		101,014.	101,014.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		181,395.			
b Gross sales price for all assets on line 6a 3,832,300.					
7 Capital gain net income (from Part IV, line 2)			181,395.		
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		-668.	-668.		Statement 3
12 Total. Add lines 1 through 11		294,288.	289,288.		
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 Stmt 4		5,071.	0.		5,071.
c Other professional fees					
17 Interest					
18 Taxes Stmt 5		1,904.	4.		1,900.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 6		8,958.	4,908.		4,050.
24 Total operating and administrative expenses. Add lines 13 through 23		15,933.	4,912.		11,021.
25 Contributions, gifts, grants paid		250,240.			250,240.
26 Total expenses and disbursements. Add lines 24 and 25		266,173.	4,912.		261,261.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		28,115.			
b Net investment income (if negative, enter -0-)			284,376.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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			353,158.	356,264.	356,264.
	2 Savings and temporary cash investments			460,556.	381,264.	381,264.
	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			1,320.	1,920.	1,920.
	10a Investments - U.S. and state government obligations Stmt 8			1,004,317.	1,192,070.	1,216,430.
	b Investments - corporate stock Stmt 9			1,668,669.	2,020,269.	2,263,544.
	c Investments - corporate bonds Stmt 10			840,162.	405,684.	437,992.
11 Investments - land, buildings, and equipment: basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other Stmt 11			1,298.	122.	7,833.	
14 Land, buildings, and equipment: basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			4,329,480.	4,357,593.	4,665,247.	
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 ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.					
	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			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			174,330.	202,443.	
30 Total net assets or fund balances			4,329,480.	4,357,593.		
31 Total liabilities and net assets/fund balances			4,329,480.	4,357,593.		

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	4,329,480.
2 Enter amount from Part I, line 27a	2	28,115.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,357,595.
5 Decreases not included in line 2 (itemize) ▶ See Statement 7	5	2.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,357,593.

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			
b See Attached Statement			
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 3,832,300.		3,650,905.	181,395.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			181,395.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	181,395.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	256,768.	4,685,597.	.054799
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

2 Total of line 1, column (d)	2	.240417
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	.048083
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,687,190.
5 Multiply line 4 by line 3	5	225,374.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,844.
7 Add lines 5 and 6	7	228,218.
8 Enter qualifying distributions from Part XII, line 4 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.	8	261,261.

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 ☐ 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 ☒ and enter 1% of Part I, line 27b	1	2,844.
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	2,844.
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	2,844.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,920.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,500.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	4,420.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,576.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 1,576. Refunded ☐ 0.	11	0.

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 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
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. ☒ \$ 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) ☒ LA		
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 2011 or the taxable year beginning in 2011 (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

Stmt 12

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of William T. Drost Telephone no. (337) 480-3799 Located at 641 West Prien Lake Road, Lake Charles, LA ZIP+4 70601			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for 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?	☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2011 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 2011)	N/A	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 2011?		4b

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

5b

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?

6b

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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 13		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

Form 990-PF (2011)

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	3,982,947.
b	Average of monthly cash balances	1b	775,622.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,758,569.
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	4,758,569.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	71,379.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,687,190.
6	Minimum investment return. Enter 5% of line 5	6	234,360.

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	234,360.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,844.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,844.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	231,516.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	231,516.
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	231,516.

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	261,261.
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	261,261.
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	2,844.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	258,417.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				231,516.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			88,106.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 261,261.				
a Applied to 2010, but not more than line 2a			88,106.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				173,155.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				58,361.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
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 instructions.)
----------------	--

1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

None

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number of the person to whom applications should be addressed:**

See Statement 14

- 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:

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
See Statement 15		See Statement	See Statement	See Statement	250,240.
Total				► 3a	250,240.
b Approved for future payment					
None					
Total				► 3b	0

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7,547.	
4 Dividends and interest from securities			14	101,014.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-668.	
8 Gain or (loss) from sales of assets other than inventory			18	181,395.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		289,288.	0.
13 Total. Add line 12, columns (b), (d), and (e)				289,288.	289,288.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527. relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: [Signature] Date: 11-9-2013 Title:

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Robert M. Gani, CPA		1-3-12		P00166705
	Firm's name ▶ MCELROY, QUIRK & BURCH (APC)			Firm's EIN ▶ 72-1086674	
	Firm's address ▶ P.O. BOX 3070 LAKE CHARLES, LA 70602-3070			Phone no. 337-433-1063	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

Employer identification number

The Wm T and Ethel L Burton Foundation

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, total 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 total 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 Part I, 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) (2011)

Name of organization

Employer identification number

The Wm T and Ethel L Burton Foundation

72-6027957

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Tower Land Company, L.L.C. 641 W. Prien Lake Road Lake Charles, LA 70601	\$ 5,000.	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.)

Employer identification number

72-6027957

Part II

[illegible]

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 that total 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) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(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

The Wm T. and Ethel L. Burton Foundation

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	Account # 61-0312-11-8-See Attached Statement 16	P	Various	Various
b	Account # 61-0312-12-6-See Attached Statement 16	P	Various	Various
c	Account # 61-0312-02-7-See Attached Statement 16	P	Various	Various
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 1,652,650.		1,563,804.	88,846.
b 1,397,348.		1,319,519.	77,829.
c 782,302.		767,582.	14,720.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			88,846.
b			77,829.
c			14,720.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	181,395.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

Source	Amount
Capital One - WBL Checking	100.
First Federal - JEL Checking	7,447.
Total to Form 990-PF, Part I, line 3, Column A	7,547.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Dividends - Capital One Trust Department	38,285.	0.	38,285.
Dividends - Kinder Morgan K-1	6.	0.	6.
Interest Income - Kinder Morgan K-1	15.	0.	15.
Interest on Corporate Bonds - Capital One Trust Department	40,663.	0.	40,663.
Interest on US Obligations - Capital One Trust Department	22,045.	0.	22,045.
Total to Form 990-PF, Part I, line 4	101,014.	0.	101,014.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Partnership Loss - Kinder Morgan	-668.	-668.	
Total to Form 990-PF, Part I, line 11	-668.	-668.	

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	5,071.	0.		5,071.
To Form 990-PF, Pg 1, ln 16b	5,071.	0.		5,071.

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	1,890.	0.		1,890.
Secretary of State	10.	0.		10.
Foreign Taxes Withheld	4.	4.		0.
To Form 990-PF, Pg 1, ln 18	1,904.	4.		1,900.

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	4,569.	4,569.		0.
Sculpture Refurbish	4,050.	0.		4,050.
IDC from Kinder Morgan K-1	50.	50.		0.
Bank Service Charges	289.	289.		0.
To Form 990-PF, Pg 1, ln 23	8,958.	4,908.		4,050.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	7
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Description	Amount
Non-Deductible Expense from Kinder Morgan K-1	2.
Total to Form 990-PF, Part III, line 5	2.

Form 990-PF	U.S. and State/City Government Obligations	Statement	8
-------------	--	-----------	---

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
US Government Obligations	X		1,192,070.	1,216,430.
Total U.S. Government Obligations			1,192,070.	1,216,430.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			1,192,070.	1,216,430.

Form 990-PF	Corporate Stock	Statement	9
-------------	-----------------	-----------	---

Description	Book Value	Fair Market Value
Corporate Stocks	2,020,269.	2,263,544.
Total to Form 990-PF, Part II, line 10b	2,020,269.	2,263,544.

Form 990-PF	Corporate Bonds	Statement	10
-------------	-----------------	-----------	----

Description	Book Value	Fair Market Value
Corporate Bonds	405,684.	437,992.
Total to Form 990-PF, Part II, line 10c	405,684.	437,992.

Form 990-PF	Other Investments	Statement	11
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Description	Valuation Method	Book Value	Fair Market Value
Kinder Morgan Energy Partners, LP	FMV	122.	7,833.
Total to Form 990-PF, Part II, line 13		122.	7,833.

Form 990-PF	List of Substantial Contributors Part VII-A, Line 10	Statement	12
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Name of Contributor	Address
Tower Land Company, L.L.C.	641 W. Prien Lake Road Lake Charles, LA 70601

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	13
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Name and Address	Title and Avg Hrs/Wk	Compen- sation	Employee Ben Plan	Expense Contrib	Account
William B. Lawton 641 West Prien Lake Road Lake Charles, LA 70601	Director 0.00	0.	0.	0.	0.
Jack E. Lawton, Jr. 1409 Kirkman Street Lake Charles, LA 70601	Director 0.00	0.	0.	0.	0.
William T. Drost 641 West Prien Lake Road Lake Charles, LA 70601	Director 0.00	0.	0.	0.	0.
Gus W. Schram, III 1409 Kirkman Street Lake Charles, LA 70601	Director 0.00	0.	0.	0.	0.
Roderick Smith 641 West Prien Lake Road Lake Charles, LA 70601	Director 0.00	0.	0.	0.	0.

