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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 10-01-2012 , and ending 09-30-2013

Name of foundation NATHAN B& FLORENCE R BURT FOUNDATION		A Employer identification number 84-0972203	
Number and street (or P O box number if mail is not delivered to street address) C/O HARRY L ARKIN 1660 LINCOLN ST NO 2830		Room/suite 	
City or town, state, and ZIP code DENVER, CO 80264		B Telephone number (see instructions) (303) 863-8400	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		C If exemption application is pending, check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,250,496		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	25,196	25,196		
	4 Dividends and interest from securities.	75,478	75,478		
	5a Gross rents	35,365	35,365		
	b Net rental income or (loss) <u>35,365</u>				
	6a Net gain or (loss) from sale of assets not on line 10	-62,567			
	b Gross sales price for all assets on line 6a <u>511,806</u>				
	7 Capital gain net income (from Part IV , line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	73,472	136,039		
	13 Compensation of officers, directors, trustees, etc	27,600	12,420		15,180
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,660	1,197		1,463
	c Other professional fees (attach schedule)	28,893	28,893		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,372	1,223		1,495
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	6,204	2,844		3,361
	24 Total operating and administrative expenses. Add lines 13 through 23	69,729	46,577		21,499
	25 Contributions, gifts, grants paid	168,200			168,200
	26 Total expenses and disbursements. Add lines 24 and 25	237,929	46,577		189,699
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-164,457			
	b Net investment income (if negative, enter -0-)		89,462		
	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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments		1,003,100	1,324,669	1,340,278
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)	100,000		100,000	105,137
	b	Investments—corporate stock (attach schedule)	1,012,126		902,590	1,776,139
	c	Investments—corporate bonds (attach schedule).				
	11	Investments—land, buildings, and equipment basis ▶ _____ 67,500 Less accumulated depreciation (attach schedule) ▶ _____ 25,174	42,326		42,326	520,000
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)	914,432		537,966	508,942
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,071,984		2,907,551	4,250,496	

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  _____)		446		470
	23	Total liabilities (add lines 17 through 22)		446		470

Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ ☐			
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
	Foundations that do not follow SFAS 117, check here ☐ ☒			
	27	Capital stock, trust principal, or current funds	2,200,225	2,200,225
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	42,326	42,326
	29	Retained earnings, accumulated income, endowment, or other funds	828,987	664,530
	30	Total net assets or fund balances (see page 17 of the instructions)	3,071,538	2,907,081
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,071,984	2,907,551

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	3,071,538
2	Enter amount from Part I, line 27a	2	-164,457
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,907,081
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,907,081

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

(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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-62,527
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	177,908	4,124,595	0 043133
2010	193,167	4,132,448	0 046744
2009	180,881	3,991,197	0 045320
2008	184,928	3,839,202	0 048168
2007	213,193	4,527,165	0 047092

2 Total of line 1, column (d).	2	0 230457
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 046091
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,239,783
5 Multiply line 4 by line 3.	5	195,416
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	895
7 Add lines 5 and 6.	7	196,311
8 Enter qualifying distributions from Part XII, line 4.	8	189,699

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,789
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	1,789
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1,789
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,600	
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	1,600
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	14
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	203
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 ☐	Refunded ☐	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶WWW.BURTFOUNDATION.ORG				
14	The books are in care of ▶HARRY L. ARKIN Telephone no ▶(303) 863-8400 Located at ▶1660 LINCOLN ST SUITE 2830 DENVER CO ZIP +4 ▶80264			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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?

YesNo

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?

YesNo

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?

YesNo

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
See Additional Data Table				

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

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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. 		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	2,494,844
b	Average of monthly cash balances.	1b	1,229,504
c	Fair market value of all other assets (see instructions).	1c	580,000
d	Total (add lines 1a, b, and c).	1d	4,304,348
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	4,304,348
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	64,565
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,239,783
6	Minimum investment return. Enter 5% of line 5.	6	211,989

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	211,989
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,789
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,789
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	210,200
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	210,200
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	210,200

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	189,699
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	189,699
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	189,699
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				210,200
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			55,734	
b Total for prior years 20__, 20__, 20__		0		
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 ▶ \$ 189,699				
a Applied to 2011, but not more than line 2a			55,734	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				133,965
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 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.				76,235
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
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)

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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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% or greater interest

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

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

b

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

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

c

Any submission deadlines

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

d

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	168,200
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	25,196	
4	Dividends and interest from securities. . . .			14	75,478	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.			16	35,365	
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	-62,567	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		0		73,472	0
13	Total. Add line 12, columns (b), (d), and (e).			13	73,472	73,472

[illegible]

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?		Yes	No
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.			

