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Form **990-PF**

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

OMB No 1545-0052

2012

Open to Public Inspection

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 2/1/2012, and ending 1/31/2013

Name of foundation RALPH L & FLORENCE R BURGESS 0101640300		A Employer identification number 74-2383505
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A 101N Independence Mall E MACY1372-062		B Telephone number (see instructions) (888) 730-4933
Room/suite		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code Philadelphia PA 19106-2112		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,999,221	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" 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	101,522	100,025		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	71,699			
	b Gross sales price for all assets on line 6a 762,041				
	7 Capital gain net income (from Part IV, line 2)		71,699		
	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	173,221	171,724	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	35,891	26,918		8,973
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,226			1,226
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,866	336		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	328	328		
	24 Total operating and administrative expenses. Add lines 13 through 23	43,311	27,582	0	10,199
	25 Contributions, gifts, grants paid	121,975			121,975
26 Total expenses and disbursements. Add lines 24 and 25	165,286	27,582	0	132,174	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	7,935				
b Net investment income (if negative, enter -0-)		144,142			
c Adjusted net income (if negative, enter -0-)			0		

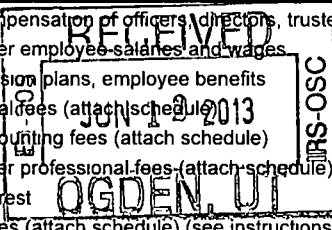
For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

HTA

CUSTOMER DATE JUN 05 2013

SCANNED JUN 17 2013



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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	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	83,349	142,736	
	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)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	2,465,526	2,409,362	2,999,221	
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)	2,548,875	2,552,098	2,999,221	
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	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	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	2,548,875	2,552,098	
	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)	2,548,875	2,552,098		
31	Total liabilities and net assets/fund balances (see instructions)	2,548,875	2,552,098		

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	2,548,875
2	Enter amount from Part I, line 27a	2	7,935
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	3	3,391
4	Add lines 1, 2, and 3	4	2,560,201
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	5	8,103
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,552,098

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(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			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
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	71,699
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	0

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	148,934	2,899,525	0.051365
2010	133,489	2,841,207	0.046983
2009	144,478	2,655,883	0.054399
2008	151,995	2,941,823	0.051667
2007	171,597	3,335,572	0.051445

2 Total of line 1, column (d)	2	0.255859
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	0.051172
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,940,760
5 Multiply line 4 by line 3	5	150,485
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,441
7 Add lines 5 and 6	7	151,926
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	132,174

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1 a 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	2,883	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0	
3 Add lines 1 and 2	3	2,883	
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	2,883	
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,132	
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	4,132	
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	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,249	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,249 Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ 101N Independence Mall E MACY 1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶		Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	N/A
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 (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)? Organizations relying on a current notice regarding disaster assistance check here **5b** N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X
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** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phila	Trustee 4.00	35,891		

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 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see 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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	▶ 0

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	2,842,766
b	Average of monthly cash balances	1b	142,777
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,985,543
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	2,985,543
4	Cash deemed held for charitable activities Enter 1 1/4 % of line 3 (for greater amount, see instructions)	4	44,783
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,940,760
6	Minimum investment return. Enter 5% of line 5	6	147,038

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	147,038
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,883
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,883
3	Distributable amount before adjustments Subtract line 2c from line 1	3	144,155
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	144,155
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	144,155

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	132,174
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	132,174
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	132,174

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				144,155
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			121,288	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>132,174</u>				
a Applied to 2011, but not more than line 2a			121,288	
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				10,886
e Remaining amount distributed out of corpus				
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				133,269
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

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 <i>Paid during the year</i> See Attached Statement				
Total				▶ 3a 121,975
b <i>Approved for future payment</i> NONE				
Total				▶ 3b 0

