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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 10-01-2011 , and ending 09-30-2012

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
NATHAN B& FLORENCE R BURT FOUNDATION

A Employer identification number
84-0972203

Number and street (or P O box number if mail is not delivered to street address)
C/O HARRY L ARKIN 166O LINCOLN ST
NO 2830

Room/suite

B Telephone number (see page 10 of the instructions)
(303) 863-8400

City or town, state, and ZIP code
DENVER, CO 80264

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 ☐

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

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 ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 4,084,763

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	20,202	20,202		
	4 Dividends and interest from securities.	61,246	61,246		
	5a Gross rents	33,639	33,639		
	b Net rental income or (loss) 33,639				
	6a Net gain or (loss) from sale of assets not on line 10	8,776			
	b Gross sales price for all assets on line 6a 205,857				
	7 Capital gain net income (from Part IV , line 2)		8,776		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	123,863	123,863		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	27,600	12,420		15,180
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	203	203		0
	b Accounting fees (attach schedule).	715	322		393
	c Other professional fees (attach schedule)	30,185	30,185		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,784	803		981
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	6,697	2,678		4,004
	24 Total operating and administrative expenses. Add lines 13 through 23	67,184	46,611		20,558
	25 Contributions, gifts, grants paid	157,350			157,350
	26 Total expenses and disbursements. Add lines 24 and 25	224,534	46,611		177,908
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-100,671			
	b Net investment income (if negative, enter -0-)		77,252		
	c Adjusted net income (if negative, enter -0-)				

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

Cat No 11289X

Form **990-PF** (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,299,982	1,003,100	1,003,100
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	100,000	 100,000	104,000
	b	Investments—corporate stock (attach schedule)	914,340	 1,012,126	1,487,757
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ 67,500 Less accumulated depreciation (attach schedule) ▶ _____ 25,174	42,326	 42,326	580,000
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	815,784	 914,432	909,906
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,172,432	3,071,984	4,084,763

Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 223	 446	
	23	Total liabilities (add lines 17 through 22)	223	446	

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	2,200,225	2,200,225	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	42,326	42,326	
	29	Retained earnings, accumulated income, endowment, or other funds	929,658	828,987	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,172,209	3,071,538	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,172,432	3,071,984	

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	3,172,209
2	Enter amount from Part I, line 27a	2	-100,671
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	3,071,538
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,071,538

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	8,776
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	193,167	4,132,448	0 046744
2009	180,881	3,991,197	0 045320
2008	184,928	3,839,202	0 048168
2007	213,193	4,527,165	0 047092
2006	247,332	4,777,554	0 051770

2	Total of line 1, column (d).	2	0 239094
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 047819
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	4,124,595
5	Multiply line 4 by line 3.	5	197,234
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	773
7	Add lines 5 and 6.	7	198,007
8	Enter qualifying distributions from Part XII, line 4.	8	177,908

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		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	1,545
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	1,545
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1,545
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,491	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	1,491
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	54
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2012 estimated tax ☐	Refunded ☐	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
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.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ CO			
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 .	8b	Yes	
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.BURTFOUNDATION.ORG	13	Yes	
14	The books are in care of HARRY L. ARKIN Telephone no (303) 863-8400 Located at 1660 LINCOLN ST SUITE 2830 DENVER CO ZIP +4 80264			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country.				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		No
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		No
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 20____, 20____, 20____, 20____ ☐ 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 page 20 of the instructions).	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 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,341,950
b	Average of monthly cash balances.	1b	1,265,456
c	Fair market value of all other assets (see page 24 of the instructions).	1c	580,000
d	Total (add lines 1a, b, and c).	1d	4,187,406
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	4,187,406
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	62,811
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,124,595
6	Minimum investment return. Enter 5% of line 5.	6	206,230

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	206,230
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	1,545
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,545
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	204,685
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	204,685
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	204,685

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	177,908
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	177,908
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	177,908
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2011			
a	Enter amount for 2010 only. 28,957			
b	Total for prior years 20____, 20____, 20____ 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 ▶ \$ 177,908			
a	Applied to 2010, but not more than line 2a 28,957			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions) 0			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . . 0			
d	Applied to 2011 distributable amount. 148,951			
e	Remaining amount distributed out of corpus 0			
5	Excess distributions carryover applied to 2011 0			
(If an amount appears in column (d), the same amount must be shown in column (a).)				
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 page 27 of the instructions 0			
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions 0			
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. 55,734			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). 0			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions). 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 page 27 of the instructions and Part VII-A, question 9)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