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

*****	2014-04-30	*****
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
	Firm's name ☐			Firm's EIN ☐	
	Firm's address ☐			Phone no ☐	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
ISHARES RUSSELL TR 1000		2010-01-01	2013-04-30
RUSSELL FUNDS - QUANTITATIVE EQUITY		2010-01-01	2013-04-30
RUSSELL FUNDS - SHORT TERM BOND FUND		2010-01-01	2013-06-30
RUSSELL FUNDS - REAL ESTATE SECS		2010-01-01	2013-06-30
RUSSELL FUNDS - US SMALL AND MID CAP		2010-01-01	2013-06-30
RUSSELL FUNDS - GLOBAL EQUITY		2010-01-01	2013-06-30
RUSSELL FUNDS - EMERGING MARKETS		2010-01-01	2013-06-30
PIMCO ALL ASSETS INS		2010-01-01	2013-04-30
PIMCO COMMODITY REAL RETURN		2010-01-01	2013-06-30
PIMCO EMERGING LOCAL BOND		2010-01-01	2013-06-30
SEI EMERGING MARKET DEBT		2010-01-01	2013-04-30
ISHARES TRUST RUSSELL		2010-01-01	2013-06-30
PIMCO HIGH-YIELD BOND		2010-01-01	2013-06-30
GOOD TIMES RESTAURANTS, INC		2010-01-01	2012-12-31
FLEXTRONICS, INC		2010-01-01	2012-12-31
DEAN FOODS, INC		2010-01-01	2013-09-30
JP MORGAN CHASE GLOBAL MTN		2010-01-01	2013-05-31
ISHARES TR MSCI EAFE		2010-01-01	2013-06-30
PIMCO EMERGING MARKETS		2010-01-01	2013-06-30
RUSSELL FUNDS - INFRASTRUCTURE		2010-01-01	2013-06-30
JP MORGAN CHASE, INC		2010-01-01	2013-06-30
RUSSELL FUNDS - STRATEGIC CALL		2010-01-01	2013-06-30
RUSSELL FUNDS - US DEFENSIVE		2010-01-01	2013-06-30
WISDOM TREE EMERGING MKTS		2012-12-31	2013-06-30
PIMCO ALL ASSETS AU		2013-04-30	2013-06-30
STONERIDGE US MASTER		2013-05-31	2013-06-30

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,068		1,699	1,369
7,262		6,035	1,227
230,885		223,774	7,111
8,785		10,278	-1,493
4,518		3,001	1,517
9,426		8,833	593
8,238		9,739	-1,501
20,617		20,631	-14
7,440		13,976	-6,536
11,709		13,559	-1,850
4,471		4,037	434
36,258		37,302	-1,044
9,801		7,599	2,202
7,795		45,790	-37,995
8,871		34,706	-25,835
5,274		23,484	-18,210
17,140		10,941	6,199
18,128		11,817	6,311
4,191		5,666	-1,475
8,758		7,865	893
10,498		13,000	-2,502
8,654		9,196	-542
18,459		8,960	9,499
4,115		4,055	60
25,016		26,016	-1,000
12,429		12,374	55

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,369
			1,227
			7,111
			-1,493
			1,517
			593
			-1,501
			-14
			-6,536
			-1,850
			434
			-1,044
			2,202
			-37,995
			-25,835
			-18,210
			6,199
			6,311
			-1,475
			893
			-2,502
			-542
			9,499
			60
			-1,000
			55