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Cash	0101640300	74-2383505		FEDERATED TREAS OBL FD 68	\$0.00	0.00	\$0.00
Savings & Temp Inv	0101640300	74-2383505	V90528308	FEDERATED TREAS OBL FD 68	\$47,102.16	47102.16	\$47,102.16
Savings & Temp Inv	0101640300	74-2383505	V90528308	TOTAL CASH, SAVINGS & TEMP INV	\$95,633.65	95633.65	\$95,633.65
					<u>\$142,735.81</u>		<u>\$142,735.81</u>
Invest - Corp Stock	0101640300	74-2383505	001055102	AFLAC INC	\$33,162.50	625.00	\$19,593.75
Invest - Corp Stock	0101640300	74-2383505	369604103	GENERAL ELECTRIC CO	\$35,648.00	1600.00	\$9,519.17
Invest - Corp Stock	0101640300	74-2383505	437076102	HOME DEPOT INC	\$28,441.00	425.00	\$2,540.56
Invest - Corp Stock	0101640300	74-2383505	458140100	INTEL CORP	\$25,248.00	1200.00	\$20,325.00
Invest - Corp Stock	0101640300	74-2383505	459200101	INTERNATIONAL BUSINESS MACHS CORP	\$25,383.75	125.00	\$13,615.85
Invest - Corp Stock	0101640300	74-2383505	478160104	JOHNSON & JOHNSON	\$38,808.00	525.00	\$22,143.20
Invest - Corp Stock	0101640300	74-2383505	580135101	MCDONALD'S CORP	\$16,675.75	175.00	\$10,612.00
Invest - Corp Stock	0101640300	74-2383505	594918104	MICROSOFT CORP	\$30,195.00	1100.00	\$30,642.05
Invest - Corp Stock	0101640300	74-2383505	731448108	PEPSICO INC	\$25,497.50	350.00	\$4,192.38
Invest - Corp Stock	0101640300	74-2383505	742718109	PROCTER & GAMBLE CO	\$30,064.00	400.00	\$6,578.09
Invest - Corp Stock	0101640300	74-2383505	883556102	THERMO FISHER SCIENTIFIC INC	\$28,856.00	400.00	\$13,869.68
Invest - Corp Stock	0101640300	74-2383505	913071109	UNITED TECHNOLOGIES CORP	\$24,081.75	275.00	\$9,410.50
Invest - Corp Stock	0101640300	74-2383505	931142103	WAL MART STORES INC	\$17,487.50	250.00	\$11,895.00
Invest - Corp Stock	0101640300	74-2383505	191216100	COCA COLA CO	\$14,896.00	400.00	\$13,586.00
Invest - Corp Stock	0101640300	74-2383505	302316102	EXXON MOBIL CORPORATION	\$26,991.00	300.00	\$6,249.41
Invest - Corp Stock	0101640300	74-2383505	438516106	HONEYWELL INTERNATIONAL INC	\$27,296.00	400.00	\$20,683.23
Invest - Corp Stock	0101640300	74-2383505	87612E106	TARGET CORP	\$31,715.25	525.00	\$19,126.50
Invest - Corp Stock	0101640300	74-2383505	25746U109	DOMINION RES INC VA	\$22,986.75	425.00	\$15,572.00
Invest - Corp Stock	0101640300	74-2383505	92343V104	VERIZON COMMUNICATIONS	\$15,263.50	350.00	\$10,087.78
Invest - Corp Stock	0101640300	74-2383505	46625H100	JPMORGAN CHASE & CO	\$11,762.50	250.00	\$10,128.50
Invest - Corp Stock	0101640300	74-2383505	902973304	US BANCORP DEL NEW	\$19,860.00	600.00	\$16,844.90
Invest - Corp Stock	0101640300	74-2383505	G1151C101	ACCENTURE PLC	\$32,350.50	450.00	\$16,863.78
Invest - Corp Stock	0101640300	74-2383505	166764100	CHEVRON CORP	\$31,666.25	275.00	\$11,785.12