The Wm T and Ethel L Burton Foundation

72-6027957

Ernest.Gerald Conner Director
641 West Prien Lake Road 0.00
Lake Charles, LA 70601

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 14

Name and Address of Person to Whom Applications Should be Submitted

William T. Drost
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.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. The Wm T and Ethel L Burton Foundation	Employer identification number (EIN) or ☒ 72-6027957
	Number, street, and room or suite no. If a P.O. box, see instructions. 641 West Prien Lake Road	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Lake Charles, LA 70601	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

William B. Lawton

- The books are in the care of ► **641 West Prien Lake Road - Lake Charles, LA 70601**
Telephone No. ► **(337) 480-3799** FAX No. ► **(337) 480-2527**

- If the organization does not have an office or place of business in the United States, check this box ☐
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **January 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☐ calendar year or
► ☒ tax year beginning **JUN 1, 2011**, and ending **MAY 31, 2012**

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	4,420.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,920.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	2,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

MNM

THE WM T AND ETHEL L BURTON FOUNDATION

FYE 05/31/12

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

72-6027957
STATEMENT 15

RECIPIENT NAME & ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	AMOUNT
Individual scholarships (list attached)	N/A	Graduates of Southwest Louisiana	None	\$ 12,500.00
McNeese State University P O Box 90775, Lake Charles, LA 70609	State University	Football scholarship fund	None	30,000.00
Tiger Athletic Foundation P O Box 711, Baton Rouge, LA 70821	State University Athletic Foundation	Scholarship Endowment Program	None	100,000.00
Bishop Noland Episcopal Day School 803 N Division Street Lake Charles, LA 70601	School	Donation to the building fund to be utilized at the discretion of the organization	None	100,000.00
Henning Memorial United Methodist Church 404 S Huntington Sulphur, LA 70663	Church	Donation to general fund to be utilized at the discretion of the organization	None	2,740.00
Our Lady of Prompt Succor Church 1109 Cypress Street Sulphur, LA 70663	Church	Donation to general fund to be utilized at the discretion of the organization		2,500.00
Trinity Baptist Church 1800 Country Club Road Lake Charles, LA 70605	Church	Donation to general fund to be utilized at the discretion of the organization	None	2,500.00
TOTAL TO FORM 990-PF, PART XV, LINE 3A				\$ 250,240.00

THE WM T. AND ETHEL L. BURTON FOUNDATION
Schedule of Scholarship Payments
June 1, 2011 - May 31, 2012

Attachment to Statement 15

<u>Recipient</u>	<u>Payment(s)</u>	<u>Check #</u>	<u>Check Date</u>
Jon Wall Jr.	\$ 1,250.00	3599	8/30/2011
	\$ 1,250.00	3605	1/30/2012
Total- Jon Wall Jr.	<u>\$ 2,500.00</u>		
Frank Fincher	\$ 1,250.00	3596	8/15/2011
	\$ 1,250.00	3604	1/30/2012
Total- Frank Fincher	<u>\$ 2,500.00</u>		
Alexandra Zambrano	\$ 1,250.00	3600	9/13/2011
	\$ 1,250.00	3606	2/9/2012
Total- Alexandra Zambrano	<u>\$ 2,500.00</u>		
Courtney Cox	\$ 1,250.00	3601	9/13/2011
	\$ 1,250.00	3603	1/17/2012
Total- Courtney Cox	<u>\$ 2,500.00</u>		
Melanie Ann Newton	\$ 1,250.00	3607	3/2/2012
	\$ 1,250.00	3608	3/2/2012
Total- Melanie Ann Newton	<u>\$ 2,500.00</u>		
 Grand Total	 <u>\$ 12,500.00</u>		

Burton Wm T & Ethel Lewis Foundation

June 1, 2011 - May 31, 2012

Account Number: 61-0312-11-8

72-6027957

STATEMENT 16

Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
------	-------------	------------	-------------------	------	------------	--------------------

Equities
Coach Inc Com

08/12/11	Sold 120 Shs 08/09/11 @ 52.916	52.916	6.12	6,343.80	-4,256.59	2,087.21
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Rayonier Inc Com

08/05/11	Sold 29 Shs 08/02/11 @ 62.3671	62.367	1.48	1,807.16	-1,746.64	60.52
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Spdr S&P 500 Etf Trust

03/09/12	Sold 936 Shs 03/06/12 @ 134.705	134.705	49.07	126,034.81	-98,711.06	27,323.75
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Suntrust Bks Inc Com

08/05/11	Sold 285 Shs 08/02/11 @ 23.9819	23.982	14.38	6,820.46	-8,319.01	-1,498.55
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Burton Wm T & Ethel Lewis Foundation
June 1, 2011 - May 31, 2012

Account Number: 61-0312-11-8

Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
Total Equities						\$ 27,972.93
				\$ 141,006.23	\$ -113,033.30	

Fixed Income

Banc Amer Cbms Ser 2005 S Cl A 4
Fltg Rate Dtd 10/01/2005 Due
10/10/2045 IPD9

05/29/12	Sold 100000 05/23/12 @ 110.765625	110.765	0.00	110,765.63	-104,190.39	6,575.24
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Bellsouth Corp Nt
5.20% Dtd 09/13/2004 Due 09/15/2014
Callable

12/08/11	Sold 100000 12/05/11 @ 110.337	110.337	0.00	110,337.00	-100,126.85	10,210.15
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Federal Home Ln Mtg Corp Partn Gold
Group #G18415 3.000% Dtd 12/01/2011
Due 12/01/2026 IPD14

01/17/12	Prin Pmt For December 2011	100.000	0.00	861.53	-884.56	-23.03
02/15/12	Prin Pmt For January 2012	100.000	0.00	1,408.54	-1,445.98	-37.44
03/15/12	Prin Pmt For February 2012	100.000	0.00	1,368.78	-1,404.96	-36.18
04/16/12	Prin Pmt For March 2012	100.000	0.00	1,883.66	-1,933.18	-49.52
05/15/12	Prin Pmt For April 2012	100.000	0.00	1,701.45	-1,745.93	-44.48

Burton Wm T & Ethel Lewis Foundation
June 1, 2011 - May 31, 2012

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>
Federal Home Loan Bks Cons Bds						
5.375% Dtd 06/12/2007 Due 06/08/2012						
11/30/11	Sold 50000 11/29/11 @ 102.7334	102.733	0.00	51,366.70	-51,346.19	20.51
Federal Home Loan Bks Cons Bds						
5.00% Dtd 10/19/2007 Due 11/17/2017						
03/01/12	Sold 100000 02/29/12 @ 120.944	120.944	0.00	120,944.00	-119,177.59	1,766.41
Federal Farm Cr Bks Cons Systemwide						
Bds 4.50% Dtd 09/17/2007 Due 10/17/2012 Non-Callable						
02/15/12	Sold 50000 02/14/12 @ 102.8951	102.895	0.00	51,447.55	-51,372.26	75.29
Federal Natl Mtg Assn						
1.75% Dtd 01/15/2010 Due 02/22/2013 Non-Callable						
01/30/12	Sold 200000 01/27/12 @ 101.6477	101.647	0.00	203,295.40	-204,921.87	-1,626.47
Federal Natl Mtg Assn Gtd Passthru						
CTF Pool #AA7737 4.500% Dtd 05/01/2009 Due 05/01/2024 IPD24						
06/27/11	Prin Pmt For MAY 2011	100.000	0.00	2,115.28	-2,147.94	-32.66

Burton Wm T & Ethel Lewis Foundation
June 1, 2011 - May 31, 2012

Account Number: 61-0312-111-8

Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
07/25/11	Prin Pmt For June 2011	100.000	0.00	5,711.06	-5,799.24	-88.18
08/25/11	Prin Pmt For July 2011	100.000	0.00	2,897.36	-2,941.52	-44.16
09/26/11	Prin Pmt For August 2011	100.000	0.00	2,615.82	-2,655.69	-39.87
10/25/11	Prin Pmt For September 2011	100.000	0.00	3,775.45	-3,832.58	-57.13
11/25/11	Prin Pmt For October 2011	100.000	0.00	3,842.98	-3,900.75	-57.77
12/27/11	Prin Pmt For November 2011	100.000	0.00	4,940.60	-5,013.90	-73.30
01/25/12	Prin Pmt For December 2011	100.000	0.00	2,614.44	-2,653.23	-38.79
02/27/12	Prin Pmt For January 2012	100.000	0.00	1,857.98	-1,885.18	-27.20
03/26/12	Prin Pmt For February 2012	100.000	0.00	1,874.19	-1,901.44	-27.25
04/25/12	Prin Pmt For March 2012	100.000	0.00	2,108.99	-2,139.65	-30.66
05/25/12	Prin Pmt For April 2012	100.000	0.00	1,936.61	-1,964.56	-27.95
GNMA Gtd Passthru CTF Pool #600439						
5.000% Dtd 06/01/05 Due 06/15/2020						
06/15/11	Prin Pmt For MAY 2011	100.000	0.00	253.07	-257.12	-4.05
07/15/11	Prin Pmt For June 2011	100.000	0.00	264.47	-268.66	-4.19
08/15/11	Prin Pmt For July 2011	100.000	0.00	272.59	-276.87	-4.28
09/15/11	Prin Pmt For August 2011	100.000	0.00	273.84	-278.10	-4.26
10/17/11	Prin Pmt For September 2011	100.000	0.00	282.01	-286.36	-4.35

Burton Wm T & Ethel Lewis Foundation
June 1, 2011 - May 31, 2012

Account Number: 61-0312-11-8

Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
11/15/11	Prin Pmt For October 2011	100.000	0.00	283.30	-287.62	-4.32
12/15/11	Prin Pmt For November 2011	100.000	0.00	271.07	-275.17	-4.10
01/17/12	Prin Pmt For December 2011	100.000	0.00	282.56	-286.79	-4.23
02/15/12	Prin Pmt For January 2012	100.000	0.00	289.28	-293.57	-4.29
03/15/12	Prin Pmt For February 2012	100.000	0.00	287.15	-291.37	-4.22
04/16/12	Prin Pmt For March 2012	100.000	0.00	291.92	-296.16	-4.24
05/15/12	Prin Pmt For April 2012	100.000	0.00	286.35	-290.47	-4.12

