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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
JOHN R & MILDRED B BURT
CHARITABLE FOUNDATION

A Employer identification number
30-0081622

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

Room/suite

B Telephone number (see instructions)
(989) 753-6486

City or town, state, and ZIP code
SAGINAW, MI 48601

C If exemption application is pending, check here ☐

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

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 ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,797,534

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 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)	171,455			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	7,410	7,410		
	4	Dividends and interest from securities	46,153	46,081		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	43,702			
	b	Gross sales price for all assets on line 6a 1,484,858				
	7	Capital gain net income (from Part IV, line 2)		2,876		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	268,720	56,367		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,162			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	5,428	5,428		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	8,590	5,428		0
	25	Contributions, gifts, grants paid	87,500			87,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	96,090	5,428		87,500
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	172,630			
	b	**Net investment income** (if negative, enter -0-)		50,939		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	236,492	5,353	5,353
	2 Savings and temporary cash investments			
	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)			
	b Investments—corporate stock (attach schedule)	964,189	1,475,126	1,539,349
	c Investments—corporate bonds (attach schedule)	356,762	249,594	252,832
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	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)	1,557,443	1,730,073	1,797,534
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		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	1,557,443	1,730,073	
	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			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	1,557,443	1,730,073	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,557,443	1,730,073	

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	1,557,443
2	Enter amount from Part I, line 27a	2	172,630
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,730,073
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,730,073

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				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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				
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	2,876
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 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))
2011	64,000	1,518,395	0 042150
2010	60,000	1,266,407	0 047378
2009	51,000	981,450	0 051964
2008	50,500	989,124	0 051055
2007	55,303	1,057,211	0 052310

2	**Total** of line 1, column (d)	2	0 244857
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 048971
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,656,041
5	Multiply line 4 by line 3	5	81,098
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	509
7	Add lines 5 and 6	7	81,607
8	Enter qualifying distributions from Part XII, line 4	8	87,500

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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	509
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	
3	Add lines 1 and 2			3	509
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	509
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,060		
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	1,060
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	551
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 551	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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)?	1b		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 ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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		
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 instructions) ▶ MI			
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *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	Yes	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶SSNY@DURO-LAST COM

14 The books are in care of ▶SHAWN SNY Telephone no ▶(989) 753-6486

Located at ▶525 MORLEY DRIVE SAGINAW MI ZIP+4 ▶48601

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 |

			Yes	No
16	At any time during calendar year 2012, 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		No

See 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20___, 20___, 20___, 20___			
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)	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 2012 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 2012.)*	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 2012?	4b		No

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

			Yes	No
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 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 instructions)?	**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? ☐ 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**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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 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
JASON TUNNEY 525 MORLEY DRIVE SAGINAW, MI 48601	PRESIDENT 1 00	0	0	0
MATTHEW MOELLER 525 MORLEY DRIVE SAGINAW, MI 48601	VICE PRES 1 00	0	0	0
SHAWN SNY 525 MORLEY DRIVE SAGINAW, MI 48601	SECRETARY/TR 1 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see 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. ▶

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 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. . . . . ▶	

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 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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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	1,495,064
b	Average of monthly cash balances	1b	186,196
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,681,260
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,681,260
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,219
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,656,041
6	**Minimum investment return.** Enter 5% of line 5	6	82,802

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	82,802
2a	Tax on investment income for 2012 from Part VI, line 5	2a	509		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	509
3	Distributable amount before adjustments Subtract line 2c from line 1			3	82,293
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	82,293
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	82,293

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	87,500
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
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	87,500
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 instructions)	5	509
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	86,991

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				82,293
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007. 395				
b From 2008. 1,588				
c From 2009. 2,110				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.	4,093			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 87,500				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				82,293
e Remaining amount distributed out of corpus	5,207			
5 Excess distributions carryover applied to 2012 *(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	9,300			
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	395			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	8,905			
10 Analysis of line 9				
a Excess from 2008. . . . 1,588				
b Excess from 2009. . . . 2,110				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . . 5,207				