Invest - Corp Stock	0101640300	74-2383505	88579Y101	3M CO	\$27,651.25	275.00	\$18,024.87
Invest - Corp Stock	0101640300	74-2383505	20825C104	CONOCOPHILLIPS	\$14,500.00	250.00	\$15,608.80
Invest - Corp Stock	0101640300	74-2383505	92857W209	VODAFONE GROUP PLC NEW ADR	\$17,758.00	650.00	\$3,952.00
				TOTAL CORPORATE STOCK	<u>\$654,255.75</u>		<u>\$353,450.12</u>
Invest - Other	0101640300	74-2383505	693390841	PIMCO HIGH YIELD FD-INST #108	\$151,012.11	15600.43	\$147,100.00
Invest - Other	0101640300	74-2383505	693390882	PIMCO FOREIGN BD FD USD H-INST #103	\$182,467.01	16942.16	\$181,500.00
Invest - Other	0101640300	74-2383505	693390593	PIMCO MODERATE DURATION-INST #120	\$80,664.83	7434.55	\$79,624.00
Invest - Other	0101640300	74-2383505	999708902	TAXABLE INTERMEDIATE TERM BD FD	\$456,071.52	44321.82	\$441,001.41
Invest - Other	0101640300	74-2383505	991283912	TAXABLE TOTAL RETURN BOND FUND	\$464,290.65	59524.44	\$442,801.72
Invest - Other	0101640300	74-2383505	464287804	ISHARES CORE S&P SMALL-CAP E	\$55,368.80	670.00	\$35,246.09
Invest - Other	0101640300	74-2383505	277923728	EATON VANCE GLOBAL MACRO - I H0088	\$58,509.02	5904.04	\$59,818.79
Invest - Other	0101640300	74-2383505	464287465	ISHARES MSCI EAFE	\$41,875.80	710.00	\$38,077.76
Invest - Other	0101640300	74-2383505	464287473	ISHARES RUSSELL MIDCAP VALUE	\$34,283.65	635.00	\$23,512.78
Invest - Other	0101640300	74-2383505	464287564	ISHARES TR COHEN & STEERS REALTY	\$23,432.00	290.00	\$13,994.56
Invest - Other	0101640300	74-2383505	464287481	ISHARES TR RUSSELL MIDCAP GROWTH	\$24,327.25	365.00	\$15,577.43
Invest - Other	0101640300	74-2383505	693390791	PIMCO LOW DURATION H-INSTL 107	\$69,889.90	6995.90	\$70,029.00
Invest - Other	0101640300	74-2383505	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	\$60,601.39	5782.58	\$75,000.00
Invest - Other	0101640300	74-2383505	693391559	PIMCO EMERG MKTS BD-INST #137	\$103,690.05	8389.16	\$101,120.00
Invest - Other	0101640300	74-2383505	464287234	ISHARES TR MSCI EMERGING MARKETS	\$66,322.50	1500.00	\$61,283.53
Invest - Other	0101640300	74-2383505	922908553	VANGUARD REIT VIPER	\$139,933.00	2050.00	\$99,737.53
Invest - Other	0101640300	74-2383505	06738C778	IPATH DOW JONES-JUBS COMMODITY INDEX	\$64,719.00	1530.00	\$65,574.91
Invest - Other	0101640300	74-2383505	739355105	POWERSHARES DB COMMODITY INDEX	\$36,925.59	1297.00	\$34,912.89
Invest - Other	0101640300	74-2383505	252645833	DIAMOND HILL LONG-SHORT FD CL I #11	\$51,504.31	2650.76	\$40,000.00
Invest - Other	0101640300	74-2383505	466001864	IVY ASSET STRATEGY FUND CLASS I #473	\$36,341.58	1323.92	\$30,000.00
				TOTAL OTHER ASSETS	<u>\$2,202,229.14</u>		<u>\$2,055,912.40</u>
				GRAND TOTAL	<u>\$2,999,220.70</u>		<u>\$2,552,098.33</u>