GNMA II Gtd Pass Thru CTF Pool #2444 7.500% Dtd 06/01/97 Due 06/20/2027

06/20/11	Prin Pmt For MAY 2011	100.000	0.00	32.32	-32.34	-0.02
07/20/11	Prin Pmt For June 2011	100.000	0.00	13.01	-13.02	-0.01
08/22/11	Prin Pmt For July 2011	100.000	0.00	33.84	-33.86	-0.02
09/20/11	Prin Pmt For August 2011	100.000	0.00	77.63	-77.68	-0.05
10/20/11	Prin Pmt For September 2011	100.000	0.00	22.76	-22.77	-0.01
11/21/11	Prin Pmt For October 2011	100.000	0.00	69.50	-69.54	-0.04
12/20/11	Prin Pmt For November 2011	100.000	0.00	36.98	-37.00	-0.02
01/20/12	Prin Pmt For December 2011	100.000	0.00	31.25	-31.27	-0.02
02/21/12	Prin Pmt For January 2012	100.000	0.00	40.92	-40.94	-0.02

Burton Wm T & Ethel Lewis Foundation
June 1, 2011 - May 31, 2012

Account Number: 61-0312-111-8

Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
03/20/12	Prin Pmt For February 2012	100.000	0.00	40.83	-40.85	-0.02
04/20/12	Prin Pmt For March 2012	100.000	0.00	92.20	-92.25	-0.05
05/21/12	Prin Pmt For April 2012	100.000	0.00	11.71	-11.72	-0.01

GNMA II Gtd Pass Thru CTF Pool #2483 7.000% Dtd 09/01/97 Due 09/20/2027

06/20/11	Prin Pmt For MAY 2011	100.000	0.00	32.61	-32.49	0.12
07/20/11	Prin Pmt For June 2011	100.000	0.00	16.02	-15.96	0.06
08/22/11	Prin Pmt For July 2011	100.000	0.00	25.87	-25.77	0.10
09/20/11	Prin Pmt For August 2011	100.000	0.00	28.91	-28.80	0.11
10/20/11	Prin Pmt For September 2011	100.000	0.00	13.29	-13.24	0.05
11/21/11	Prin Pmt For October 2011	100.000	0.00	18.29	-18.22	0.07
12/20/11	Prin Pmt For November 2011	100.000	0.00	12.16	-12.12	0.04
01/20/12	Prin Pmt For December 2011	100.000	0.00	6.64	-6.62	0.02
02/21/12	Prin Pmt For January 2012	100.000	0.00	36.03	-35.90	0.13
03/20/12	Prin Pmt For February 2012	100.000	0.00	44.71	-44.55	0.16
04/20/12	Prin Pmt For March 2012	100.000	0.00	29.48	-29.38	0.10
05/21/12	Prin Pmt For April 2012	100.000	0.00	36.88	-36.75	0.13

Burton Wm T & Ethel Lewis Foundation
June 1, 2011 - May 31, 2012

Account Number: 61-0312-11-8

Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
GNMA II Gtd Pass Thru CTF Pool #3228 6.500% Dtd 04/01/02 Due 04/20/2032						
06/20/11	Prin Pmt For MAY 2011	100.000	0.00	33.35	-33.59	-0.24
07/20/11	Prin Pmt For June 2011	100.000	0.00	116.61	-117.46	-0.85
08/22/11	Prin Pmt For July 2011	100.000	0.00	146.13	-147.19	-1.06
09/20/11	Prin Pmt For August 2011	100.000	0.00	73.10	-73.63	-0.53
10/20/11	Prin Pmt For September 2011	100.000	0.00	109.30	-110.09	-0.79
11/21/11	Prin Pmt For October 2011	100.000	0.00	109.84	-110.63	-0.79
12/20/11	Prin Pmt For November 2011	100.000	0.00	78.08	-78.64	-0.56
01/20/12	Prin Pmt For December 2011	100.000	0.00	147.25	-148.30	-1.05
02/21/12	Prin Pmt For January 2012	100.000	0.00	97.75	-98.44	-0.69
03/20/12	Prin Pmt For February 2012	100.000	0.00	57.01	-57.41	-0.40
04/20/12	Prin Pmt For March 2012	100.000	0.00	13.02	-13.11	-0.09
05/21/12	Prin Pmt For April 2012	100.000	0.00	85.80	-86.40	-0.60
GNMA II Gtd Pass Thru CTF Pool #3249 6.000% Dtd 06/01/02 Due 06/20/2032						
06/20/11	Prin Pmt For MAY 2011	100.000	0.00	216.28	-216.66	-0.38
07/20/11	Prin Pmt For June 2011	100.000	0.00	324.57	-325.14	-0.57

Burton Wm T & Ethel Lewis Foundation
 June 1, 2011 - May 31, 2012

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Account Number: 61-0312-111-8

Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
08/22/11	Prin Pmt For July 2011	100.000	0.00	236.37	-236.79	-0.42
09/20/11	Prin Pmt For August 2011	100.000	0.00	440.46	-441.23	-0.77
10/20/11	Prin Pmt For September 2011	100.000	0.00	305.48	-306.01	-0.53
11/21/11	Prin Pmt For October 2011	100.000	0.00	325.08	-325.65	-0.57
12/20/11	Prin Pmt For November 2011	100.000	0.00	386.99	-387.66	-0.67
01/20/12	Prin Pmt For December 2011	100.000	0.00	440.15	-440.91	-0.76
02/21/12	Prin Pmt For January 2012	100.000	0.00	174.88	-175.18	-0.30
03/20/12	Prin Pmt For February 2012	100.000	0.00	196.96	-197.30	-0.34
04/20/12	Prin Pmt For March 2012	100.000	0.00	362.28	-362.90	-0.62
05/21/12	Prin Pmt For April 2012	100.000	0.00	221.94	-222.32	-0.38

GNMA II Gtd Passthru CTF Pool #3645
4.500% Dtd 12/01/04 Due 12/20/2019

06/20/11	Prin Pmt For MAY 2011	100.000	0.00	428.30	-429.66	-1.36
07/20/11	Prin Pmt For June 2011	100.000	0.00	1,002.86	-1,006.01	-3.15
08/22/11	Prin Pmt For July 2011	100.000	0.00	414.39	-415.68	-1.29
09/20/11	Prin Pmt For August 2011	100.000	0.00	1,699.06	-1,704.30	-5.24
10/20/11	Prin Pmt For September 2011	100.000	0.00	372.57	-373.71	-1.14
11/21/11	Prin Pmt For October 2011	100.000	0.00	2,247.94	-2,254.73	-6.79

Burton Wm T & Ethel Lewis Foundation
 June 1, 2011 - May 31, 2012

Account Number: 61-0312-11-8

Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
12/20/11	Prin Pmt For November 2011	100.000	0.00	411.26	-412.49	-1.23
01/20/12	Prin Pmt For December 2011	100.000	0.00	376.52	-377.63	-1.11
02/21/12	Prin Pmt For January 2012	100.000	0.00	1,860.45	-1,865.90	-5.45
03/20/12	Prin Pmt For February 2012	100.000	0.00	345.91	-346.91	-1.00
04/20/12	Prin Pmt For March 2012	100.000	0.00	364.89	-365.94	-1.05
05/21/12	Prin Pmt For April 2012	100.000	0.00	419.40	-420.59	-1.19

**Govt Natl Mtg Assn Gtd Pass Through
 Pool 460990 6 1/2% 11/15/2012**

06/15/11	Prin Pmt For MAY 2011	100.000	0.00	116.46	-116.66	-0.20
07/15/11	Prin Pmt For June 2011	100.000	0.00	117.14	-117.33	-0.19
08/15/11	Prin Pmt For July 2011	100.000	0.00	117.82	-118.00	-0.18
09/15/11	Prin Pmt For August 2011	100.000	0.00	118.51	-118.68	-0.17
10/17/11	Prin Pmt For September 2011	100.000	0.00	120.70	-120.86	-0.16
11/15/11	Prin Pmt For October 2011	100.000	0.00	118.40	-118.55	-0.15
12/15/11	Prin Pmt For November 2011	100.000	0.00	120.60	-120.74	-0.14
01/17/12	Prin Pmt For December 2011	100.000	0.00	122.79	-122.92	-0.13
02/15/12	Prin Pmt For January 2012	100.000	0.00	120.52	-120.64	-0.12
03/15/12	Prin Pmt For February 2012	100.000	0.00	279.16	-279.40	-0.24

Burton Wm T & Ethel Lewis Foundation
June 1, 2011 - May 31, 2012

Account Number: 61-0312-111-8

Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
04/16/12	Prin Pmt For March 2012	100.000	0.00	103.94	-104.02	-0.08
05/15/12	Prin Pmt For April 2012	100.000	0.00	103.05	-103.12	-0.07
International Business Machs Corp						
5.70% Dtd 09/14/2007 Due 09/14/2017						
Callable						
03/14/12	Sold 100000 03/09/12 @ 121.375	121.375	0.00	121,375.00	-104,688.00	16,687.00
Lowes Cos Inc Nt						
6.10% Dtd 09/11/2007 Due 09/15/2017						
Callable						
12/07/11	Sold 100000 12/02/11 @ 120.127	120.127	0.00	120,127.00	-117,822.23	2,304.77
McDonalds Corp Medium Term Nts						
Tranche # Tr 00098 5.80% Dtd						
10/18/2007 Due 10/15/2017 Callable						
03/13/12	Sold 100000 03/08/12 @ 122.188	122.188	0.00	122,188.00	-106,478.43	15,709.57
US Treasury Note						
2.625% Dtd 02/28/2009 Due 02/29/2016						
07/01/11	Sold 225000 06/30/11 @ 104.621	104.621	0.00	235,397.46	-225,528.43	9,869.03