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HARRY L ARKIN	PRESIDENT 10 00	27,600	0	0
1660 LINCOLN STREET SUITE 2830 DENVER, CO 80264				
MARGARET FOMER PHD	DIRECTOR 1 00	0	0	0
1660 LINCOLN STREET SUITE 2830 DENVER, CO 80264				
NATALIE MEYER	SECRETARY 1 00	0	0	0
1660 LINCOLN STREET SUITE 2830 DENVER, CO 80264				
GREGORY W DICKSON	TREASURER 1 00	0	0	0
1660 LINCOLN STREET SUITE 2830 DENVER, CO 80264				
JOHN C BAKER	VICE PRESIDENT 1 00	0	0	0
1660 LINCOLN STREET SUITE 2830 DENVER, CO 80264				
BRUCE JAFEK MD	DIRECTOR 1 00	0	0	0
1660 LINCOLN STREET SUITE 2830 DENVER, CO 80264				
HARRISON F HAYES MD	DIRECTOR 1 00	0	0	0
1660 LINCOLN STREET SUITE 2830 DENVER, CO 80264				
BRIGADIER GENERAL BERNARD H THORN	DIRECTOR 1 00	0	0	0
1660 LINCOLN STREET SUITE 2830 DENVER, CO 80264				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TWO ANGLES FOUNDATION 15801 WEST 66TH PLACE ARVADA,CO 80007	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
SAMARITAN COUNSELING CENTER PO BOX 122 EDWARDS,CO 81632	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
TRIPS FOR KIDS DENVERBOULDER 2840 S ELATI STREET 4 ENGLEWOOD,CO 80110	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
COAL CREEK MEALS ON WHEELS 1255 CENTAUR VILLAGE DRIVE LAFAYETTE,CO 80026	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
THE DELORES PROJECT PO BOX 1406 DENVER,CO 80201	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
DOMESTIC VIOLENCE INITIATIVE FOR WOMEN WITH DISABILITIES PO BOX 300535 DENVER,CO 80203	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
COLORADO MUSIC FESTIVAL & ROCKY MOUNTAIN CENTER FOR MUSICAL ARTS 900 BASELINE ROAD COTTAGE 100 BOULDER,CO 80302	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
ADAMS CAMP 6767 S SPRUCE ST CENTENNIAL,CO 80112	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
ASSISTANCE LEAGUE OF COLO SPRINGS 318 EAST CIMARRON STREET COLORADO SPRINGS,CO 80903	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
BAYAUD ENTERPRISES 333 W BAYAUD AVENUE DENVER,CO 80223	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
BRENT ELEY FOUNDATION 1721 MARION STREET DENVER,CO 80218	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
BROADWAY ASSISTANCE CENTER 606 WEST 6TH AVENUE DENVER,CO 80204	NONE	PUBLIC	GENERAL ASSISTANCE	1,500
CASA OF ADAMS COUNTY 1100 JUDICIAL DRIVE BRIGHTON,CO 80601	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
CITY WILD PO BOX 883 DENVER,CO 80201	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
COLORADO SYMPHONY 999 18TH ST 2055 DENVER,CO 80202	NONE	PUBLIC	GENERAL ASSISTANCE	2,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITY MINISTRY 1755 SOUTH ZUNI STREET DENVER,CO 80223	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
DENTAL AID 4155 DARLEY AVE SUITE C BOULDER,CO 80305	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
DENVER KIDS INC 1330 FOX ST DENVER,CO 80204	NONE	PUBLIC	GENERAL ASSISTANCE	5,000
DENVER SANTA CLAUS SHOP PO BOX 102104 DENVER,CO 80250	NONE	PUBLIC	GENERAL ASSISTANCEGENERAL ASSISTANCE	1,000
DENVER SCHOLARSHIP FOUNDATION 303 E 17TH AVENUE SUITE 200 DENVER,CO 80203	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
EDUCATION FOUNDATION FOR THE COLORADO NATIONAL GUARD PO BOX 440889 AURORA,CO 80044	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
FAMILIES FIRST 2163 S YOSEMITE STREET DENVER,CO 80231	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
FAMILIES OF HOMICIDE VICTIMS & MISSING PERSONS 1866 SO NEWTON ST DENVER,CO 80219	NONE	PUBLIC	GENERAL ASSISTANCE	2,900
FAMILY HOMESTEADDENVER EMERG 999 DECATUR ST DENVER,CO 80204	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
FLORENCE CRITTENTON SERVICES OF COLORADO 55 SOUTH ZUNI STREET DENVER,CO 80223	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
GRIFFITH CENTERS FOR CHILDREN INC 12163 PERRY PARK RD LARKSPUR,CO 80118	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
GROWING HOME 3989 W 72ND AVE WESTMINSTER,CO 80030	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
HIGHER GROUND YOUTH CHALLENGE PO BOX 12145 DENVER,CO 80212	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
INN BETWEEN OF LONGMONT 250 KIMBARK STREET LONGMONT,CO 80501	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
LONGMONT MEALS ON WHEELS 910 LONGS PEAK AVE LONGMONT,CO 80501	NONE	PUBLIC	GENERAL ASSISTANCE	2,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MARIA DROSTE SERVICES OF COLORADO 1660 LINCOLN STREET DENVER,CO 80264	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
MESA YOUTH SERVICES 1169 COLORADO AVENUE GRAND JUNCTION,CO 81501	NONE	PUBLIC	GENERAL ASSISTANCE	2,200
METRO CARE RING PO BOX 300459 DENVER,CO 80203	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
NORTH METRO CHILDREN'S ADVOCACY CTR 2360 W112TH AVENUE NORTHGLENN,CO 80234	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
OPEN DOOR MINISTRIES 1530 MARION ST DENVER,CO 80218	NONE	PUBLIC	GENERAL ASSISTANCE	4,000
PROVIDENCE NETWORK 801 LOGAN STREET DENVER,CO 80203	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
SAFE HOUSE DENVER 1649 DOWNING STREET DENVER,CO 80218	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
SAFE SHELTER OF ST VRAIN VALLEY PO BOX 231 LONGMONT,CO 80502	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
SAVE OUR YOUTH 3443 W 23RD AVENUE DENVER,CO 80211	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
SENIOR ASSISTANCE CENTER 2839 WEST 44TH AVENUE DENVER,CO 80211	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
SENIOR HUB INC 2360 WEST 90TH AVENUE FEDERAL HEIGHTS,CO 80260	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
SENIOR SUPPORT SERVICES 846 EAST 18TH AVENUE DENVER,CO 80218	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
SUMMER SCHOLARS 3401 QUEBEC ST DENVER,CO 80207	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
THE ADOPTION EXCHANGE 14232 E EVANS AVENUE AURORA,CO 80014	NONE	PUBLIC	GENERAL ASSISTANCE	3,200
THE ALZHEIMERS ASSOCIATION COLORADO CHAPTER 455 SHERMAN STREET SUITE 500 DENVER,CO 80203	NONE	PUBLIC	GENERAL ASSISTANCE	2,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE RALSTON HOUSE 10795 WEST 58TH AVENUE ARVADA,CO 80002	NONE	PUBLIC	GENERAL ASSISTANCE	5,000
TRI-LAKES CARES PO BOX 1301 MONUMENT,CO 80132	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
VOICES FOR CHILDREN 2305 CANYON STREET 101 BOULDER,CO 80302	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
WOMEN'S CRISIS CENTER AND FAMILY OUTREACH CENTER 389 GILBERT ST CASTLE ROCK,CO 80104	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
YOUTH BIZ 3535 LARIMER ST DENVER,CO 80205	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
LIFE CHOICES 10259 NORTH WASHINGTON STREET THORNTON,CO 80229	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
VSA COLORADO 909 SANTA FE DRIVE DENVER,CO 80204	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
PARTNERS IN HOUSING 455 GOLD PASS HEIGHTS COLORADO SPRINGS,CO 80906	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
REVISION INTERNATIONAL 3735 MORRISON RD DENVER,CO 80219	NONE	PUBLIC	GENERAL ASSISTANCE	2,250
VARIETY THE CHILDREN'S CHARITY OF COLORADO 10497 CENTENNIAL ROAD LITTLETON,CO 80127	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
ARVADA SUNRISE ROTARY CLUB FOUNDATION PO BOX 740144 ARVADA,CO 80006	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
ATTENTION HOMES 1443 SPRUCE ST BOULDER,CO 80302	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
BOULDER VALLEY WOMEN'S HEALTH CENTER 2855 VALMONT ROAD BOULDER,CO 80304	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
CATHOLIC CHARITIES OF CENTRAL COLORADO 228 N CASCADE AVENUE COLORADO SPRINGS,CO 80903	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
CHILDREN'S ADVOCACY CENTER FOR THE PIKES PEAK REGION 423 S CASCADE AVENUE COLORADO SPRINGS,CO 80903	NONE	PUBLIC	GENERAL ASSISTANCE	1,700