RALPH L & FLORENCE R BURGESS 0101640300

74-2383505 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SEE ATTACHED

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

121,975

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

5/22/2013 16:57:31

Wells Fargo

Tax Transaction Detail (Distributions + Beneficiary)

Main Account Id: 0101640300
 Account Id: 0101640300
 BURGESS, R. & F. T/U/W
 Trust Year 2/1/2012 - 1/31/2013

Tax Code/Desc	Added	Paid For	Transactions	Income	Principal
149 BENEFICIARY DISTRIBUTIONS					
		000000000	No Beny Linked		
06/26/12			0 Units		
Added: FYE 04/08/13			DISCRETIONARY DISTRIBUTION	0.00	-1,800.00
			2012 GRANT FOR DANCE AND MUSIC EDUCATION		
			COMMUNITY MINDED DANCE		
			PER DDR APPROVED 06/21/2012		
06/26/12			0 Units		
Added: FYE 04/08/13			DISCRETIONARY DISTRIBUTION	0.00	-1,800.00
			2012 GRANT TO SUPPORT ORCHESTRAS PROGRAMS		
			DENVER YOUNG ARTISTS ORCHESTRA		
			PER DDR APPROVED 06/21/2012		
06/26/12			0 Units		
Added: FYE 04/08/13			DISCRETIONARY DISTRIBUTION	0.00	-1,800.00
			SUPPORT FOR THE CITY STRINGS PROGRAM		
			AUGUSTANA ARTS, INC		
			PER DDR APPROVED 06/21/2012		
06/26/12			0 Units		
Added: FYE 04/08/13			DISCRETIONARY DISTRIBUTION	0.00	-1,800.00
			2012 GRANT TO PROVIDE ADMISSIONS & MEMBERSHIPS		
			CHILDREN'S MUSEUM OF DENVER, INC		
			PER DDR APPROVED 06/21/2012		
06/26/12			0 Units		
Added: FYE 04/08/13			DISCRETIONARY DISTRIBUTION	0.00	-1,800.00
			2012 GRANT		
			ARTREACH		
			PER DDR APPROVED 06/21/2012		
06/26/12			0 Units		
Added: FYE 04/08/13			DISCRETIONARY DISTRIBUTION	0.00	-1,800.00
			2012 GRANT TO SUPPORT JAAMM FESTIVAL 2012		
			MIZEL CENTER FOR ARTS & CULTURE		
			PER DDR APPROVED 06/21/2012		
06/26/12			0 Units		
Added: FYE 04/08/13			DISCRETIONARY DISTRIBUTION	0.00	-1,800.00
			2012 GRANT TO SUPPORT ELECTRIC MIX CONCERT SERIES		
			DENVER ECLECTIC CONCERTS		
			PER DDR APPROVED 06/21/2012		

Tax Transaction Detail (Distributions + Beneficiary)

Main Account Id: 0101640300
 Account Id: 0101640300
 BURGESS, R. & F. T/U/W
 Trust Year 2/1/2012 - 1/31/2013

Tax Code/Desc	Paid For	Transactions	Income	Principal
149	BENEFICIARY DISTRIBUTIONS			
06/26/12	000000000	No Beny Linked		
Added: FYE 04/08/13		0 Units DISCRETIONARY DISTRIBUTION	0 00	-5,000 00
		2011-2012 SEASON EDUCATION & COMMUNITY ENGAGEMENT COLORADO SYMPHONY ASSOCIATION PER DDR APPROVED 06/21/2012		
06/26/12		0 Units	0 00	-1,800 00
Added: FYE 04/08/13		DISCRETIONARY DISTRIBUTION		
		2012 GRANT TO SUPPORT FAMILY SERIES PROJECT DENVER CENTER FOR THE PERFORMING ARTS PER DDR APPROVED 06/21/2012		
06/26/12		0 Units	0 00	-1,800 00
Added: FYE 04/08/13		DISCRETIONARY DISTRIBUTION		
		2012 GRANT TO PURCHASE NEW CHORALE RISERS SOUND OF THE ROCKIES PER DDR APPROVED 06/21/2012		
06/26/12		0 Units	0 00	-1,800 00
Added: FYE 04/08/13		DISCRETIONARY DISTRIBUTION		
		2012 GRANT FOR SEASON 4 PRODUCTION OF JOHN LOGANS CURIOUS THEATRE COMPANY PER DDR APPROVED 06/21/2012		
06/26/12		0 Units	0 00	-1,800 00
Added: FYE 04/08/13		DISCRETIONARY DISTRIBUTION		
		2012 GRANT FOR CHAMBER MUSIC CONCERTS COLORADO WIND ENSEMBLE, INC PER DDR APPROVED 06/21/2012		
06/26/12		0 Units	0 00	-1,800 00
Added: FYE 04/08/13		DISCRETIONARY DISTRIBUTION		
		2012 GRANT TO SUPPORT DANCE PROGRAM CLEO PARKER ROBINSON DANCE PER DDR APPROVED 06/21/2012		

5/22/2013 16:57:31

Wells Fargo

Tax Transaction Detail (Distributions + Beneficiary)

Main Account Id: 0101640300
 Account Id: 0101640300
 BURGESS, R. & F. T/U/W
 Trust Year 2/1/2012 - 1/31/2013