HARRY L ARKIN
1660 LINCOLN ST SUITE 2830
DENVER, CO 80264
(303) 836-8400

b

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

APPLICATIONS MUST BE SUBMITTED IN A PRESCRIBED FORMAT DETERMINED BY THE FOUNDATION. PLEASE VISIT WWW.BURTFOUNDATION.ORG TO DOWNLOAD MOST RECENT GRANT MATERIALS AND APPLICATION FORM.

c

Any submission deadlines

THE FOUNDATION ACCEPTS GRANT APPLICATIONS AND APPROVES GRANTS TWICE A YEAR. PLEASE VISIT WWW.BURTFOU

d

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

NONE

Form 990-PF (2011)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	157,350
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	20,202	
4 Dividends and interest from securities.			14	61,246	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	33,639	
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	8,776	
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		123,863	0
13 Total. Add line 12, columns (b), (d), and (e).			13		123,863

[illegible]

Part XVII

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

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)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

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.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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
--------------------------	--------------------------	---------------------------------

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

2013-08-14

Date

Title

Paid Preparer's Use Only

Preparer's Signature

Firm's name

Firm's address

Date

Firm's EIN

Phone no

Check if self-employed

PTIN

May the IRS discuss this return with the preparer shown above? See instructions

☒

Yes

☐

No

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
150 SH MOTOROLA MOBILITY HOLDINGS, INC	P	1996-10-09	2012-05-22
1,000 SH SARA LEE - MERGER	P	2003-08-13	2012-07-09
1,711 199 SH RUSSELL INVESTMENT GRADE BOND CL S	P	2010-10-01	2012-08-20
807 01 SH RUSSELL GLOBAL EQUITY CL S	P	2010-10-01	2012-08-20
124 146 SH RUSSELL EMERGING MARKETS CL S	P	2010-10-01	2012-08-29
613 377 SH RUSSELL INTERNATL DEVLPD MRKT CL S	P	2010-10-01	2012-03-08
51 483 SH RUSSELL US SMALL & MID CAP FUND CL S	P	2010-10-01	2012-08-20
224 530 SH RUSSELL US QUANTITATIVE EQUITY CL S	P	2010-10-01	2012-07-03
549 386 SH RUSSELL US CORE EQUITY FUND CL S	P	2010-10-01	2012-08-20
68 168 SH RUSSELL GLOBAL REAL ESTATE SECURITIES CL S	P	2010-10-01	2012-08-20
4,434 363 SH RUSSELL STRATEGIC BOND FUND CL S	P	2010-10-01	2012-08-20
12 296 SH RUSSELL SHORT DURATION BOND CL S	P	2010-10-01	2012-09-05
131 197 SH RUSSELL GLOBAL INFRASTRUCTURE CL S	P	2010-10-01	2012-08-20
130 342 SH ISHARES TR RUSSELL 1000 INDEX	P	2010-10-01	2012-09-28
24 SH ISHARES TR MSCI EAFE SMALL CAP INDEX	P	2010-10-01	2012-09-24
707 SH ISHARES TR MSCI EAFE INDEX	P	2010-10-01	2012-09-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,000		7,549	-1,549
9,800		9,800	0
38,640		39,207	-567
6,917		7,820	-903
2,194		2,720	-526
17,706		17,995	-289
1,157		1,012	145
6,633		6,147	486
15,655		14,010	1,645
2,400		3,305	-905
50,108		46,392	3,716
241		230	11
1,363		1,369	-6
9,328		7,117	2,211
894		863	31
36,821		31,545	5,276

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			-1,549
			0
			-567
			-903
			-526
			-289
			145
			486
			1,645
			-905
			3,716
			11
			-6
			2,211
			31
			5,276