Part XIV Private Operating Foundations (see 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 2012, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a 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 organization 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))

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% 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				87,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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					7,410
4 Dividends and interest from securities. . . .					46,153
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory					43,702
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). .					97,265

13 **Total.** Add line 12, columns (b), (d), and (e). 13 97,265

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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)**		**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

******	2013-11-05	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
REBECCA MILLSAP	REBECCA MILLSAP	2013-11-06		
Firm's name ▸	YEO & YEO PC		Firm's EIN ▸	
Firm's address ▸	4468 OAK BRIDGE DR FLINT, MI 485325422		Phone no (810) 732-3000	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
VALLEY LUTHERAN HIGH SCHO 3560 MCCARTY ROAD SAGINAW, MI 48603	NONE	501(C)(3)	EDUCATIONAL SCHOLARSHIP	50,000
MICHIGAN LUTHERAN SEMINAR 2777 HARDIN STREET SAGINAW, MI 48602	NONE	510(C)(3)	EDUCATIONAL SCHOLARSHIP	2,500
CONCORIDA UNIVERSITY 4090 GEDDES RD ANN ARBOR, MI 48105	NONE	501(C)(3)	EDUCATIONAL SCHOLARSHIP	10,000
SHEBOYGAN CHRISTIAN SCHOO 418 GEELE AVE SHEBOYGAN, WI 53083	NONE	501(C)(3)	EDUCATIONAL SCHOLARSHIP	5,000
CATHOLIC DIOCESE OF SAGINAW 5800 WEISS ST SAGINAW, MI 48603	NONE	501(C)(3)	EDUCATIONAL SCHOLARSHIP	10,000
BETHLEHEM LUTHERAN 2777 HERMANSAU SAGINAW, MI 48603	NONE	501(C)(3)	EDUCATIONAL SCHOLARSHIP	10,000
Total . . . . ▶ **3a**				87,500

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
JOHN R & MILDRED B BURT
CHARITABLE FOUNDATION

Employer identification number
30-0081622

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)

Name of organization	Employer identification number
JOHN R & MILDRED B BURT CHARITABLE FOUNDATION	30-0081622

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	DURO-LAST ROOFING 525 MORLEY DRIVE SAGINAW, MI 48601	$ 143,365	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	TIP TOP SCREW 4183 FORREST OSCODA, MI 48750	$ 12,623	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	OSCODA PLASTICS 5585 NORTH HURON AVENUE OSCODA, MI 48750	$ 7,752	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	PLASTATECH ENGINEERING LTD 725 MORLEY DRIVE SAGINAW, MI 48601	$ 7,178	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)

Name of organization	Employer identification number
JOHN R & MILDRED B BURT CHARITABLE FOUNDATION	30-0081622

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

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

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

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

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

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

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

Name of organization
JOHN R & MILDRED B BURT
CHARITABLE FOUNDATION

Employer identification number
30-0081622

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 See instructions) ▶ $
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

(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

(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

(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

TY 2012 Compensation Explanation

Name: JOHN R & MILDRED B BURT
CHARITABLE FOUNDATION

EIN: 30-0081622

Person Name	Explanation
JASON TUNNEY	
MATTHEW MOELLER	
SHAWN SNY	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: JOHN R & MILDRED B BURT
CHARITABLE FOUNDATION

