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

Department of the Treasury
 Internal Revenue Service

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

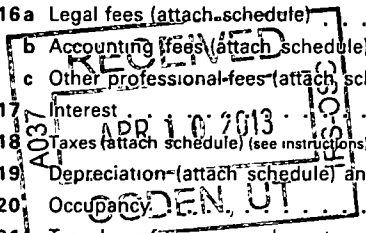
For calendar year **2012** or tax year beginning , **2012**, and ending , **20**

Name of foundation BURROUGHS MEMORIAL TRUST		A Employer identification number 38-6041206
Number and street (or P O box number if mail is not delivered to street address) 328 S SAGINAW STREET M/C 001065		B Telephone number (see instructions) 810- 342-7089
Room/suite		
City or town, state, and ZIP code FLINT, MI 48502		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 836,092.		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	18,731.	18,731.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	26,947.			
b Gross sales price for all assets on line 6a 98,347.				
7 Capital gain net income (from Part IV, line 2)		26,947.		
8 Net short-term capital gain				
9 Income modifications				
10 a 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	45,678.	45,678.		
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) STMT 2	525.	NONE	NONE	525.
c Other professional fees (attach schedule) STMT 3	9,951.	4,975.		4,975.
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	406.	205.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	10,882.	5,180.	NONE	5,500.
25 Contributions, gifts, grants paid	46,000.			46,000.
26 Total expenses and disbursements Add lines 24 and 25	56,882.	5,180.	NONE	51,500.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-11,204.			
b Net investment income (if negative, enter -0-)		40,498.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	30,431.	27,920.	27,920.
	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 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			
	10 a	Investments - U S and state government obligations (attach schedule),			
	b	Investments - corporate stock (attach schedule) . STMT 5	469,104.	465,927.	584,193.
	c	Investments - corporate bonds (attach schedule) . STMT 6	214,161.	208,559.	223,979.
	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)	713,696.	702,406.	836,092.	
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)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	713,696.	702,406.	
	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 instructions)	713,696.	702,406.		
31	Total liabilities and net assets/fund balances (see instructions)	713,696.	702,406.		

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)	1 713,696.
2	Enter amount from Part I, line 27a	2 -11,204.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 702,492.
5	Decreases not included in line 2 (itemize) ▶ PRE/POST YEAR END TRANSACTIONS	5 86.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 702,406.

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 PUBLICLY TRADED SECURITIES						
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 98,347.		71,400.	26,947.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))			
a			26,947.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	26,947.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):				3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	68,696.	830,952.	0.082671
2010	35,336.	789,144.	0.044778
2009	46,109.	703,079.	0.065582
2008	68,515.	950,223.	0.072104
2007	73,885.	1,380,874.	0.053506
2 Total of line 1, column (d)			0.318641
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			0.063728
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			820,580.
5 Multiply line 4 by line 3			52,294.
6 Enter 1% of net investment income (1% of Part I, line 27b)			405.
7 Add lines 5 and 6			52,699.
8 Enter qualifying distributions from Part XII, line 4			51,500.

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	810.
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	810.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	810.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	436.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	436.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	374.
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 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address -> N/A
14 The books are in care of -> CITIZENS BANK Telephone no -> (810) 342-7089
Located at -> 328 S. SAGINAW STREET, FLINT, MI ZIP+4 -> 48502
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
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 Yes No X
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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X No
If "Yes," list the years ->
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
->
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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 X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation...
(2) Influence the outcome of any specific public election...
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc., organization...
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes...
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...
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?
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?
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?

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).

Table with 5 columns: (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. Row 1: SEE STATEMENT 7, -0-, -0-, -0-

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

Table with 5 columns: (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.

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 <u>N/A</u> -----	
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 <u>N/A</u> -----	
2 -----	
All other program-related investments See instructions 3 <u>NONE</u> -----	
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	833,076.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	833,076.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	833,076.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,496.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	820,580.
6	Minimum investment return. Enter 5% of line 5	6	41,029.

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	41,029.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	810.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	810.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	40,219.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	40,219.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	40,219.

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	51,500.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	51,500.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	51,500.