Form 990PF Part VIII Line 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
HARRY L ARKIN	PRESIDENT 10 00	0	0	0
1660 LINCOLN STREET SUITE 2830 DENVER, CO 80264				
MARGARET FOMER PHD	DIRECTOR 1 00	0	0	0
1660 LINCOLN STREET SUITE 2830 DENVER, CO 80264				
NATALIE MEYER	SECRETARY 1 00	0	0	0
1660 LINCOLN STREET SUITE 2830 DENVER, CO 80264				
GREGORY W DICKSON	TREASURER 1 00	0	0	0
1660 LINCOLN STREET SUITE 2830 DENVER, CO 80264				
JOHN C BAKER	VICE PRESIDENT 1 00	0	0	0
1660 LINCOLN STREET SUITE 2830 DENVER, CO 80264				
BRUCE JAFEK MD	DIRECTOR 1 00	0	0	0
1660 LINCOLN STREET SUITE 2830 DENVER, CO 80264				
HARRISON F HAYES MD	DIRECTOR 1 00	0	0	0
1660 LINCOLN STREET SUITE 2830 DENVER, CO 80264				
BRIGADIER GENERAL BERNARD H THORN	DIRECTOR 1 00	0	0	0
1660 LINCOLN STREET SUITE 2830 DENVER, CO 80264				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ADAMS CAMP6767 S SPRUCE ST CENTENNIAL,CO 80112	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
ALL POINTS TRANSIT INCPO BOX 1416 MONTROSE,CO 81402	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
ALTERNATIVES TO VIOLENCE313 E 4TH STREET LOVELAND,CO 80537	NONE	PUBLIC	GENERAL ASSISTANCE	1,500
AMERICAN LUNG ASSOCIATION OF COLORADO5600 GREENWOOD PLAZA BLVD SUITE 100 GREENWOOD VILLAGE,CO 80111	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
AUGUSTANA ARTS INC5000 E ALAMEDA AVENUE DENVER,CO 80246	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
BAYAUD ENTERPRISES333 W BAYAUD AVENUE DENVER,CO 80223	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
BENNIE E GOODWIN AFTER SCHOOL ACADEMIC PROGRAM 12400 HOFFMAN BLVD AURORA,CO 80011	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
BOYS AND GIRLS CLUB OF METRO DENVER2017 W 9TH AVENUE DENVER,CO 80204	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
BROADWAY ASSISTANCE CENTER 606 WEST 6TH AVENUE DENVER,CO 80204	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
CAN DO MULTIPLE SCLEROSIS27 MAIN STREET SUITE 303 EDWARDS,CO 81632	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
CENTRO DE LA FAMILIA122 EAST LAS ANIMAS STREET COLORADO SPRINGS,CO 80903	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
CASA OF ADAMS COUNTY1100 JUDICIAL DRIVE BRIGHTON,CO 80601	NONE	PUBLIC	GENERAL ASSISTANCE	1,500
CASA OF THE PIKES PEAK REGION701 SOUTH CASCADE AVENUE COLORADO SPRINGS,CO 80903	NONE	PUBLIC	GENERAL ASSISTANCE	1,500
CENTER FOR LEGAL ADVOCACY 455 SHERMAN ST DENVER,CO 80203	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
CENTER FOR PEOPLE WITH DISABILITIES10351 GRANT STREET UNIT I THORNTON,CO 80229	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
CHILDSAFE COLORADO1148 E ELIZABETH STREET FORT COLLINS,CO 80524	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
CITY WILDPO BOX 883 DENVER,CO 80201	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
COLFAX COMMUNITY NETWORK PO BOX 202373 DENVER,CO 80220	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
COLORADO SYMPHONY999 18TH ST 2055 DENVER,CO 80202	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
COLORADO VOLUNTEERS IN JUVENILE & CRIMINAL JUSTICE 5500 E YALE AVE DENVER,CO 80222	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
COMMUNITY MINISTRY1755 SOUTH ZUNI STREET DENVER,CO 80223	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
DANI'S FOUNDATION1600 BROADWAY SUITE 2400 DENVER,CO 80202	NONE	PUBLIC	GENERAL ASSISTANCE	1,500
DENTAL AID4155 DARLEY AVE SUITE C BOULDER,CO 80305	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
DENVER INNER CITY PARISH1212 MARIPOSA STREET DENVER,CO 80204	NONE	PUBLIC	GENERAL ASSISTANCE	1,500
DENVER KIDS INC1330 FOX ST DENVER,CO 80204	NONE	PUBLIC	GENERAL ASSISTANCE	5,000
DENVER SANTA CLAUS SHOPPO BOX 102104 DENVER,CO 80250	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
DENVER SCHOLARSHIP FOUNDATION303 E 17TH AVENUE SUITE 200 DENVER,CO 80203	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
DENVER WORKS INC2828 N SPEER DENVER,CO 80211	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
EDUCATION FOUNDATION FOR THE COLORADO NATIONAL GUARDPO BOX 440889 AURORA,CO 80044	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
EPILEPSY FOUNDATION OF COLORADO234 COLUMBINE STREET 333 DENVER,CO 80260	NONE	PUBLIC	GENERAL ASSISTANCE	2,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ELDERHAUS ADULT DAY PROGRAMS605 SOUTH SHIELDS STREET FORT COLLINS,CO 80521	NONE	PUBLIC	GENERAL ASSISTANCE	2,650
ENVIRONMENTAL LEARNING FOR KIDS14460 E 50TH AVENUE DENVER,CO 80239	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
FAMILIES FIRST2163 S YOSEMITE STREET DENVER,CO 80231	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
FAMILY ADVOCACY CARE EDUCATION SUPPORT (FACES) 3801 E FLORIDA DENVER,CO 80210	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
FAMILY HOMESTEADDENVER EMERG999 DECATUR ST DENVER,CO 80204	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