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COLORADO I HAVE A DREAM FOUNDATION 1836 GRANT STREET DENVER,CO 80203	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
COLORADO ORGANIZATION FOR LATINA OPPORTUNITY AND REPRODUCTIVE RIGHTS 827 SHERMAN STREET DENVER,CO 80203	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
DOMINICAN SISTERS HOME HEALTH AGENCY 2501 GAYLORD STREET DENVER,CO 80205	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
FOCUS POINTS FAMILY RESOURCE CENTER 2501 E 48TH AVENUE DENVER,CO 80216	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
LONGS PEAK COUNCIL BOY SCOUTS OF AMERICA 2215 23RD AVENUE GREELEY,CO 80634	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
MARION DOWNS HEARING CENTER FOUNDATION 1793 QUENTIN ST UNIT 2 AURORA,CO 80045	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
THE MEMORIAL HOSPITAL FOUNDATION PO BOX 1203 CRAIG,CO 81626	NONE	PUBLIC	GENERAL ASSISTANCE	2,000
A PRECIOUS CHILD 557 BURBANK ST UNIT E BROOMFIELD,CO 80020	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
SENSE OF SECURITY 1385 S COLORADO BLVD SUITE A-302 DENVER,CO 80222	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
SWAN CENTER OUTREACH INC PO BOX 25749 SILVERTHORNE,CO 80497	NONE	PUBLIC	GENERAL ASSISTANCE	2,200
TELLURIDE ACADEMY 300 S MAHONEY DR C-8 TELLURIDE,CO 81435	NONE	PUBLIC	GENERAL ASSISTANCE	1,000
TRANSFORMATIONAL LEADERSHIP FORUM 6279 S IOLA WAY ENGLEWOOD,CO 80111	NONE	PUBLIC	GENERAL ASSISTANCE	4,500
VIA MOBILITY SERVICES 2855 NORTH 63RD STREET BOULDER,CO 80301	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
WESTERN SLOPE CENTER FOR CHILDREN 259 GRAND AVENUE GRAND JUNCTION,CO 80152	NONE	PUBLIC	GENERAL ASSISTANCE	2,500
HUMANE SOCIETY OF THE PIKES PEAK REGION 610 ABBOT LANE COLORADO SPRINGS,CO 80905	NONE	PUBLIC	GENERAL ASSISTANCE	1,250
Total  3a				168,200