EIN: 30-0081622

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
EATON VANCE	2011-03	PURCHASE	2012-03		4,813	5,175			-362	
ISHARES	2011-08	PURCHASE	2012-03		7,912	8,018			-106	
ISHARES	2011-12	PURCHASE	2012-01		12,140	12,583			-443	
ISHARES	2011-12	PURCHASE	2012-01		4,109	4,179			-70	
ISHARES	2011-03	PURCHASE	2012-01		3,176	2,793			383	
ISHARES	2011-08	PURCHASE	2012-01		635	614			21	
ISHARES	2011-08	PURCHASE	2012-02		1,050	1,024			26	
ISHARES	2011-03	PURCHASE	2012-02		2,787	2,765			22	
ISHARES	2011-03	PURCHASE	2012-02		4,288	4,151			137	
ISHARES	2011-08	PURCHASE	2012-02		3,106	2,826			280	
MARKET VECTORS	2011-06	PURCHASE	2012-01		5,605	5,444			161	
PRUDENTIAL FINL	2011-05	PURCHASE	2012-02		2,211	2,336			-125	
SPDR S&P 500	2011-11	PURCHASE	2012-01		2,675	2,590			85	
INTERNATIONAL GAME TECH	2010-11	PURCHASE	2012-01		1,865	1,731			134	
ISHARES	2010-07	PURCHASE	2012-01		4,101	3,621			480	
MARKET VECTORS	2010-09	PURCHASE	2012-01		6,821	6,615			206	
MARKET VECTORS	2011-01	PURCHASE	2012-01		2,343	2,127			216	
MARKET VECTORS	2011-01	PURCHASE	2012-03		302	274			28	
ISHARES	2012-01	PURCHASE	2012-01		2				2	
ISHARES	2012-01	PURCHASE	2012-02		2				2	
TCW EMERGING MARKETS	2012-01	PURCHASE	2012-03		261	251			10	
TCW EMERGING MARKETS	2012-02	PURCHASE	2012-03		255	253			2	
FEDERAL FARM CR	2011-04	PURCHASE	2012-02		50,000	50,000				
TCW EMERGING	2011-04	PURCHASE	2012-03		49,720	50,000			-280	
TCW EMERGING	2011-04	PURCHASE	2012-03		321	322			-1	
TCW EMERGING	2011-05	PURCHASE	2012-03		324	324				
TCW EMERGING	2011-06	PURCHASE	2012-03		326	326				
TCW EMERGING	2011-07	PURCHASE	2012-03		296	300			-4	
TCW EMERGING	2011-08	PURCHASE	2012-03		278	273			5	
TCW EMERGING	2011-09	PURCHASE	2012-03		260	231			29	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
TCW EMERGING	2011-11	PURCHASE	2012-03		247	232			15	
TCW EMERGING	2011-11	PURCHASE	2012-03		252	233			19	
TCW EMERGING	2011-12	PURCHASE	2012-03		316	293			23	
LORD ABBETT FLOATING RATE	2010-01	PURCHASE	2012-03		197,015	200,005			-2,990	
GOLDMAN SACHS 80581-8	2012-01	PURCHASE	2012-03		45,456	44,740			716	
GOLDMAN SACHS 80962-0	2011-02	PURCHASE	2012-04		6,570	6,002			568	
GOLDMAN SACHS 80962-0	2012-04	PURCHASE	2012-12		90,041	91,120			-1,079	
GOLDMAN SACHS	2011-04	PURCHASE	2012-03		102,448	104,314			-1,866	
GOLDMAN SACHS	2010-07	PURCHASE	2012-03		856,602	812,694			43,908	
GOLDMAN SACHS	2011-07	PURCHASE	2012-04		2,022	2,146			-124	
GOLDMAN SACHS	2010-06	PURCHASE	2012-04		9,029	8,231			798	

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TY 2012 Investments Corporate Bonds Schedule

Name: JOHN R & MILDRED B BURT CHARITABLE FOUNDATION

EIN: 30-0081622

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME	249,594	252,832

TY 2012 Investments Corporate Stock Schedule

Name: JOHN R & MILDRED B BURT CHARITABLE FOUNDATION

EIN: 30-0081622

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MUTAL FUNDS	977,675	1,011,701
CORPORATE STOCK	392,736	412,824
ETF PRODUCTS	104,715	114,824
MUTUAL FUNDS ACCT 1392		
CORPORATE STOCK ACCT 1392		
ETF PRODUCTS ACCT 1392		