Burton Wm T & Ethel Lewis Foundation
June 1, 2011 - May 31, 2012

Account Number: 61-0312-111-8

Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
US Treasury Note						
0.875% Dtd 01/31/2010 Due 01/31/2012						
08/31/11	Sold 75000 08/30/11 @ 100.351562	100.351	0.00	75,263.67	-75,210.27	53.40
10/27/11	Sold 125000 10/26/11 @ 100.2226	100.222	0.00	125,278.32	-125,219.89	58.43
Total Fixed Income				\$ 1,511,643.22	\$ -1,450,771.10	\$ 60,872.12
Total Sales				\$1,652,649.45	\$-1,563,804.40	\$ 88,845.05



Burton Wm & Ethel Large Cap
August 29, 2011 - May 31, 2012

Account Number: 61-0312-12-6

Sale Activity

Equities

Accenture PLC Class A Ordinary Shares

09/29/11	Sold 415 Shs 09/26/11 @ 51.5327	51.533	21.16	21,364.91	-14,168.96	7,195.95
02/16/12	Sold 120 Shs 02/13/12 @ 57.0683	57.068	6.13	6,842.06	-6,527.58	314.48

AFLAC Inc Com

09/29/11	Sold 360 Shs 09/26/11 @ 32.0227	32.023	18.22	11,509.95	-21,425.90	-9,915.95
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Agco Corp Com

04/02/12	Sold 346 Shs 03/28/12 @ 47.6841	47.684	17.67	16,481.03	-18,036.88	-1,555.85
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Burton Wm & Ethel Large Cap
August 29, 2011 - May 31, 2012

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Account Number: 61-0312-12-6

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>
Abbott Labs Com						
09/29/11	Sold 225 Shs 09/26/11 @ 50.6127	50.613	11.47	11,376.39	-12,170.25	-793.86
Agilent Technologies Inc Com						
09/29/11	Sold 125 Shs 09/26/11 @ 32.2427	32.243	6.33	4,024.01	-5,688.74	-1,664.73
Alcoa Inc Com						
09/29/11	Sold 54 Shs 09/26/11 @ 10.32	10.320	2.71	554.57	-937.47	-382.90
10/27/11	Sold 591 Shs 10/24/11 @ 10.5204	10.520	29.67	6,187.89	-9,686.29	-3,498.40
Altera Corp Com						
12/22/11	Sold 355 Shs 12/19/11 @ 34.1991	34.199	17.98	12,122.70	-13,661.71	-1,539.01
Altria Group Inc Com						
09/29/11	Sold 280 Shs 09/26/11 @ 25.9027	25.903	14.14	7,238.62	-3,609.59	3,629.03
Amazon Com Inc Com						
09/29/11	Sold 38 Shs 09/26/11 @ 227.45	227.450	2.07	8,641.03	-4,514.29	4,126.74



Burton Wm & Ethel Large Cap
August 29, 2011 - May 31, 2012

Account Number: 61-0312-12-6

Sale Activity

<u>Date</u>	<u>Description</u>	<u>Unit Price</u>	<u>Transaction Costs</u>	<u>Cash</u>	<u>Total Cost</u>	<u>Realized Gain/Loss</u>
12/22/11	Sold 72 Shs 12/19/11 @ 181.4935	181.493	3.85	13,063.68	-8,553.38	4,510.30
American Express Co Com						
12/12/11	Sold 197 Shs 12/07/11 @ 48.4272	48.427	10.03	9,530.13	-9,224.45	305.68
American Tower Corp Cl A						
09/29/11	Sold 195 Shs 09/26/11 @ 53.0027	53.003	9.95	10,325.58	-8,166.60	2,158.98
Amerisourcebergen Corp Com						
09/29/11	Sold 430 Shs 09/26/11 @ 38.6827	38.683	21.82	16,611.74	-5,928.93	10,682.81
Amgen Inc Com						
09/29/11	Sold 90 Shs 09/26/11 @ 55.08	55.080	4.60	4,952.60	-5,268.60	-316.00
Apache Corp Com						
09/29/11	Sold 80 Shs 09/26/11 @ 85.06	85.060	4.13	6,800.67	-7,629.60	-828.93
Apple Inc Com						
03/15/12	Sold 12 Shs 03/12/12 @ 550.5053	550.505	0.72	6,605.34	-2,392.32	4,213.02

Burton Wm & Ethel Large Cap
August 29, 2011 - May 31, 2012

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Account Number: 61-0312-12-6

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>
03/29/12	Sold 9 Shs 03/26/12 @ 598.0834	598.083	0.55	5,382.20	-1,794.24	3,587.96
05/17/12	Sold 11 Shs 05/14/12 @ 563.0741	563.075	0.69	6,193.13	-1,998.15	4,194.98
Applied Matls Inc Com						
03/29/12	Sold 459 Shs 03/26/12 @ 12.9504	12.950	23.06	5,921.18	-4,918.89	1,002.29
Arch Coal Inc Com						
09/29/11	Sold 290 Shs 09/26/11 @ 16.1826	16.183	14.59	4,678.36	-9,801.57	-5,123.21
Autodesk Inc Com						
09/29/11	Sold 305 Shs 09/26/11 @ 28.0027	28.003	15.41	8,525.41	-12,273.02	-3,747.61
Automatic Data Processing Inc Com						
09/29/11	Sold 190 Shs 09/26/11 @ 47.4827	47.483	9.67	9,012.04	-9,610.10	-598.06
Bank of America Corp Com						
05/17/12	Sold 1187 Shs 05/14/12 @ 7.3925	7.393	59.55	8,715.35	-7,395.01	1,320.34



Burton Wm & Ethel Large Cap
August 29, 2011 - May 31, 2012

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Account Number: 61-0312-12-6

Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
Blackrock Inc Com						
09/29/11	Sold 60 Shs 09/26/11 @ 148.05	148.050	3.17	8,879.83	-13,103.40	-4,223.57
Boeing Co Com						
09/29/11	Sold 75 Shs 09/26/11 @ 62.09	62.090	3.84	4,652.91	-4,910.80	-257.89
Boston Scientific Corp Com						
04/02/12	Sold 1165 Shs 03/28/12 @ 6.0415	6.042	58.41	6,979.94	-6,941.19	38.75
Brinker Intl Inc Com						
09/29/11	Sold 415 Shs 09/26/11 @ 22.3572	22.357	20.93	9,257.31	-9,358.25	-100.94
Broadcom Corp Com						
09/29/11	Sold 120 Shs 09/26/11 @ 33.9427	33.943	6.08	4,067.04	-5,526.91	-1,459.87
Cabot Oil & Gas Corp Cl A						
12/22/11	Sold 153 Shs 12/19/11 @ 72.6056	72.606	7.86	11,100.79	-9,782.48	1,318.31

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Account Number: 61-0312-12-6

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>
Caterpillar Inc Com						
05/01/12	Sold 96 Shs 04/26/12 @ 103.5891	103.589	5.02	9,939.53	-8,433.20	1,506.33
Centurylink Inc						
09/29/11	Sold 145 Shs 09/26/11 @ 33.8327	33.833	7.34	4,898.40	-5,014.08	-115.68
Chevron Corp New Com						
09/29/11	Sold 81 Shs 09/26/11 @ 90.82	90.820	4.19	7,352.23	-5,619.94	1,732.29
04/30/12	Sold 39 Shs 04/25/12 @ 102.71	102.710	2.04	4,003.65	-3,917.90	85.75
Chubb Corp Com						
03/23/12	Sold 332 Shs 03/20/12 @ 68.9806	68.981	17.01	22,884.55	-19,586.21	3,298.34
Cisco Sys Inc Com						
05/17/12	Sold 568 Shs 05/14/12 @ 16.6226	16.623	28.61	9,413.03	-9,492.61	-79.58
Cliffs Nat Res Inc Com						
11/21/11	Sold 101 Shs 11/16/11 @ 72.5419	72.542	5.19	7,321.54	-5,906.81	1,414.73



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Account Number: 61-0312-12-6

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>
Coca Cola Co Com						
03/15/12	Sold 174 Shs 03/12/12 @ 70.03	70.030	8.92	12,176.30	-11,955.07	221.23
Coca Cola Enterprises Inc New Com						
09/29/11	Sold 18 Shs 09/26/11 @ 25.4	25.400	0.91	456.29	-397.44	58.85
Colgate Palmolive Co Com						
09/29/11	Sold 275 Shs 09/26/11 @ 90.6954	90.695	14.23	24,927.01	-19,799.20	5,127.81
Corn Prods Intl Inc Com						
12/22/11	Sold 249 Shs 12/19/11 @ 49.2006	49.201	12.69	12,238.26	-9,965.53	2,272.73
Deere & Co Com						
09/29/11	Sold 115 Shs 09/26/11 @ 67.9481	67.948	5.90	7,808.13	-7,837.35	-29.22
Dentsply Intl Inc New Com						
03/27/12	Sold 389 Shs 03/22/12 @ 38.8442	38.844	19.72	15,090.67	-13,847.39	1,243.28

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Account Number: 61-0312-12-6

Sale Activity

<u>Date</u>	<u>Description</u>	<u>Unit Price</u>	<u>Transaction Costs</u>	<u>Cash</u>	<u>Total Cost</u>	<u>Realized Gain/Loss</u>
Devon Energy Corp New Com						
09/29/11	Sold 170 Shs 09/26/11 @ 57.1454	57.145	8.69	9,706.03	-11,996.54	-2,290.51
Dish Network Corp Cl A						
12/14/11	Sold 885 Shs 12/09/11 @ 25.941	25.941	44.69	22,912.92	-24,424.58	-1,511.66
Dr Pepper Snapple Group Inc Com						
05/17/12	Sold 315 Shs 05/14/12 @ 40.6834	40.683	16.04	12,799.23	-12,171.63	627.60
Du Pont E I De Nemours & Co Com						
09/29/11	Sold 89 Shs 09/26/11 @ 41.53	41.530	4.52	3,691.65	-3,212.00	479.65
01/09/12	Sold 521 Shs 01/04/12 @ 46.8246	46.825	26.52	24,369.10	-26,924.87	-2,555.77
Edison Intl Com						
09/29/11	Sold 715 Shs 09/26/11 @ 37.6919	37.692	36.27	26,913.44	-30,032.82	-3,119.38
Electronics Arts Inc Com						
02/16/12	Sold 368 Shs 02/13/12 @ 17.4799	17.480	18.52	6,414.08	-7,952.48	-1,538.40