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				40,219.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			8,982.	
b Total for prior years 20 <u>10</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007		NONE		
b From 2008		NONE		
c From 2009		NONE		
d From 2010		NONE		
e From 2011		NONE		
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ <u>51,500.</u>				
a Applied to 2011, but not more than line 2a			8,982.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				40,219.
e Remaining amount distributed out of corpus	2,299.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	2,299.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
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				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,299.			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	2,299.			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
SEE STATEMENT 9

b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.
SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT FOR LINE 2

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				
CARRIAGE TOWN MISSION 605 GARLAND FLINT MI 48501	NONE	501(C)(3)	SHELTER FOR THOSE IN NEED	5,000.
CATHOLIC CHARITIES 901 CHIPPEWA ST FLINT MI 48503	NONE	503(C)(3)	FOOD FOR THOSE IN NEED	5,000.
FOOD BANK OF EASTERN MICHIGAN 2312 LAPEER RD FLINT MI 48503	NONE	501(C)(3)	FOOD FOR THOSE IN NEED	3,000.
GENESEE COUNTY FREE MEDICAL CLINIC 2437 WELCH BLVD FLINT MI 48504	NONE	501(C)(3)	HEALTHCARE FOR THOSE IN NEED	5,000.
SHELTER OF FLINT 902 E 6TH ST. FLINT MI 48503	NONE	501(C)(3)	SHELTER FOR ABUSED WOMEN	5,000.
SALVATION ARMY 211 W KEARSLEY ST FLINT MI 48502	NONE	501(C)(3)	AID TO THOSE IN NEED	1,000.
CHRIST ENRICHMENT CENTER 322 E HAMILTON AVE FLINT MI 48505	NONE	501(C)(3)	KIDS AFTER SCHOOL PROGRAMS	1,000.
MOTHERLY INTERCESSION PO BOX 311109 FLINT MI 48531	NONE	501(C)(3)	KIDS LIFE SKILLS	1,000.
UNITED WAY OF FLINT & GENESEE CO PO BOX 949 FLINT MI 48501	NONE	501(C)(3)	YOUTH AND ADULT PROGRAMS	20,000.
Total ▶ 3a				46,000.
b Approved for future payment				
Total ▶ 3b				

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ASTON MONTAG & CALDWELL GROWTH FUND CLAS	322.	322.
BRIDGEWAY ULTRA-SMALL COMPANY MKT FD	427.	427.
COLUMBIA VALUE AND RESTRUCTURING FUND CL	245.	245.
DFA INTERNATIONAL CORE EQUITY #306	2,595.	2,595.
DFA US CORE EQUITY 1 PORTFOLIO	3,857.	3,857.
DFA EMERGING MARKETS CORE	560.	560.
DFA REAL ESTATE SECURITIES PORTFOLIO	835.	835.
FEDERATED TOTAL RETURN BD FD IS #328	1,132.	1,132.
HARBOR INTERNATIONAL FD-INST	675.	675.
BMO PRIME MONEY MARKET FUND CL I	77.	77.
PIMCO TOTAL RETURN FUND INST #35	1,712.	1,712.
PIMCO HIGH YIELD FUND CL I #108	782.	782.
T ROWE PRICE INTERNATIONAL BOND FUND #76	278.	278.
SCHWAB FUNDAMENTAL US SMALL COMPANY INDE	302.	302.
VANGUARD TOTAL BOND MARKET INDEX FUND -	2,843.	2,843.
VANGUARD INFLATION-PROTECTED SECURITIES	498.	498.
VANGUARD INFLATION-PROTECTED SECURITIES	74.	74.
VANGUARD SMALL-CAP INDEX FUND SIG #1345	508.	508.
VANGUARD TOTAL STOCK MARKET INDEX FUND -	1,009.	1,009.
TOTAL	18,731.	18,731.

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	525.			525.
TOTALS	525.	NONE	NONE	525.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CITIZENS BANK FEES	9,951.	4,975.	4,975.
TOTALS	9,951.	4,975.	4,975.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - PRINCIPAL	201.	
FOREIGN TAXES ON QUALIFIED FOR	106.	106.
FOREIGN TAXES ON NONQUALIFIED	99.	99.
TOTALS	406.	205.

BURROUGHS MEMORIAL TRUST

38-6041206

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUNDS - EQUITY	469,104.	465,927.	584,193.
TOTALS	469,104.	465,927.	584,193.

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
MUTUAL FUNDS - FIXED INCOME	214,161.	208,559.	223,979.
TOTALS	214,161.	208,559.	223,979.