TY 2012 Other Expenses Schedule

Name: JOHN R & MILDRED B BURT
CHARITABLE FOUNDATION

EIN: 30-0081622

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT ADVISOR FEES	5,428	5,428		

TY 2012 Substantial Contributors Schedule

Name: JOHN R & MILDRED B BURT
CHARITABLE FOUNDATION

EIN: 30-0081622

Name	Address
DURO-LAST ROOFING	525 MORLEY DRIVE SAGINAW, MI 48601
TIP TOP SCREW	4183 FORREST OSCODA, MI 48750
OSCODA PLASTICS	5585 NORTH HURON AVE OSCODA, MI 48750
PLASTATECH ENGINEERING	725 MORLEY DRIVE SAGINAW, MI 48601

TY 2012 Taxes Schedule

Name: JOHN R & MILDRED B BURT
CHARITABLE FOUNDATION

EIN: 30-0081622

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	1,041			
FEDERAL INCOME TAX	2,121			

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short Term Gains (Losses)	(1 079 25)	Net Covered Long-Term Gains (Losses)	568 17	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	(123 92)	Net NonCovered Long-Term Gains (Losses)	796 12		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**(1,203 17)**	**Total Long-Term Gains (Losses)**	**1,364 29**	**Total Ordinary Gains (Losses)**	**0 00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
AGILENT TECHNOLOGIES, INC CMN (00846U101)	12/15/2011	04/09/2012	57 00	2,495 40	0 00	1,905 92	589 48
APACHE CORP CMN (037411105)	02/03/2012	04/09/2012	20 00	1,893 55	0 00	2,022 10	(128 55)
AUTOMATIC DATA PROCESSING INC CMN (053015103)	03/07/2012	04/09/2012	37 00	2,025 70	0 00	2,000 06	25 64
CITIGROUP INC CMN (172967424)	02/27/2012	04/09/2012	64 00	2,163 15	0 00	2,091 89	71 26
CROWN HOLDINGS INC CMN (228368106)	12/06/2011	04/09/2012	59 00	2,190 03	0 00	1,963 10	226 93
EDISON INTERNATIONAL CMN (281020107)	10/11/2011	04/09/2012	48 00	2,046 67	0 00	1,854 44	192 23
EMC CORPORATION MASS CMN (268648102)	01/04/2012	04/09/2012	89 00	2,564 92	0 00	1,929 36	635 56
HESS CORPORATION CMN (42809H107)	04/28/2011	04/09/2012	31 00	1,770 37	0 00	2,604 26	(833 89)
ORACLE CORPORATION CMN (68389X105)	06/17/2011	04/09/2012	60 00	1,750 76	0 00	1,885 31	(134 55)
PALL CORP CMN (696429307)	10/21/2011	04/09/2012	38 00	2,203 95	0 00	1,873 29	330 66
PENN NATIONAL GAMING INC CMN (707569109)	01/09/2012	04/09/2012	51 00	2,159 29	0 00	1,985 96	173 33
UNITEDHEALTH GROUP INCORPORATE CMN (91324P102)	12/07/2011	04/09/2012	40 00	2,335 54	0 00	1,940 40	395 14
UNIVERSAL HEALTH SVC CL B CMN CLASS B (913903100)	04/21/2011	04/09/2012	46 00	1,908 49	0 00	2,221 78	(313 29)
YUM BRANDS, INC CMN (988498101)	11/22/2011	04/09/2012	34 00	2,378 58	0 00	1,862 91	515 67
GENERAL MILLS INC CMN (370334104)	04/09/2012	05/23/2012	112 00	4,303 65	0 00	4,333 28	(29 63)
GENERAL MILLS INC CMN (370334104)	04/09/2012	06/14/2012	199 00	7,583 49	0 00	7,699 31	(115 82)