Tax Code/Desc	Paid For	Transactions	Income	Principal
149	BENEFICIARY DISTRIBUTIONS			
06/26/12	000000000	No Beny Linked		
Added: FYE 04/08/13	0 Units	DISCRETIONARY DISTRIBUTION	0 00	-1,800 00
		2012 GRANT FOR OPERATING SUPPORT		
		BUNTPORT THEATER COMPANY		
		PER DDR APPROVED 06/21/2012		
06/26/12	0 Units	DISCRETIONARY DISTRIBUTION	0 00	-5,000 00
Added: FYE 04/08/13		2012 GRANT TO SUPPORT REMAINING ACQUISITION COSTS		
		DENVER ART MUSEUM INC		
		PER DDR APPROVED 06/21/2012		
07/26/12	0 Units	DISCRETIONARY DISTRIBUTION	0 00	-5,000 00
Added: FYE 04/08/13		GRANT TO SUPPORT UPCOMING 2012-2013 PRODUCTION SEA		
		UNIVERSITY OF DENVER THEATRE		
		PRODUCTIONS		
		PER DDR APPROVED 06/21/2012		
07/26/12	0 Units	DISCRETIONARY DISTRIBUTION	0 00	-1,800 00
Added: FYE 04/08/13		2012 GRANT TO SUPPORT LODOUGH TICKETING PROGRAM		
		STORIES ON STAGE		
		PER DDR APPROVED 06/21/2012		
12/11/12	0 Units	DISCRETIONARY DISTRIBUTION	0 00	-3,900 00
Added: FYE 04/08/13		2012 GRANT FOR COMMUNITY TICKETS		
		ARTREACH, INC		
		PER DDR APPROVED 12/05/2012		
12/11/12	0 Units	DISCRETIONARY DISTRIBUTION	0 00	-3,500 00
Added: FYE 04/08/13		2012 GRANT FOR ARTISTIC INNOVATION		
		BAROQUE CHAMBER ORCHESTRA OF		
		COLORADO		
		PER DDR APPROVED 12/05/2012		

5/22/2013 16:57:31

Wells Fargo

Tax Transaction Detail (Distributions + Beneficiary)

BURGESS, R. & F. T/U/W

Trust Year 2/1/2012 - 1/31/2013

Main Account Id:

0101640300

Tax Code/Desc	Paid For	Transactions	Income	Principal
149 BENEFICIARY DISTRIBUTIONS	000000000	No Beny Linked		
12/11/12		0 Units	0 00	-3,900 00
Added: FYE 04/08/13		DISCRETIONARY DISTRIBUTION 2012 GRANT SEASON 12 PLAY DEVELOPMENT & PRODUCTION BUNTPORT THEATER COMPANY PER DDR APPROVED 12/05/2012		
12/11/12		0 Units	0 00	-5,000 00
Added: FYE 04/08/13		DISCRETIONARY DISTRIBUTION EDUCATION & OUTREACH PROGRAMS FOR HIGH TITLE I SCH COLORADO BALLET COMPANY PER DDR APPROVED 12/05/2012		
12/11/12		0 Units	0 00	-3,900 00
Added: FYE 04/08/13		DISCRETIONARY DISTRIBUTION 2012 GRANT FOR GENERAL OPERATING SUPPORT COLORADO CHILDRENS CHORALE PER DDR APPROVED 12/05/2012		
12/11/12		0 Units	0 00	-5,000 00
Added: FYE 04/08/13		DISCRETIONARY DISTRIBUTION 2012 GRANT FOR COLORADO SYMPHONY KIDS PROGRAM COLORADO SYMPHONY ASSOCIATION PER DDR APPROVED 12/05/2012		
12/11/12		0 Units	0 00	-1,975 00
Added: FYE 04/08/13		DISCRETIONARY DISTRIBUTION WEBSITE DEVELOPMENT & RELATED CONCERT RECORDINGS COLUMBINE CHORALE & CHAMBER SINGERS PER DDR APPROVED 12/05/2012		
12/11/12		0 Units	0 00	-3,900 00
Added: FYE 04/08/13		DISCRETIONARY DISTRIBUTION EARLY CHILDHOOD EDUCATION - MOVEMENT PROGRAM COMMUNITY MINDED DANCE PER DDR APPROVED 12/05/2012		
12/11/12		0 Units	0 00	-4,000 00
Added: FYE 04/08/13		DISCRETIONARY DISTRIBUTION CURIOUS THEATRE 2012-13 SEASON & SUPPORTING EVENTS CURIOUS THEATRE COMPANY PER DDR APPROVED 12/05/2012		