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Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
Express Scripts Inc Com						
04/02/12	Sold 264 Shs 03/28/12 @ 54.2353	54.235	13.52	14,304.60	-10,306.53	3,998.07
F5 Networks Inc Com						
09/29/11	Sold 45 Shs 09/26/11 @ 76.09	76.090	2.32	3,421.73	-4,042.08	-620.35
Fluor Corp New Com						
03/26/12	Sold 125 Shs 03/21/12 @ 60.1072	60.107	6.39	7,507.01	-6,301.83	1,205.18
Ford Mtr Co Del Com Par \$0.01						
09/29/11	Sold 400 Shs 09/26/11 @ 9.9427	9.943	20.08	3,957.00	-4,627.60	-670.60
Franklin Res Inc Com						
09/29/11	Sold 150 Shs 09/26/11 @ 100.2762	100.276	7.79	15,033.64	-14,267.39	766.25
Frontier Communications Corp Com						
09/29/11	Sold 174 Shs 09/26/11 @ 6.3127	6.313	8.72	1,089.69	-1,636.37	-546.68

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Sale Activity

<u>Date</u>	<u>Description</u>	<u>Unit Price</u>	<u>Transaction Costs</u>	<u>Cash</u>	<u>Total Cost</u>	<u>Realized Gain/Loss</u>
General Dynamics Corp Com						
02/16/12	Sold 295 Shs 02/13/12 @ 70.1992	70.199	15.15	20,693.62	-20,508.69	184.93
General Elec Co Com						
11/10/11	Sold 451 Shs 11/07/11 @ 16.2201	16.220	22.69	7,292.57	-9,846.08	-2,553.51
02/16/12	Sold 451 Shs 02/13/12 @ 18.93	18.930	22.71	8,514.72	-8,633.21	-118.49
Goldman Sachs Group Inc Com						
09/29/11	Sold 140 Shs 09/26/11 @ 97.2381	97.238	7.26	13,606.07	-15,147.20	-1,541.13
Grainger W W Inc Com						
04/30/12	Sold 40 Shs 04/25/12 @ 208.7365	208.737	2.19	8,347.27	-6,311.60	2,035.67
Halliburton Co Com						
09/29/11	Sold 84 Shs 09/26/11 @ 33.19	33.190	4.25	2,783.71	-2,847.18	-63.47
12/23/11	Sold 356 Shs 12/20/11 @ 32.7439	32.744	18.02	11,638.80	-11,464.23	174.57



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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>
Helmerich & Payne Inc Com						
05/17/12	Sold 201 Shs 05/14/12 @ 45.1702	45.170	10.25	9,068.96	-11,681.78	-2,612.82
Home Depot Inc Com						
09/29/11	Sold 190 Shs 09/26/11 @ 33.69	33.690	9.62	6,391.48	-7,086.91	-695.43
Honeywell International Inc Com						
09/29/11	Sold 385 Shs 09/26/11 @ 43.5727	43.573	19.57	16,755.92	-19,027.59	-2,271.67
Humana Inc Com						
09/29/11	Sold 54 Shs 09/26/11 @ 78.87	78.870	2.78	4,256.20	-1,936.44	2,319.76
Huntington Ingalls Inds Inc Com						
09/29/11	Sold 26 Shs 09/26/11 @ 26.97	26.970	1.31	699.91	-799.65	-99.74
Illinois Tool Works Inc Com						
09/29/11	Sold 355 Shs 09/26/11 @ 43.7327	43.733	18.05	15,507.06	-15,485.60	21.46

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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>
Intel Corp Com						
09/29/11	Sold 450 Shs 09/26/11 @ 22.12	22.120	22.69	9,931.31	-7,841.40	2,089.91
International Business Machs Corp Com						
10/17/11	Sold 29 Shs 10/12/11 @ 186.3763	186.376	1.55	5,403.36	-3,564.18	1,839.18
International Paper Co Com						
09/29/11	Sold 10 Shs 09/26/11 @ 25.37	25.370	0.51	253.19	-261.10	-7.91
Intuitive Surgical Inc Com New						
09/29/11	Sold 35 Shs 09/26/11 @ 373.88	373.880	2.00	13,083.80	-9,831.21	3,252.59
J P Morgan Chase & Co Com						
09/29/11	Sold 102 Shs 09/26/11 @ 31	31.000	5.16	3,156.84	-4,576.39	-1,419.55
12/09/11	Sold 176 Shs 12/06/11 @ 33.363	33.363	8.91	5,862.98	-7,695.62	-1,832.64



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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>
Johnson & Johnson Com						
09/29/11	Sold 360 Shs 09/26/11 @ 62.5227	62.523	18.43	22,489.74	-14,648.00	7,841.74
Johnson Ctls Inc Com						
09/29/11	Sold 110 Shs 09/26/11 @ 27.0227	27.023	5.56	2,966.94	-3,280.20	-313.26
Joy Global Inc Com						
11/10/11	Sold 82 Shs 11/07/11 @ 87.5616	87.562	4.24	7,175.81	-5,343.65	1,832.16
02/16/12	Sold 156 Shs 02/13/12 @ 84.4989	84.499	8.05	13,173.78	-10,165.98	3,007.80
Juniper Networks Inc Com						
09/29/11	Sold 390 Shs 09/26/11 @ 18.8827	18.883	19.64	7,344.61	-13,817.58	-6,472.97
Keycorp New Com						
01/11/12	Sold 463 Shs 01/06/12 @ 7.9887	7.989	23.22	3,675.55	-4,063.70	-388.15
Life Technologies Corp Com						
09/29/11	Sold 275 Shs 09/26/11 @ 37.66	37.660	13.95	10,342.55	-4,358.83	5,983.72

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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>
Limited Brands Inc Com						
03/15/12	Sold 235 Shs 03/12/12 @ 46.4653	46.465	11.95	10,907.40	-9,886.45	1,020.95
Liquidity Services Inc Com						
05/17/12	Sold 102 Shs 05/14/12 @ 62.9708	62.971	5.24	6,417.78	-2,972.54	3,445.24
M & T Bk Corp Com						
09/29/11	Sold 175 Shs 09/26/11 @ 72.0462	72.046	8.99	12,599.10	-13,087.88	-488.78
Macys Inc Com						
09/29/11	Sold 88 Shs 09/26/11 @ 27.24	27.240	4.45	2,392.67	-2,213.19	179.48
Manpower Inc Wls Com						
02/16/12	Sold 191 Shs 02/13/12 @ 44.7387	44.739	9.71	8,535.38	-6,398.00	2,137.38
Marathon Oil Corp Com						
09/29/11	Sold 190 Shs 09/26/11 @ 23.14	23.140	9.58	4,387.02	-3,398.39	988.63



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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>
Marathon Pete Corp Com						
09/29/11	Sold 95 Shs 09/26/11 @ 29.92	29.920	4.80	2,837.60	-2,298.83	538.77
Mastercard Inc Cl A						
09/29/11	Sold 13 Shs 09/26/11 @ 338.31	338.310	0.73	4,397.30	-1,912.43	2,484.87
McDonalds Corp Com						
05/17/12	Sold 142 Shs 05/14/12 @ 91.4378	91.438	7.39	12,976.78	-12,641.88	334.90
McKesson Corp Com						
09/29/11	Sold 310 Shs 09/26/11 @ 74.431	74.431	15.94	23,057.67	-9,589.25	13,468.42
Medco Health Solutions Inc Com						
09/29/11	Sold 245 Shs 09/26/11 @ 48.2727	48.273	12.48	11,814.33	-15,432.55	-3,618.22
Medtronic Inc Com						
09/29/11	Sold 275 Shs 09/26/11 @ 33.5827	33.583	13.93	9,221.31	-12,080.48	-2,859.17

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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>
Metlife Inc Com						
01/10/12	Sold 134 Shs 01/05/12 @ 32.9888	32.989	6.78	4,413.71	-6,165.49	-1,751.78
Microsoft Corp Com						
09/29/11	Sold 705 Shs 09/26/11 @ 25.1918	25.192	35.59	17,724.63	-11,549.89	6,174.74
Nil Hldgs Inc Com New						
12/09/11	Sold 352 Shs 12/06/11 @ 22.2015	22.202	17.75	7,797.18	-13,553.80	-5,756.62
Nasdaq Omx Group Inc						
05/01/12	Sold 372 Shs 04/26/12 @ 24.8632	24.863	18.81	9,230.30	-9,537.52	-307.22
Navistar International Com						
09/29/11	Sold 100 Shs 09/26/11 @ 34.74	34.740	5.07	3,468.93	-6,464.95	-2,996.02
Newfield Exploration Company						
09/29/11	Sold 200 Shs 09/26/11 @ 41.7481	41.748	10.16	8,339.46	-14,135.80	-5,796.34