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
MERCK & CO , INC CMN (58933Y105)	04/09/2012	06/14/2012	121 00	4,653 59	0 00	4,674 23	(20 64)
PFIZER INC CMN (717081103)	04/09/2012	06/14/2012	202 00	4,505 68	0 00	4,452 08	53 60
AT&T INC CMN (00206R102)	04/09/2012	10/17/2012	109 00	3,872 10	0 00	3,345 21	526 89
MICROSOFT CORPORATION CMN (594918104)	04/09/2012	11/30/2012	859 00	22,809 88	0 00	26,809 39	(3,999 51)
AT&T INC CMN (00206R102)	04/09/2012	12/13/2012	18 00	618 28	0 00	552 42	65 86
BOEING COMPANY CMN (097023105)	04/09/2012	12/13/2012	6 00	446 21	0 00	435 30	10 91
CHEVRON CORPORATION CMN (166764100)	04/09/2012	12/13/2012	5 00	540 23	0 00	518 80	21 43
CISCO SYSTEMS, INC CMN (17275R102)	08/16/2012	12/13/2012	22 00	434 71	0 00	415 55	19 16
E I DU PONT DE NEMOURS AND CO CMN (263534109)	04/09/2012	12/13/2012	8 00	351 35	0 00	416 25	(64 90)
ENI S P A SPON ADR SPONSORED ADR CMN (26874R108)	04/09/2012	12/13/2012	15 00	708 13	0 00	666 98	41 15
EXXON MOBIL CORPORATION CMN (30231G102)	04/09/2012	12/13/2012	5 00	443 84	0 00	420 01	23 83
GENERAL ELECTRIC CO CMN (369604103)	04/09/2012	12/13/2012	35 00	757 73	0 00	669 19	88 54
JOHNSON & JOHNSON CMN (478160104)	04/09/2012	12/13/2012	11 00	779 66	0 00	715 00	64 66
JPMORGAN CHASE & CO CMN (46625H100)	04/09/2012	12/13/2012	17 00	728 77	0 00	738 63	(9 86)
LOWES COMPANIES INC CMN (548661107)	04/09/2012	12/13/2012	19 00	657 00	0 00	586 68	70 32
MERCK & CO , INC CMN (58933Y105)	04/09/2012	12/13/2012	18 00	791 26	0 00	695 34	95 92
PEPSICO INC CMN (713448108)	04/09/2012	12/13/2012	10 00	702 18	0 00	653 80	48 38
PFIZER INC CMN (717081103)	04/09/2012	12/13/2012	19 00	482 20	0 00	418 76	63 44
PHILIP MORRIS INTL INC CMN (718172109)	04/09/2012	12/13/2012	5 00	441 54	0 00	440 50	1 04
PPL CORPORATION CMN (69351T106)	04/09/2012	12/13/2012	25 00	726 73	0 00	690 75	35 98
QUALCOMM INC CMN (747525103)	04/09/2012	12/13/2012	9 00	565 00	0 00	600 12	(35 12)
THE TRAVELERS COMPANIES, INC CMN (89417E109)	04/09/2012	12/13/2012	12 00	880 66	0 00	698 40	182 26
VIACOM INC CMN CLASS B (92553P201)	04/09/2012	12/13/2012	11 00	587 27	0 00	514 91	72 36