5/22/2013 16:57:31

Wells Fargo

Tax Transaction Detail (Distributions + Beneficiary)

Main Account Id: 0101640300
 Account Id: 0101640300
 Trust Year 2/1/2012 - 1/31/2013
 BURGESS, R. & F. T/U/W

Tax Code/Desc	Paid For	Transactions	Income	Principal
149 BENEFICIARY DISTRIBUTIONS				
12/11/12	000000000	No Beny Linked		
Added: FYE 04/08/13		0 Units DISCRETIONARY DISTRIBUTION 2012 GRANT FOR ACQUISITIONS FOR DAM COLLECTIONS DENVER ART MUSEUM, INC PER DDR APPROVED 12/05/2012	0 00	-5,000 00
12/11/12		0 Units		
Added: FYE 04/08/13		Reg Code 000 DISCRETIONARY DISTRIBUTION 2012 GRANT FOR 2013 EDUCATIONAL PROGRAMS DENVER BRASS INC PER DDR APPROVED 12/05/2012	0 00	-3,900 00
12/11/12		0 Units		
Added: FYE 04/08/13		Reg Code 000 DISCRETIONARY DISTRIBUTION 2012 GRANT FOR GENERAL OPERATING SUPPORT DENVER YOUNG ARTISTS ORCHESTRA PER DDR APPROVED 12/05/2012	0 00	-3,900 00
12/11/12		0 Units		
Added: FYE 04/08/13		Reg Code 000 DISCRETIONARY DISTRIBUTION 2012 GRANT FOR INSIDE THE ORCHESTRA JUNIOR SYMPHONY GUILD, INC PER DDR APPROVED 12/05/2012	0 00	-3,900 00
12/11/12		0 Units		
Added: FYE 04/08/13		Reg Code 000 DISCRETIONARY DISTRIBUTION 2012 GRANT FOR BREATH LOUDER THAN WORDS DANCE THEATRE PER DDR APPROVED 12/05/2012	0 00	-3,900 00
12/11/12		0 Units		
Added: FYE 04/08/13		Reg Code 000 DISCRETIONARY DISTRIBUTION KENNEDY CENTER AMERICAN COLLEGE THEATRE FESTIVAL METROPOLITAN STATE COLLEGE OF DENVER FOUNDATION, INC PER DDR APPROVED 12/05/2012	0 00	-5,500 00

5/22/2013 16:57:31

Tax Transaction Detail (Distributions + Beneficiary)

Main Account Id:

BURGESS, R. & F. T/U/W

Account Id: 0101640300

Trust Year 2/1/2012 - 1/31/2013

Tax Code/Desc	Paid For	Transactions	Income	Principal
149 BENEFICIARY DISTRIBUTIONS	000000000	No Beny Linked		
12/11/12		0 Units		
Added: FYE 04/08/13		DISCRETIONARY DISTRIBUTION 2012 GRANT FOR 2013 SEASON PHYSICALLY HANDICAPPED AMATEUR MUSICAL ACTORS LEAGUE, INC PER DDR APPROVED 12/05/2012	0 00	-3,900 00
12/11/12		0 Units		
Added: FYE 04/08/13		DISCRETIONARY DISTRIBUTION 2012 GRANT TUITION ASSISTANCE & OUTREACH PROGRAM ROCKY MOUNTAIN CHILDREN'S CHOIR PER DDR APPROVED 12/05/2012	0 00	-3,900 00
12/11/12		0 Units		
Added: FYE 04/08/13		DISCRETIONARY DISTRIBUTION 2012 GRANT FOR GENERAL OPERATING SUPPORT SWALLOW HILL MUSIC ASSOCIATION PER DDR APPROVED 12/05/2012	0 00	-3,900 00
12/11/12		0 Units		
Added: FYE 04/08/13		DISCRETIONARY DISTRIBUTION 2012 GRANT FOR THE BURGESS PRODUCTIONS UNIVERSITY OF DENVER THEATRE PRODUCTIONS PER DDR APPROVED 12/05/2012	0 00	-3,900 00
12/11/12		0 Units		
Added: FYE 04/08/13		DISCRETIONARY DISTRIBUTION 2012 GRANT FOR CITY STRINGS AUGUSTANA ARTS INC PER DDR APPROVED 12/05/2012	0 00	-3,900 00
Total For: No Beny			0 00	-121,975 00
Total for Taxcode: 149			0 00	-121,975 00
Total for Distributions:			0 00	-121,975 00
Total for all Tax Codes:			162,784 16	-1,468,922 23