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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>
News Corp Cl A						
09/29/11	Sold 1615 Shs 09/26/11 @ 16.1711	16.171	81.25	26,035.08	-23,657.01	2,378.07
Nextera Energy Inc Com						
05/01/12	Sold 52 Shs 04/26/12 @ 64.4713	64.471	2.68	3,349.83	-2,826.13	523.70
Noble Energy Inc Com						
11/10/11	Sold 65 Shs 11/07/11 @ 90.3863	90.386	3.36	5,871.75	-4,707.60	1,164.15
Norfolk Southn Corp Com						
03/19/12	Sold 220 Shs 03/14/12 @ 65.2626	65.263	11.26	14,346.51	-13,735.02	611.49
Oracle Corp Com						
02/16/12	Sold 497 Shs 02/13/12 @ 28.4148	28.415	25.12	14,097.03	-10,144.52	3,952.51
03/15/12	Sold 497 Shs 03/12/12 @ 29.5506	29.551	25.11	14,661.53	-14,753.27	-91.74
Owens Corning New Com						
09/29/11	Sold 190 Shs 09/26/11 @ 22.7626	22.763	9.58	4,315.31	-6,965.08	-2,649.77

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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>
PNC Finl Svcs Group Inc Com						
01/11/12	Sold 62 Shs 01/06/12 @ 59.9425	59.942	3.17	3,713.26	-3,014.73	698.53
04/13/12	Sold 101 Shs 04/10/12 @ 62.4843	62.484	5.19	6,305.72	-4,911.08	1,394.64
Pepsico Inc Com						
09/29/11	Sold 300 Shs 09/26/11 @ 61.8527	61.853	15.36	18,540.45	-18,320.40	220.05
Philip Morris Intl Inc Com						
04/30/12	Sold 80 Shs 04/25/12 @ 87.4501	87.450	4.16	6,991.85	-2,019.64	4,972.21
Phillips 66 Com						
05/21/12	Sold .500 Shs 05/21/12 To Misc Broker @ 31.29	31.280	0.00	15.64	-14.59	1.05
Priceline Com Inc Com New						
04/27/12	Sold 9 Shs 04/24/12 @ 679.3377	679.338	0.59	6,113.45	-4,180.05	1,933.40



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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>
Procter & Gamble Co Com						
09/29/11	Sold 7 Shs 09/26/11 @ 62.51	62.510	0.36	437.21	-451.71	-14.50
02/16/12	Sold 183 Shs 02/13/12 @ 64.3	64.300	9.38	11,757.52	-8,058.97	3,698.55
Qualcomm Inc Com						
03/15/12	Sold 127 Shs 03/12/12 @ 63.8565	63.857	6.50	8,103.28	-4,986.40	3,116.88
Rayonier Inc Com						
09/13/11	Sold .500 Shs 09/13/11 To Misc Broker @ 40.12	40.120	0.00	20.06	-20.08	-0.02
09/29/11	Sold 60 Shs 09/26/11 @ 37.41	37.410	3.04	2,241.56	-2,409.16	-167.60
02/16/12	Sold 151 Shs 02/13/12 @ 45.0962	45.096	7.68	6,801.85	-6,063.05	738.80
Raytheon Co Com New						
09/29/11	Sold 135 Shs 09/26/11 @ 40.3427	40.343	6.85	5,439.41	-7,418.12	-1,978.71

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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>
Ross Stores Inc Com						
09/29/11	Sold 140 Shs 09/26/11 @ 80.4408	80.441	7.22	11,254.49	-6,451.20	4,803.29
Ryder Sys Inc Com						
09/29/11	Sold 125 Shs 09/26/11 @ 39.2108	39.211	6.34	4,895.01	-4,196.19	698.82
Sandisk Corp Com						
09/29/11	Sold 270 Shs 09/26/11 @ 42.42	42.420	13.72	11,439.68	-10,396.30	1,043.38
Sempra Energy Com						
03/29/12	Sold 202 Shs 03/26/12 @ 58.4815	58.481	10.31	11,802.95	-10,195.32	1,607.63
Smithfield Foods Inc Com						
09/29/11	Sold 500 Shs 09/26/11 @ 18.4801	18.480	25.18	9,214.87	-10,348.85	-1,133.98
Spectra Energy Corp Com						
09/29/11	Sold 295 Shs 09/26/11 @ 24.8427	24.843	14.89	7,313.71	-6,315.95	997.76



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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>
Starbucks Corp Com						
09/29/11	Sold 390 Shs 09/26/11 @ 39.2127	39.213	19.79	15,273.16	-8,712.21	6,560.95
Sysco Corp Com						
09/29/11	Sold 125 Shs 09/26/11 @ 26.2327	26.233	6.31	3,272.78	-3,746.82	-474.04
03/29/12	Sold 430 Shs 03/26/12 @ 29.9107	29.911	21.73	12,839.87	-12,371.88	467.99
Thermo Fisher Corp Com						
11/10/11	Sold 403 Shs 11/07/11 @ 48.7085	48.709	20.53	19,609.00	-20,458.13	-849.13
3M Co Com						
09/29/11	Sold 190 Shs 09/26/11 @ 74.7681	74.768	9.77	14,196.17	-17,462.71	-3,266.54
Time Warner Inc Com New						
09/29/11	Sold 460 Shs 09/26/11 @ 30.83	30.830	23.27	14,158.53	-15,896.48	-1,737.95
Total Sys Svcs Inc Com						
02/16/12	Sold 258 Shs 02/13/12 @ 21.3473	21.347	13.01	5,494.60	-5,064.93	429.67

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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>
Travelers Cos Inc Com						
09/29/11	Sold 300 Shs 09/26/11 @ 47.7927	47.793	15.28	14,322.53	-15,236.31	-913.78
Tupperware Brands Corp Com						
03/30/12	Sold 132 Shs 03/27/12 @ 63.2135	63.213	6.75	8,337.43	-8,096.27	241.16
US Bancorp Del Com New						
09/29/11	Sold 259 Shs 09/26/11 @ 23.9827	23.983	13.07	6,198.45	-7,789.02	-1,590.57
Union Pac Corp Com						
09/29/11	Sold 75 Shs 09/26/11 @ 82.96	82.960	3.87	6,218.13	-7,137.74	-919.61
VF Corp Com						
03/23/12	Sold 70 Shs 03/20/12 @ 148.4163	148.416	3.69	10,385.45	-7,651.39	2,734.06
Valero Energy Corp New Com						
12/22/11	Sold 412 Shs 12/19/11 @ 20.164	20.164	20.76	8,286.81	-7,863.97	422.84

Account Number: 61-0312-12-6

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>
Varian Med Sys Inc Com						
05/17/12	Sold 211 Shs 05/14/12 @ 63.8974	63.897	10.85	13,471.50	-10,745.66	2,725.84
Verifone Systems Inc.						
11/10/11	Sold 140 Shs 11/07/11 @ 44.4972	44.497	7.12	6,222.49	-5,239.74	982.75
12/23/11	Sold 140 Shs 12/20/11 @ 35.8187	35.819	7.10	5,007.52	-5,239.74	-232.22
Verizon Communications Inc Com						
05/17/12	Sold 301 Shs 05/14/12 @ 40.6783	40.678	15.32	12,228.84	-9,616.72	2,612.12
Visa Inc Com CIA						
09/29/11	Sold 140 Shs 09/26/11 @ 89.8854	89.885	7.24	12,576.72	-10,165.40	2,411.32
Vishay Intertechnology Inc Com						
12/12/11	Sold 358 Shs 12/07/11 @ 9.4532	9.453	17.96	3,366.28	-3,264.03	102.25
Wal Mart Stores Inc Com						
09/29/11	Sold 160 Shs 09/26/11 @ 51.74	51.740	8.16	8,270.24	-8,450.50	-180.26

Burton Wm & Ethel Large Cap
August 29, 2011 - May 31, 2012

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Account Number: 61-0312-12-6

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>
Walgreen Co Com						
09/29/11	Sold 42 Shs 09/26/11 @ 35.72	35.720	2.13	1,498.11	-1,466.20	31.91
11/10/11	Sold 378 Shs 11/07/11 @ 32.7705	32.771	19.14	12,368.11	-13,195.79	-827.68
Whirlpool Corp Com						
09/29/11	Sold 80 Shs 09/26/11 @ 51.8	51.800	4.08	4,139.92	-6,317.07	-2,177.15
Yum Brands Inc Com						
09/29/11	Sold 140 Shs 09/26/11 @ 52.2927	52.293	7.14	7,313.84	-4,929.40	2,384.44
Zimmer Hldgs Inc Com						
11/10/11	Sold 156 Shs 11/07/11 @ 51.649	51.649	7.95	8,049.29	-8,621.96	-572.67
Total Equities						
				\$ 1,397,348.18	\$ -1,319,518.81	\$ 77,829.37
Total Sales				\$1,397,348.18	\$-1,319,518.81	\$ 77,829.37

Account Number: 61-0312-02-7

Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
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Equities

Herbalife LTD Com USD Shs

10/11/11	Sold 24 Shs 10/05/11 @ 50.2699	50.270	1.22	1,205.25	-1,320.46	-115.21
11/21/11	Sold 34 Shs 11/16/11 @ 57.7479	57.748	1.74	1,961.69	-1,870.64	91.05
05/07/12	Sold 54 Shs 05/02/12 @ 55.0137	55.014	2.77	2,967.97	-2,971.03	-3.06
05/08/12	Sold 54 Shs 05/03/12 @ 46.6342	46.634	2.76	2,515.49	-2,971.02	-455.53

Signet Jewelers Limited Shs

10/11/11	Sold 14 Shs 10/05/11 @ 37.6089	37.609	0.71	525.81	-654.34	-128.53
01/24/12	Sold 121 Shs 01/19/12 @ 45.6626	45.663	6.16	5,519.02	-5,655.34	-136.32

Allied World Assurance Company Holdings Ag Shs

10/11/11	Sold 8 Shs 10/05/11 @ 54.1008	54.101	0.41	432.40	-439.99	-7.59
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Burton, Wm T & Ethel Lewis Midcap
June 1, 2011 - May 31, 2012