FINANCIAL EDUCATION AND ECONOMIC TRANSFORMATION CENTER12474 EAST WESLEY AVENUE AURORA,CO 80014	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
FOUR MILE HISTORIC PARK715 SOUTH FOREST STREET DENVER,CO 80246	NONE	PUBLIC	GENERAL ASSISTANCE	5,000
FLORENCE CRITTENTON SERVICES OF COLORADO55 SOUTH ZUNI STREET DENVER,CO 80223	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
GATEWAY BATTERED WOMANS SHELTERPO BOX 914 AURORA,CO 80040	NONE	PUBLIC	GENERAL ASSISTANCE	1,500
GROWING HOME3989 W 72ND AVE WESTMINSTER,CO 80030	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
HIGHER GROUND YOUTH CHALLENGEPO BOX 12145 DENVER,CO 80212	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
HOPE CENTER3400 ELIZABETH STREET DENVER,CO 80205	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
KIPP COLORADO SCHOOLS375 TEJON STREET DENVER,CO 80223	NONE	PUBLIC	GENERAL ASSISTANCE	1,500
LEGACY LEARNING5440 CONESTOGA COURT BOULDER,CO 80301	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
LAUNCH COMMUNITY THROUGH SKATEBOARDING1748 C SPRINGMEADOWS COURT FORT COLLINS,CO 80525	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
MARIA DROSTE SERVICES OF COLORADO1660 LINCOLN STREET DENVER,CO 80264	NONE	PUBLIC	GENERAL ASSISTANCE	1,500
MEALS ON WHEELS OF EAST BOULDER COUNTY1255 CENTAUR VILLAGE DRIVE LAFAYETTE,CO 80026	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
MEALS ON WHEELS OF LOVELAND & BERTHOUD INC437 GARFIELD AVENUE LOVELAND,CO 80537	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
LONGMONT MEALS ON WHEELS 910 LONGS PEAK AVE LONGMONT,CO 80501	NONE	PUBLIC	GENERAL ASSISTANCE	1,500
METRO CARE RINGPO BOX 300459 DENVER,CO 80203	NONE	PUBLIC	GENERAL ASSISTANCE	1,500
MILE HIGH MONTESSORI EARLY LEARNING CENTERS1780 MARION STREET DENVER,CO 80218	NONE	PUBLIC	GENERAL ASSISTANCE	1,500
MESA YOUTH SERVICES1169 COLORADO AVENUE GRAND JUNCTION,CO 81501	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
NET RESULTS JUNIOR TENNIS INC 950 S CHERRY ST 402 DENVER,CO 80246	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
PLAYDATE BEHAVIORAL INTERVENTIONS3361 N ACADEMY BLVD COLORADO SPRINGS,CO 80917	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
RESTORATION OUTREACH PROGRAMSPO BOX 632 AURORA,CO 80040	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
SAFE HOUSE DENVER1649 DOWNING STREET DENVER,CO 80218	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
SAFE SHELTER OF ST VRAIN VALLEYPO BOX 231 LONGMONT,CO 80502	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
SAMARITAN CTR OF THE ROCKIES PO BOX 19000 AVON,CO 81620	NONE	PUBLIC	GENERAL ASSISTANCE	1,500
SAVE OUR YOUTH3443 W 23RD AVENUE DENVER,CO 80211	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
SENIOR HUB INC2360 WEST 90TH AVENUE FEDERAL HEIGHTS,CO 80260	NONE	PUBLIC	GENERAL ASSISTANCE	2,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SENIOR ASSISTANCE CENTER2839 WEST 44TH AVENUE DENVER,CO 80211	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
SENIOR SUPPORT SERVICES846 EAST 18TH AVENUE DENVER,CO 80218	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
SENIOR'S RESOURCE CENTER3227 CHASE ST WHEATRIDGE,CO 80212	NONE	PUBLIC	GENERAL ASSISTANCE	1,500
SHINING STARS FOUNDATION 1660 LINCOLN STREET DENVER,CO 80264	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
SPECIAL KIDSSPECIAL FAMILIES 424 W PIKES PEAK COLORADO SPRINGS,CO 80905	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
STARLIGHT CHILDREN'S FOUNDATION COLORADO830 POTOMAC STREET SUITE 305 AURORA,CO 80011	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
THE ADOPTION EXCHANGE14232 E EVANS AVENUE AURORA,CO 80014	NONE	PUBLIC	GENERAL ASSISTANCE	3,200
THE BOYS & GIRLS CLUB OF WELD COUNTYPO BOX 812 GREELEY,CO 80632	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
THE BRIDGE PROJECT2148 S HIGH ST DENVER,CO 80210	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
THE FREEDOM SERVICE DOGS INC 2000 W UNION AVENUE ENGLEWOOD,CO 80110	NONE	PUBLIC	GENERAL ASSISTANCE	1,500
THERE WITH CARE2825 WILDERNESS PLACE SUITE 100 BOULDER,CO 80301	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
THIRD WAY CENTERPO BOX 61385 DENVER,CO 80206	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
TRI-LAKES CARESPO BOX 1301 MONUMENT,CO 80132	NONE	PUBLIC	GENERAL ASSISTANCE	1,500
VOANS SENIOR COMMUNITY MEALS11407 HIGHWAY 65 ECKERT,CO 81418	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
WHIZ KIDS TUTORING5500 E YALE AVE DENVER,CO 80222	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
WOMEN'S CRISIS CENTER AND FAMILY OUTREACH CENTER389 GILBERT ST CASTLE ROCK,CO 80104	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
WORK OPTIONS FOR WOMEN1200 FEDERAL BLVD DENVER,CO 80204	NONE	PUBLIC	GENERAL ASSISTANCE	1,500
YESS INSTITUTE1212 MARIPOSA STREET DENVER,CO 80204	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
ZOCALO OUTREACHPO BOX 14099 DENVER,CO 80214	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
Total  3a				157,350