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SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
VODAFONE GROUP PLC SPONSORED ADR CMN (92857W209)	04/09/2012	12/13/2012	30 00	783 28	0 00	818 40	(35 12)
Net Covered Short-Term Gains (Losses)				**90,040 82** ✓	**0 00**	**91,120 07**	**(1,079 25)**
NonCovered Short-Term Gains (Losses)							
EL PASO PIPELINE PARTNERS, L P UNITS REPRESENTING LIMITED PATNERSHIP INTERESTS (283702108)	07/21/2011	04/09/2012	59 00	2,022 47	0 00	2,146 39	(123 92)
Net NonCovered Short-Term Gains (Losses)				**2,022.47**	**0 00**	**2,146 39**	**(123 92)**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
CVS CAREMARK CORPORATION CMN (126650100)	02/04/2011	04/09/2012	50 00	2,190 45	0 00	1,629 65	560 80
ENSCO PLC SPON ADR (29358Q109)	03/09/2011	04/09/2012	38 00	1,983 17	0 00	2,142 81	(159 64)
QUEST DIAGNOSTICS INCORPORATED CMN (74834L100)	03/29/2011	04/09/2012	34 00	2,039 61	0 00	1,928 92	110 69
MC DONALDS CORP CMN (580135101)	01/19/2011	12/13/2012	4 00	357 31	0 00	300 99	56 32
Net Covered Long-Term Gains (Losses)				**6,570 54** ✓	**0 00**	**6,002 37**	**568 17**
NonCovered Long-Term Gains (Losses)							
CYTEC INDS INC COMMON STOCK (232820100)	06/15/2010	04/09/2012	44 00	2,564 70	0 00	2,007 06	557 64
INTEL CORPORATION CMN (458140100)	11/06/2009	04/09/2012	3 00	83 07	0 00	56 99	26 08
INTEL CORPORATION CMN (458140100)	09/30/2009	04/09/2012	77 00	2,132 08	0 00	1,490 51	641 57
MORGAN STANLEY CMN (617446448)	02/04/2010	04/09/2012	91 00	1,627 04	0 00	2,458 92	(831 88)
TIME WARNER INC CMN (887317303)	07/09/2010	04/09/2012	57 00	2,058 79	0 00	1,716 69	342 10
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	02/16/2010	12/13/2012	8 00	561 42	0 00	500 81	60 61
Net NonCovered Long-Term Gains (Losses)				**9,027 10**	**0 00**	**8,230 98**	**796 12**

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REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	716 29	Net Covered Long-Term Gains (Losses)	0 00	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	(1 865 90)	Net NonCovered Long-Term Gains (Losses)	43 907 88		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**(1,149 61)**	**Total Long-Term Gains (Losses)**	**43,907 88**	**Total Ordinary Gains (Losses)**	**0 00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
ISHARES 3-7 YR TREASURY BOND ETF (464288661)	01/13/2012	03/28/2012	20 00	2,420 74	0 00	2,447 40	(26 66)
ISHARES IBOXX INVSTMNT GRADE CORPORATE BOND ETF (464287242)	01/13/2012	03/28/2012	23 00	2,658 97	0 00	2,640 17	18 80
ISHARES MBS ETF (464288588)	01/13/2012	03/28/2012	21 00	2,266 06	0 00	2,277 24	(11 18)
ISHARES MSCI AUSTRALIA ETF (464286103)	03/12/2012	03/28/2012	179 00	4,159 86	0 00	4,107 10	52 76
ISHARES MSCI CANADA ETF (464286509)	01/03/2012	03/28/2012	237 00	6,676 14	0 00	6,500 67	175 47
PIMCO 0-5 YEAR HIGH YIELD CORP BOND INDEX ETF (72201R783)	01/13/2012	03/28/2012	39 00	3,913 95	0 00	3,840 72	73 23
PIMCO 0-5 YEAR HIGH YIELD CORP BOND INDEX ETF (72201R783)	02/13/2012	03/28/2012	43 00	4 315 38	0 00	4,272 91	42 47
POWERSHARES PFD PORTFOLIO EXCHANGE TRADED FUND (73936T565)	02/13/2012	03/28/2012	191 00	2,744 61	0 00	2,735 12	9 49
POWERSHARES PFD PORTFOLIO EXCHANGE TRADED FUND (73936T565)	01/26/2012	03/28/2012	377 00	5,417 36	0 00	5,356 94	60 42
SPDR BARCLAYS INTERNATNL TRSRY BOND ETF (78464A516)	02/13/2012	03/28/2012	90 00	5,366 57	0 00	5,413 50	(46 93)
STREETTRACKS INDEX SHARES FUND SPDR (R) S&P CHINA ETF ETF (78463X400)	01/09/2012	03/28/2012	81 00	5,516 78	0 00	5,148 36	368 42
Net Covered Short-Term Gains (Losses)				**45,456 42**	**0 00**	**44,740 13**	**716 29**
NonCovered Short-Term Gains (Losses)							
EATON VANCE TAX-MANAGED GLOBAL BUY-WRITE O MUTUAL FUND (27829C105)	04/06/2011	03/28/2012	16 00	175 20	0 00	196 00	(20 80)