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Account Number: 61-0312-02-7

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>
Agco Corp Com						
05/10/12	Sold 112 Shs 05/07/12 @ 45.9761	45.976	5.72	5,143.61	-5,937.46	-793.85
Aci Worldwide Inc Com						
03/27/12	Sold 91 Shs 03/22/12 @ 39.4979	39.498	4.61	3,589.69	-2,734.55	855.14
Acuity Brands Inc Com						
05/10/12	Sold 96 Shs 05/07/12 @ 53.8586	53.859	4.92	5,165.51	-5,797.72	-632.21
Advance Auto Pts Inc Com						
07/18/11	Sold 109 Shs 07/13/11 @ 58.1881	58.188	5.57	6,336.93	-6,425.44	-88.51
Affiliated Managers Group Inc Com						
10/11/11	Sold 51 Shs 10/05/11 @ 77.1442	77.144	2.63	3,931.73	-5,086.74	-1,155.01
Alliance Data Systems Corp Com						
05/10/12	Sold 2 Shs 05/07/12 @ 125.59	125.590	0.11	251.07	-191.63	59.44



Burton, Wm T & Ethel Lewis Midcap
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Account Number: 61-0312-02-7

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Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
American Greetings Corp Cl A						
10/11/11	Sold 49 Shs 10/05/11 @ 16.425	16.425	2.47	802.36	-982.20	-179.84
American Wtr Wks Co Inc New Com						
02/13/12	Sold 55 Shs 02/08/12 @ 34.2787	34.279	2.79	1,882.54	-1,618.07	264.47
05/10/12	Sold 4 Shs 05/07/12 @ 33.8205	33.820	0.20	135.08	-117.68	17.40
Amerigroup Corp Com						
07/18/11	Sold 29 Shs 07/13/11 @ 73.6926	73.692	1.49	2,135.59	-1,912.77	222.82
05/10/12	Sold 111 Shs 05/07/12 @ 61.9334	61.933	5.70	6,868.90	-7,321.28	-452.38
Arch Coal Inc Com						
08/29/11	Sold 93 Shs 08/24/11 @ 18.1964	18.196	4.68	1,687.58	-2,395.67	-708.09
Atmel Corp Com						
08/29/11	Sold 293 Shs 08/24/11 @ 9.3964	9.396	14.70	2,738.44	-3,829.01	-1,090.57

Burton, Wm T & Ethel Lewis Midcap
June 1, 2011 - May 31, 2012

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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>
Atmos Energy Corp Com						
08/29/11	Sold 147 Shs 08/24/11 @ 32.6114	32.611	7.44	4,786.43	-5,002.15	-215.72
Autodesk Inc Com						
10/11/11	Sold 166 Shs 10/05/11 @ 27.0108	27.011	8.39	4,475.41	-6,067.28	-1,591.87
Autoliv Inc Com						
11/21/11	Sold 37 Shs 11/16/11 @ 53.7011	53.701	1.89	1,985.05	-2,747.25	-762.20
Bj's Wholesale Club Inc Com						
07/18/11	Sold 62 Shs 07/13/11 @ 50.4087	50.409	3.16	3,122.18	-2,904.08	218.10
Borg Warner Inc Com						
01/24/12	Sold 30 Shs 01/19/12 @ 73.7075	73.707	1.54	2,209.68	-2,003.21	206.47
Brandywine Rlty Tr Sh Ben Int New						
05/10/12	Sold 17 Shs 05/07/12 @ 12.0406	12.041	0.85	203.84	-203.94	-0.10



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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>
Cboe Hldgs Inc Com						
11/21/11	Sold 37 Shs 11/16/11 @ 26.736	26.736	1.87	987.36	-908.71	78.65
05/10/12	Sold 189 Shs 05/07/12 @ 25.5612	25.561	9.56	4,821.51	-4,758.94	62.57
Cabot Corp Com						
10/11/11	Sold 146 Shs 10/05/11 @ 24.5827	24.583	7.37	3,581.71	-5,734.87	-2,153.16
Cabot Oil & Gas Corp Cl A						
05/10/12	Sold 190 Shs 05/07/12 @ 33.7983	33.798	9.64	6,412.03	-6,304.92	107.11
Chipotle Mexican Grill Inc Cl A						
04/19/12	Sold 6 Shs 04/16/12 @ 431.0244	431.025	0.36	2,585.79	-1,696.08	889.71
Cimarex Energy Co Com						
07/18/11	Sold 83 Shs 07/13/11 @ 85.6743	85.674	4.29	7,106.68	-7,065.79	40.89
City Natl Corp Com						
07/18/11	Sold 59 Shs 07/13/11 @ 54.4808	54.481	3.01	3,211.36	-3,151.78	59.58

Burton, Wm T & Ethel Lewis Midcap

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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>
Commerce Bancshares Inc Com						
12/22/11	Sold 400 Shs 12/22/11 To Misc Broker @ 37.51	37.525	0.00	15.01	-15.82	-0.81
Corn Prods Intl Inc Com						
11/21/11	Sold 50 Shs 11/16/11 @ 51.9104	51.910	2.55	2,592.97	-2,733.43	-140.46
01/24/12	Sold 111 Shs 01/19/12 @ 54.4184	54.418	5.67	6,034.78	-6,068.20	-33.42
Coventry Health Care Inc Com						
11/21/11	Sold 101 Shs 11/16/11 @ 31.5809	31.581	5.11	3,184.56	-3,649.08	-464.52
Crane Co Com						
02/13/12	Sold 168 Shs 02/08/12 @ 49.396	49.396	8.56	8,289.97	-8,157.74	132.23
Cypress Semiconductor Corp Com						
01/19/12	Return of Capital .090 Per Sh on 328 Shs	0.000	0.00	29.52	-29.52	0.00
02/13/12	Sold 328 Shs 02/08/12 @ 18.2258	18.226	16.51	5,961.55	-4,849.18	1,112.37



Burton, Wm T & Ethel Lewis Midcap
June 1, 2011 - May 31, 2012

Account Number: 61-0312-02-7

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>
Dsw Inc Cl A						
03/27/12	Sold 39 Shs 03/22/12 @ 55.4058	55.406	1.99	2,158.84	-1,902.24	256.60
05/10/12	Sold 46 Shs 05/07/12 @ 57.0757	57.076	2.36	2,623.12	-2,243.67	379.45
Dentsply Intl Inc New Com						
03/27/12	Sold 161 Shs 03/22/12 @ 38.8442	38.844	8.16	6,245.75	-5,541.62	704.13
Dillards Inc Cl A						
10/11/11	Sold 76 Shs 10/05/11 @ 42.5183	42.518	3.86	3,227.53	-4,450.33	-1,222.80
Domtar Corp Com New						
01/24/12	Sold 36 Shs 01/19/12 @ 87.489	87.489	1.86	3,147.74	-3,462.51	-314.77
Eqt Corp Com						
02/13/12	Sold 72 Shs 02/08/12 @ 50.3801	50.380	3.67	3,623.70	-3,911.46	-287.76
Ensco PLC						
10/11/11	Sold 167 Shs 10/05/11 @ 40.284	40.284	8.48	6,718.95	-8,710.47	-1,991.52

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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>
Erle Indty Co Cl A						
03/27/12	Sold 34 Shs 03/22/12 @ 76.194	76.194	1.75	2,588.85	-2,575.63	13.22
Essex Ppty Tr Inc Com						
05/10/12	Sold 1 Shs 05/07/12 @ 157.14	157.140	0.05	157.09	-137.24	19.85
Factset Research Systmes Inc Com						
07/18/11	Sold 36 Shs 07/13/11 @ 98.5314	98.531	1.87	3,545.26	-3,601.80	-56.54
Fairchild Semiconductor Intl Inc Cl A						
10/11/11	Sold 441 Shs 10/05/11 @ 11.3865	11.387	22.15	4,999.30	-7,271.91	-2,272.61
Family Dlr Stores Inc Com						
01/24/12	Sold 78 Shs 01/19/12 @ 54.5418	54.542	3.98	4,250.28	-4,120.86	129.42
Fidelity Natl Finl Inc New Cl A						
11/21/11	Sold 130 Shs 11/16/11 @ 15.3	15.300	6.54	1,982.46	-2,014.99	-32.53



Burton, Wm T & Ethel Lewis Midcap
June 1, 2011 - May 31, 2012

Account Number: 61-0312-02-7

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>
02/13/12	Sold 230 Shs 02/08/12 @ 18.2429	18.243	11.58	4,184.29	-3,778.70	405.59
Foot Locker Inc Com						
10/11/11	Sold 43 Shs 10/05/11 @ 20.2966	20.297	2.17	870.59	-1,031.12	-160.53
Gartner Inc Com						
03/27/12	Sold 68 Shs 03/22/12 @ 41.7943	41.794	3.45	2,838.56	-2,626.50	212.06
Health Net Inc Com						
01/24/12	Sold 120 Shs 01/19/12 @ 35.3653	35.365	6.08	4,237.75	-3,683.94	553.81
Hill Rom Hldgs Com						
08/29/11	Sold 93 Shs 08/24/11 @ 28.823	28.823	4.70	2,675.84	-4,273.34	-1,597.50
Hollyfrontier Corp Com						
07/27/11	Sold .289 Shs 07/27/11 To Misc Broker @ 72.25	72.249	0.00	20.88	-19.29	1.59
01/24/12	Sold 112 Shs 01/19/12 @ 27.4624	27.462	5.66	3,070.13	-3,737.52	-667.39