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Gross Sales	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
	Long Term CG Distributions	Amount	2,952						762,041			690,342		71,699
	Short Term CG Distributions								0			0		0
1	PHILLIPS 66	718546104			4/25/2011		5/22/2012	3,934	4,539					705
2	TAXABLE TOTAL RETURN BO	991283912			2/21/1997		3/7/2012	49,242	47,386					1,856
3	TAXABLE TOTAL RETURN BO	991283912			8/31/1997		3/7/2012	46,576	44,859					1,707
4	TAXABLE TOTAL RETURN BO	991283912			6/30/1989		3/7/2012	54,182	51,962					2,220
5	TAXABLE TOTAL RETURN BO	991283912			6/30/1989		7/31/2012	86,301	82,380					3,921
6	TAXABLE TOTAL RETURN BO	991283912			1/31/1985		7/31/2012	133,699	126,754					6,945
7	TAXABLE INTERMEDIATE TER	999708902			6/5/1998		3/7/2012	3,385	3,339					46
8	TAXABLE INTERMEDIATE TER	999708902			10/22/2002		3/7/2012	76,491	74,789					1,702
9	TAXABLE INTERMEDIATE TER	999708902			3/15/1989		3/7/2012	45,124	43,953					1,171
10	TAXABLE INTERMEDIATE TER	999708902			3/15/1989		7/31/2012	4,429	4,306					123
11	TAXABLE INTERMEDIATE TER	999708902			12/7/1989		7/31/2012	125,194	119,281					5,913
12	TAXABLE INTERMEDIATE TER	999708902			2/7/2007		7/31/2012	80,108	76,244					3,864
13	TAXABLE INTERMEDIATE TER	999708902			10/29/1999		7/31/2012	10,269	9,748					521
14	POWERSHARES LONG TERM								692					-692
15	1256 GAIN							1,332						1,332
16	POWERSHARES SHORT TERM							86						86
17	CFI ST GAIN							11,357						11,357
18	CFI LT GAIN							27,380						27,380

Part I, Line 16b (990-PF) - Accounting Fees

		1,226	0	0	1,226
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEES	1,226			1,226

Part I, Line 18 (990-PF) - Taxes

		5,866	336	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	336	336		
2	PY EXCISE TAX DUE	1,398			
3	ESTIMATED EXCISE PAYMENTS	4,132			

Part I, Line 23 (990-PF) - Other Expenses

		328	328	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	20	20		
2	PARTNERSHIP EXPENSES	308	308		

Part II, Line 13 (990-PF) - Investments - Other

Asset Description	Basis of Valuation	Book Value Beg of Year	2,465,526	Book Value End of Year	2,409,362	FMV End of Year	2,999,221
1				2,409,362		2,999,221	

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	CTF INCOME TIMING DIFFERENCE	1	891
2	RECOVERY OF GRANTS PAID	2	2,500
3	Total	3	3,391

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	706
2	CTF BOOK TO TAX DIFFERENCE	2	3,635
3	UNDISTRIBUTED CTF CAPITAL LOSS	3	1,837
4	PARTNERSHIP INCOME ADJUSTMENT	4	441
5	PY RETURN OF CAPITAL ADJUSTMENT	5	1,484
6	Total	6	8,103

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	<u>Date</u>		<u>Amount</u>
1 Credit from prior year return .		1	0
2 First quarter estimated tax payment .	6/11/2012	2	1,033
3 Second quarter estimated tax payment	7/11/2012	3	1,033
4 Third quarter estimated tax payment	10/10/2012	4	1,033
5 Fourth quarter estimated tax payment	1/9/2012	5	1,033
6 Other payments .		6	0
7 Total		7	4,132

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	121,288
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	121,288