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

=====

OFFICER NAME:
 CITIZENS BANK
 ADDRESS:
 328 S. SAGINAW STREET
 FLINT, MI 48502
 TITLE:
 CO-TRUSTEE
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
 JONATHAN E BURROUGHS II
 ADDRESS:
 328 S. SAGINAW STREET
 FLINT, MI 48502
 TITLE:
 CO-TRUSTEE
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
 SAMUEL STEWART III
 ADDRESS:
 328 S. SAGINAW STREET
 FLINT, MI 48502
 TITLE:
 CO-TRUSTEE
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
 HEATHER WILLIAMS
 ADDRESS:
 328 S. SAGINAW STREET
 FLINT, MI 48502
 TITLE:
 CO-TRUSTEE
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

=====

OFFICER NAME:

JONATHAN BURROUGHS III

ADDRESS:

328 S. SAGINAW STREET
FLINT, MI 48502

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JOSEPH S BURROUGHS

ADDRESS:

328 S. SAGINAW STREET
FLINT, MI 48502

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:

ANNE CAREY c/o CITIZENS BANK

ADDRESS:

328 S. SAGINAW ST.
FLINT, MI 48502

RECIPIENT'S PHONE NUMBER: 810-342-7089

FORM, INFORMATION AND MATERIALS:

REQUESTS ARE SUBMITTED BY SENDING A LETTER TO
ANNE CAREY AT CITIZENS BANK

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

APPLICANTS MUST BE A 501(C)(3) CHARITY



BURROUGHS
EIN 38-6041206

BURROUGHS MEMORIAL TRUST

Statement Period: 12/01/12 - 12/31/12

Asset Position As of 12/31/12

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Cash Equivalents				
BMO Prime Money Market Fund CI I # 090	27,919.680	27,919.68 27,919.68	24.00 2.09	0.09%
Total Cash Equivalents		\$ 27,919.68 \$ 27,919.68	24.00 2.09	0.09%
Equities				
Aston Montag & Caldwell Growth Fund Class I #234	1,142.483	27,362.47 19,330.81	321.00	1.17%
Bridgeway Ultra-Small Company Market Fund #4	1,067.802	13,347.53 12,311.76	426.00	3.19%
Citizens Republic Bancorp Inc Com New	2,695.000	51,124.15 93,827.07	0.00	0.00%
DFA International Core Equity #306	8,500.000	90,610.00 70,961.59	2,524.00	2.79%
DFA US Core Equity 1 Portfolio	18,394.722	227,174.82 145,869.71	4,065.00	1.79%
DFA Emerging Markets Core Equity Fund #272	1,556.440	31,751.38 17,781.05	519.00	1.64%
DFA Real Estate Securities Portfolio	1,081.191	28,478.57 17,547.73	834.00	2.93%
Harbor International Fund Inst #2011	480.000	29,817.60 15,858.52	602.00	2.02%
Schwab Fundamental US Small Company Index Fund #1496	1,511.312	14,765.52 16,700.00	300.00	2.04%
Vanguard Small-Cap Index Fund Sig #1345	781.964	27,306.18 25,535.44	507.00	1.86%
Vanguard Total Stock Market Index Fund - SG #1341	1,233.797	42,454.95 30,203.35	906.00	2.14%
Total Equities		\$ 584,193.17 \$ 465,927.03	11,004.00 0.00	1.88%



BURROUGHS MEMORIAL TRUST

Statement Period: 12/01/12 - 12/31/12

Asset Position As of 12/31/12

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Fixed Income				
Federated Total Return Bd Fd Is #328	2,866.655	32,765.87 32,490.39	848.00 103.38	2.59%
Pimco Total Return Fund Inst #35	3,603.021	40,497.96 38,776.18	821.00	2.03%
Pimco High Yield Fund Cl I #108	1,277.805	12,318.04 8,714.63	717.00	5.83%
T Rowe Price International Bond Fund #76	1,213.366	12,255.00 10,774.69	288.00 21.88	2.36%
Vanguard Total Bond Market Index Fund - Sig #1351	9,170.000	101,695.30 94,802.91	2,331.00 203.97	2.29%
Vanguard Inflation-Protected Securities Fund - Ad #5119	856.596	24,447.25 22,999.85	639.00	2.62%
Total Fixed Income		\$ 223,979.42 \$ 208,558.65	5,644.00 329.23	2.52%
Cash				
Principal Cash		0.00 0.00	0.00	0.00%
Income Cash		0.00 0.00	0.00	0.00%
Total Cash		\$ 0.00 \$ 0.00	0.00 0.00	0.00%
Total Market Value		\$ 836,092.27 \$ 702,405.36	16,672.00 331.32	2.00%