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Sale Activity

<u>Date</u>	<u>Description</u>	<u>Unit Price</u>	<u>Transaction Costs</u>	<u>Cash</u>	<u>Total Cost</u>	<u>Realized Gain/Loss</u>
ITT Educational Svcs Inc Com						
05/10/12	Sold 2 Shs 05/07/12 @ 62.0563	62.055	0.10	124.01	-180.24	-56.23
Idacorp Inc Com						
05/10/12	Sold 47 Shs 05/07/12 @ 38.4577	38.458	2.39	1,805.12	-1,833.89	-28.77
Kansas City Southern Com						
07/18/11	Sold 81 Shs 07/13/11 @ 57.3917	57.392	4.14	4,644.59	-4,541.66	102.93
Kemper Corp Del Com						
01/24/12	Sold 81 Shs 01/19/12 @ 30.2915	30.291	4.10	2,449.51	-2,372.49	77.02
Kennametal Inc Com						
03/27/12	Sold 72 Shs 03/22/12 @ 43.9462	43.946	3.66	3,160.47	-2,846.09	314.38
Liquidity Services Inc Com						
05/10/12	Sold 7 Shs 05/07/12 @ 64.4777	64.477	0.36	450.98	-227.55	223.43



Capital One Bank

Burton, Wm T & Ethel Lewis Midcap
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Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
Mattel Inc Com						
08/29/11	Sold 59 Shs 08/24/11 @ 25.1909	25.191	2.98	1,483.28	-1,593.56	-110.28
01/24/12	Sold 37 Shs 01/19/12 @ 28.159	28.159	1.87	1,040.01	-999.35	40.66
03/27/12	Sold 106 Shs 03/22/12 @ 33.2692	33.269	5.36	3,521.17	-2,863.01	658.16
05/10/12	Sold 107 Shs 05/07/12 @ 32.8902	32.890	5.43	3,513.82	-2,890.02	623.80
Meadwestvaco Corp Com						
02/13/12	Sold 102 Shs 02/08/12 @ 29.8834	29.883	5.16	3,042.95	-3,212.08	-169.13
Medicis Pharmaceutical Corp Cl A New						
11/21/11	Sold 34 Shs 11/16/11 @ 32.9369	32.937	1.72	1,118.13	-1,283.82	-165.69
01/24/12	Sold 97 Shs 01/19/12 @ 32.9047	32.905	4.91	3,186.84	-3,662.67	-475.83
Metropes Communications Inc Com						
10/11/11	Sold 175 Shs 10/05/11 @ 8.2	8.200	8.78	1,426.22	-2,901.41	-1,475.19

Burton, Wm T & Ethel Lewis Midcap

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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>
Miller Herman Inc Com						
01/24/12	Sold 146 Shs 01/19/12 @ 19.9439	19.944	7.36	2,904.45	-3,171.08	-266.63
Molycorp Inc Del Com						
03/01/12	Sold 132 Shs 02/27/12 @ 25.88	25.880	6.66	3,409.50	-5,018.68	-1,609.18
NCR Corp New Com						
01/24/12	Sold 59 Shs 01/19/12 @ 17.4771	17.477	2.97	1,028.18	-1,076.72	-48.54
Netflix Inc Com						
09/23/11	Sold 16 Shs 09/20/11 @ 131.9482	131.948	0.84	2,110.33	-4,060.16	-1,949.83
Nicor Inc Com						
07/18/11	Sold 87 Shs 07/13/11 @ 55.8851	55.885	4.44	4,857.56	-4,748.46	109.10
Nisource Inc Com						
05/10/12	Sold 74 Shs 05/07/12 @ 24.659	24.659	3.74	1,821.03	-1,451.84	369.19



Burton, Wm T & Ethel Lewis Midcap
June 1, 2011 - May 31, 2012

Account Number: 61-0312-02-7

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>
Nordson Corp Com						
08/29/11	Sold 112 Shs 08/24/11 @ 39.7952	39.795	5.69	4,451.38	-5,770.22	-1,318.84
Patterson-UTI Energy Inc Com						
11/21/11	Sold 162 Shs 11/16/11 @ 22.3518	22.352	8.17	3,612.82	-4,616.92	-1,004.10
Prosperity Bancshares Inc Com						
08/29/11	Sold 51 Shs 08/24/11 @ 36.1705	36.171	2.59	1,842.11	-2,212.89	-370.78
Rf Micro Devices Inc Com						
01/24/12	Sold 490 Shs 01/19/12 @ 4.8067	4.807	24.55	2,330.74	-2,728.32	-397.58
Rayonier Inc Com						
02/16/12	Sold 195 Shs 02/13/12 @ 45.0962	45.096	9.92	8,783.84	-8,257.41	526.43
Riverbed Technology Inc Com						
08/05/11	Sold 153 Shs 08/02/11 @ 29.1017	29.102	7.74	4,444.82	-5,111.65	-666.83

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Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
Rock Tenn Co Cl A						
07/18/11	Sold 101 Shs 07/13/11 @ 62.311	62.311	5.17	6,288.24	-6,443.60	-155.36
02/13/12	Sold 26 Shs 02/08/12 @ 68.081	68.081	1.33	1,768.77	-1,533.75	235.02
Rockwood Hldgs Inc Com						
11/21/11	Sold 83 Shs 11/16/11 @ 45.2291	45.229	4.22	3,749.79	-3,755.37	-5.58
Rollins Inc Com						
07/18/11	Sold 297 Shs 07/13/11 @ 21.1172	21.117	14.97	6,256.84	-5,939.85	316.99
Seacor Holdings Inc						
01/24/12	Sold 60 Shs 01/19/12 @ 93.58	93.580	3.11	5,611.69	-4,891.22	720.47
Sealed Air Corp Com						
11/21/11	Sold 86 Shs 11/16/11 @ 17.4789	17.479	4.33	1,498.86	-1,518.04	-19.18
Senior Hsg Ppty Tr Sh Ben Int						
08/29/11	Sold 250 Shs 08/24/11 @ 22.0788	22.079	12.61	5,507.09	-6,057.38	-550.29



Burton, Wm T & Ethel Lewis Midcap
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Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
Shaw Group Inc Com						
07/18/11	Sold 53 Shs 07/13/11 @ 27.3128	27.313	2.68	1,444.90	-1,752.71	-307.81
Sothebys Com						
11/21/11	Sold 97 Shs 11/16/11 @ 31.3427	31.343	4.91	3,035.33	-3,877.09	-841.76
Steel Dynamics Inc Com						
11/21/11	Sold 234 Shs 11/16/11 @ 13.4734	13.473	11.76	3,141.02	-3,683.04	-542.02
TRW Automotive Hldgs Corp Com						
11/21/11	Sold 57 Shs 11/16/11 @ 35.5	35.500	2.89	2,020.61	-3,145.26	-1,124.65
Tesoro Corp Com						
11/21/11	Sold 35 Shs 11/16/11 @ 25.0929	25.093	1.77	876.48	-829.13	47.35
01/24/12	Sold 132 Shs 01/19/12 @ 24.2047	24.205	6.66	3,188.36	-3,127.00	61.36
Tibco Software Inc Com						
11/21/11	Sold 55 Shs 11/16/11 @ 30.3728	30.373	2.78	1,667.72	-1,405.77	261.95

Burton, Wm T & Ethel Lewis Midcap

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Account Number: 61-0312-02-7

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>
05/10/12	Sold 36 Shs 05/07/12 @ 32.6061	32.606	1.83	1,171.99	-920.14	251.85

Timken Co Com

02/13/12	Sold 197 Shs 02/08/12 @ 51.1872	51.187	10.04	10,073.83	-9,507.02	566.81
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Toro Co Com

01/24/12	Sold 47 Shs 01/19/12 @ 64.3213	64.321	2.41	3,020.69	-2,803.08	217.61
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Trustmark Corp

02/13/12	Sold 221 Shs 02/08/12 @ 24.1991	24.199	11.15	5,336.85	-5,149.23	187.62
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Valueclick Inc Com

10/11/11	Sold 126 Shs 10/05/11 @ 15.7497	15.750	6.34	1,978.12	-2,148.05	-169.93
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11/21/11	Sold 441 Shs 11/16/11 @ 15.7418	15.742	22.18	6,919.95	-7,518.17	-598.22
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Ventas Inc Com

07/18/11	Sold 99 Shs 07/13/11 @ 53.8255	53.825	5.05	5,323.67	-5,302.43	21.24
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Account Number: 61-0312-02-7

Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
Verifone Systems Inc.						
07/18/11	Sold 190 Shs 07/13/11 @ 42.2294	42.229	9.65	8,013.93	-7,766.92	247.01
Vishay Intertechnology Inc Com						
11/21/11	Sold 331 Shs 11/16/11 @ 10.4735	10.474	16.62	3,450.11	-4,782.92	-1,332.81
Westlake Chem Corp Com						
08/29/11	Sold 144 Shs 08/24/11 @ 40.9339	40.934	7.31	5,887.17	-7,515.00	-1,627.83
Williams-Sonoma Inc Com						
10/11/11	Sold 198 Shs 10/05/11 @ 30.1666	30.167	10.01	5,962.97	-7,468.46	-1,505.49
Total Equities				\$ 366,319.80	\$ -391,852.97	\$ -25,533.17
Equity Mutual Funds						
Fidelity Advisor Mid Cap II Fund Class A #1359						
06/22/11	Sold 23369.796 Shs 06/21/11 @ 17.8	17.800	0.00	415,982.37	-375,728.66	40,253.71

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Account Number: 61-0312-02-7

Sale Activity

Date	Description	Unit Price	Transaction Costs	Cash	Total Cost	Realized Gain/Loss
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Total Equity Mutual Funds

\$ 415,982.37 \$ -375,728.66 \$ 40,253.71

Total Sales

\$782,302.17

\$-767,581.63

\$ 14,720.54