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SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Short-Term Gains (Losses)							
EATON VANCE TAX-MANAGED GLOBAL BUY-WRITE O MUTUAL FUND (27829C105)	04/01/2011	03/28/2012	26 00	284 69	0 00	318 50	(33 81)
EATON VANCE TAX-MANAGED GLOBAL BUY-WRITE O MUTUAL FUND (27829C105)	04/04/2011	03/28/2012	77 00	843 13	0 00	941 93	(98 80)
EATON VANCE TAX-MANAGED GLOBAL BUY-WRITE O MUTUAL FUND (27829C105)	04/05/2011	03/28/2012	124 00	1,357 77	0 00	1,517 50	(159 73)
EATON VANCE TAX-MANAGED GLOBAL BUY-WRITE O MUTUAL FUND (27829C105)	04/07/2011	03/28/2012	136 00	1,489 17	0 00	1,665 61	(176 44)
EATON VANCE TAX-MANAGED GLOBAL BUY-WRITE O MUTUAL FUND (27829C105)	03/31/2011	03/28/2012	148 00	1,620 56	0 00	1,805 60	(185 04)
EATON VANCE TAX-MANAGED GLOBAL BUY-WRITE O MUTUAL FUND (27829C105)	03/30/2011	03/28/2012	195 00	2,135 20	0 00	2,374 40	(239 20)
ISHARES 7-10 YEAR TREASURY BOND ETF (464287440)	08/11/2011	03/28/2012	51 00	5,272 26	0 00	5,221 00	51 26
ISHARES MBS ETF (464288588)	03/28/2011	03/28/2012	35 00	3,776 76	0 00	3,684 80	91 96
ISHARES MBS ETF (464288588)	11/09/2011	03/28/2012	59 00	6,366 55	0 00	6,356 18	10 37
ISHARES MSCI UNITED KINGDOM ETF (464286699)	09/15/2011	03/28/2012	175 00	3,004 68	0 00	2,787 75	216 93
ISHARES MSCI UNITED KINGDOM ETF (464286699)	11/30/2011	03/28/2012	213 00	3,657 13	0 00	3,496 37	160 76
ISHARES MSCI UNITED KINGDOM ETF (464286699)	07/13/2011	03/28/2012	324 00	5,562 95	0 00	5,699 16	(136 21)
MARKET VECTORS ETF TRUST MARKET VECTORS- INTERMEDIATE MUNICIPAL INDEX ETF ETF (57060U845)	09/28/2011	03/28/2012	275 00	6,302 61	0 00	6,187 50	115 11
CREDIT SUISSE CUSHING 30 MLP INDEX ETN MUTUAL FUND (22542D852)	04/26/2011	04/04/2012	1,950 00	47,617 93	0 00	50,542 83	(2,924 90)
ISHARES HIGH DIVIDEND ETF (46429B663)	08/24/2011	04/04/2012	146 00	8,362 69	0 00	7,368 55	994 14
ISHARES NORTH AMERICAN TECH-SOFTWARE ETF (464287515)	11/09/2011	04/04/2012	71 00	4,619 16	0 00	4,150 66	468 50
Net NonCovered Short-Term Gains (Losses)				**102,448.44**	**0.00**	**104,314 34**	**(1,865 90)**