TY 2011 Accounting Fees Schedule

Name: NATHAN B& FLORENCE R BURT FOUNDATION

EIN: 84-0972203

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	715	322		393

TY 2011 Investments Corporate
Stock Schedule

Name: NATHAN B& FLORENCE R BURT FOUNDATION
EIN: 84-0972203

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BOEING CO	48,658	69,595
ELI LILLY & CO	12,463	47,410
VERIZON COMMUNICATIONS	131,188	185,470
CHEVRONTEXACO CORP	33,412	179,502
HCP, INC.	10,871	34,694
CONAGRA	19,204	22,072
FORTUNE BRANDS, INC.	20,045	27,010
MOTOROLA SOLUTIONS	10,293	8,644
XCEL ENERGY	10,958	12,885
INTEL CORP	83,294	90,620
ALLIANT ENERGY	4,592	34,625
GLAXO WELCOME PLC	56,129	46,240
CONOCOPHILLIPS	77,804	91,488
BP PLC SPONS ADR	40,469	42,360
MCDONALDS	23,053	91,750
SARA LEE CORP	16,502	0
DEAN FOODS CO	51,336	32,700
GOOD TIMES RESTAURANTS, INC	45,790	4,166
ALLSTATE CORP	55,175	39,610
JP MORGAN CHASE & CO	41,883	40,480
CENTURYLINK	57,288	47,026
ACCO BRANDS (UNIT CORP)	9,060	207,500
FLEXTRONICS INTL	34,706	9,174
MEDTRONIC INC	25,423	21,560
BERKSHIRE HATHAWAY	36,693	44,100
FRONTIER COMMUNICATIONS	8,118	4,800
MOTOROLA MOBILITY HOLDINGS	0	0
BRISTOL MYERS SQUIB	16,878	16,875
MERCK & CO NEW	17,988	22,548
WESTERN ASSET GOV MM FD	12,853	12,853