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Realized and unrealized gains and loss values do not include securities for which cost basis is unavailable The recognition of any loss reflected herein may be disallowed or deferred by the application of capital loss limitations, wash sale rules or other special tax rules, and you are strongly urged to consult your own outside tax and other advisors about this and all tax-related matters addressed in any way herein All information regarding the cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account(s) were provided by you and/or a third party and Goldman Sachs makes no representation as to the accuracy and completeness of such information and it should not be relied upon as such

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
ISHARES 3-7 YR TREASURY BOND ETF (464288661)	07/28/2010	03/28/2012	43 00	5,204 60	0 00	4,971 21	233 39
ISHARES IBOXX INVSTMNT GRADE CORPORATE BOND ETF (464287242)	09/30/2009	03/28/2012	43 00	4,971 12	0 00	4,588 68	382 44
ISHARES IBOXX INVSTMNT GRADE CORPORATE BOND ETF (464287242)	07/28/2010	03/28/2012	58 00	6,705 23	0 00	6,356 66	348 57
ISHARES MBS ETF (464288588)	07/28/2010	03/28/2012	122 00	13,164 72	0 00	13,419 33	(254 61)
ISHARES MSCI EMU ETF (464286608)	06/11/2010	03/28/2012	268 00	8,423 05	0 00	8,074 84	348 21
ISHARES MSCI GERMANY ETF (464286806)	11/11/2009	03/28/2012	339 00	7,868 21	0 00	7,673 94	194 27
ISHARES MSCI SOUTH KOREA CAPPED ETF (464286772)	11/06/2009	03/28/2012	6 00	354 23	0 00	266 39	87 84
ISHARES MSCI SOUTH KOREA CAPPED ETF (464286772)	09/30/2009	03/28/2012	79 00	4,664 05	0 00	3,705 68	958 37
ISHARES MSCI UNITED KINGDOM ETF (464286699)	07/20/2010	03/28/2012	65 00	1,116 03	0 00	956 77	159 26
MARKET VECTORS ETF TRUST MARKET VECTORS- INTERMEDIATE MUNICIPAL INDEX ETF ETF (57060U845)	01/05/2011	03/28/2012	376 00	8,617 38	0 00	7,918 41	698 97
STREETTRACKS INDEX SHARES FUND SPDR (R) S&P CHINA ETF ETF (78463X400)	09/30/2009	03/28/2012	40 00	2,724 34	0 00	2,631 20	93 14
CREDIT SUISSE AG CREDIT SUISSE LONG/SHORT LIQUID IDX ETN (22542D878)	03/23/2010	03/29/2012	9,600 00	215,515 15	0 00	200,655 01	14,860 14
U S TREASURY NOTE 3 625000% 08/15/2019 FA ON THE RUN SR LIEN (912828LJ7)	09/29/2009	03/29/2012	300,000 00	341,217 30	(1,861 02)	306,495 18	34,722 12
CHIMERA INVESTMENT CORPORATION CMN (16934Q109)	09/03/2009	04/04/2012	40,000 00	109,725 48	0 00	149,149 40	(39,423 92)
ISHARES NORTH AMERICAN TECH-SOFTWARE ETF (464287515)	02/22/2011	04/04/2012	125 00	8,132 32	0 00	7,677 00	455 32
ISHARES SELECT DIVIDEND ETF (464287168)	09/28/2009	04/04/2012	2,000 00	111,937 48	0 00	83,403 40	28,534 08
VANGUARD SECTOR INDEX FDS VANGUARD HEALTH CARE ETF ETF (92204A504)	05/26/2010	04/04/2012	93 00	6,261 54	0 00	4,751 25	1,510 29
Net NonCovered Long-Term Gains (Losses)				**856,602 23**	**(1,861 02)**	**812,694 35**	**43,907.88**

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