TY 2011 Investments Government Obligations Schedule

Name: NATHAN B& FLORENCE R BURT FOUNDATION

EIN: 84-0972203

**US Government Securities - End of
Year Book Value:**

100,000

**US Government Securities - End of
Year Fair Market Value:**

104,000

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2011 Investments - Land Schedule**Name:** NATHAN B& FLORENCE R BURT FOUNDATION**EIN:** 84-0972203

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND - 3100 SO BROADWAY, ENGLEWOOD, CO	42,326	0	42,326	42,326
BUILDING - 3100 SO BROADWAY, ENGLEWOOD, CO	25,174	0	25,174	25,174

TY 2011 Investments - Other Schedule

Name: NATHAN B& FLORENCE R BURT FOUNDATION
EIN: 84-0972203

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WESTERN ASSET ADJ RATE INC. C1	AT COST	151,890	128,961
WESTERN ASSET GLBL STRAT INC A	AT COST	291,634	295,482
RUSSELL FUNDS - US CORE EQUITY FUND	AT COST	0	0
RUSSELL FUNDS - QUANTITATIVE EQUITY	AT COST	6,034	6,034
RUSSELL FUNDS - INVESTMENT GRADE BOND FUND	AT COST	0	0
SHORT TERM BOND	AT COST	207,072	217,626
RUSSELL FUNDS - FIDELITY MUNI MONEY MARKET	AT COST	5,617	5,617
RUSSELL GLOBAL EQUITY CLASS	AT COST	8,747	8,021
FRANK RUSSELL EMERG MARKETS	AT COST	9,659	8,200
FRANK RUSSELL REAL ESTATE SECS	AT COST	9,810	7,960
FRANK RUSSELL INTL SECURITIES	AT COST	0	0
FRANK RUSSELL SMALL AND MID	AT COST	3,257	4,032
PIMCO ALL ASSETS INS	AT COST	19,880	19,753
PIMCO COMMODITY REAL RETURN	AT COST	13,703	8,715
PIMCO EMERGING LOCAL BOND	AT COST	13,186	10,423
SEI EMERGING MARKET DEBT	AT COST	3,653	4,296
ISHARES TR RUSSELL 1000	AT COST	17,183	19,675
PIMCO HIGH YIELD INSTL	AT COST	7,146	9,291
RUSSEL FUNDS STRATEGIC BOND	AT COST	0	0
JP MORGAN CHASE & CO GLOBAL MTN	AT COST	10,940	16,792
ISHARES TR MSCI EAFE SMALL CAP	AT COST	0	0
PIMCO EMERGING MARKETS & INTRST BD	AT COST	4,110	4,159
GLOBAL INFRASTRUCTURE	AT COST	7,522	8,014
ISHARES TR MSCI EAFE INDEX	AT COST	11,342	11,607
US DEFENSIVE EQUITY CLASS S	AT COST	8,663	16,019
STRATEGIC CALL OVERWRITING FD	AT COST	7,847	7,949
JP MORGAN CHASE & CO MTN	AT COST	10,000	4,890
DEUTSCHE BK AG GLBL	AT COST	5,000	3,890
KINDER MORGAN ENERGY PARTNERS	AT COST	80,537	82,500

TY 2011 Legal Fees Schedule

Name: NATHAN B& FLORENCE R BURT FOUNDATION

EIN: 84-0972203

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	203	203		0

TY 2011 Other Expenses Schedule**Name:** NATHAN B& FLORENCE R BURT FOUNDATION**EIN:** 84-0972203

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	1,170	761		409
TELEPHONE	521	208		313
MEETINGS	2,173	869		1,304
OFFICE SUPPLIES	1,466	586		880
MISCELLANEOUS	87	29		43
WEBSITE	980	0		980
BANK CHARGES	300	225		75

TY 2011 Other Liabilities Schedule

Name: NATHAN B& FLORENCE R BURT FOUNDATION

EIN: 84-0972203

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES PAYABLE	223	446

TY 2011 Other Professional Fees Schedule**Name:** NATHAN B& FLORENCE R BURT FOUNDATION**EIN:** 84-0972203

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
H L ARKIN-INVESTMENT FEES	25,203	25,203		0
RUSSELL FUNDS-INVESTMENT FEES	4,982	4,982		0

TY 2011 Taxes Schedule

Name: NATHAN B& FLORENCE R BURT FOUNDATION

EIN: 84-0972203

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	1,784	803		981