TY 2012 Accounting Fees Schedule

Name: NATHAN B& FLORENCE R BURT FOUNDATION

EIN: 84-0972203

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	2,660	1,197		1,463

TY 2012 Investments Corporate
Stock Schedule

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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BOEING CO	48,658	117,500
ELI LILLY & CO	12,463	50,330
VERIZON COMMUNICATIONS	131,188	189,982
CHEVRONTEXACO CORP	33,412	187,110
HCP, INC.	10,871	31,941
CONAGRA	19,204	24,272
FORTUNE BRANDS, INC.	4,361	41,630
MOTOROLA SOLUTIONS	10,293	10,154
XCEL ENERGY	10,958	12,839
INTEL CORP	83,294	91,684
ALLIANT ENERGY	4,592	39,541
GLAXO WELCOME PLC	56,129	50,170
CONOCOPHILLIPS	73,179	111,216
BP PLC SPONS ADR	40,469	42,030
MCDONALDS	23,053	96,210
SARA LEE CORP	0	0
DEAN FOODS CO	15,974	19,300
GOOD TIMES RESTAURANTS, INC	0	0
ALLSTATE CORP	55,175	50,550
JP MORGAN CHASE & CO	41,883	51,690
CENTURYLINK	57,288	36,526
ACCO BRANDS (UNIT CORP)	9,060	232,450
FLEXTRONICS INTL	0	0
MEDTRONIC INC	25,423	26,625
BERKSHIRE HATHAWAY	36,693	56,755
FRONTIER COMMUNICATIONS	8,118	4,079
BRISTOL MYERS SQUIB	16,878	23,140
MERCK & CO NEW	17,988	23,805
WESTERN ASSET GOV MM FD	12,853	12,853
HILLSHIRE BRANDS	5,084	6,148

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WHITEWAVE FOODS CORP	17,740	24,703
PHILLIPS 66	4,625	46,256
BEAM, INC	15,684	64,650

TY 2012 Investments Government Obligations Schedule

Name: NATHAN B& FLORENCE R BURT FOUNDATION

EIN: 84-0972203

US Government Securities - End of Year Book Value:	100,000
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US Government Securities - End of Year Fair Market Value:	105,137
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State & Local Government Securities - End of Year Book Value:	0
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State & Local Government Securities - End of Year Fair Market Value:	0
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TY 2012 Investments - Land Schedule**Name:** NATHAN B& FLORENCE R BURT FOUNDATION**EIN:** 84-0972203

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

TY 2012 Investments - Other Schedule**Name:** NATHAN B& FLORENCE R BURT FOUNDATION**EIN:** 84-0972203

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WESTERN ASSET ADJ RATE INC. C1	AT COST	141,641	129,904
WESTERN ASSET GLBL STRAT INC A	AT COST	315,788	299,208
RUSSELL FUNDS - QUANTITATIVE EQUITY	AT COST	0	0
SHORT TERM BOND	AT COST	0	0
RUSSELL FUNDS - FIDELITY MUNI MONEY MARKET	AT COST	0	0
RUSSELL GLOBAL EQUITY CLASS	AT COST	0	0
FRANK RUSSELL EMERG MARKETS	AT COST	0	0
FRANK RUSSELL REAL ESTATE SECS	AT COST	0	0
FRANK RUSSELL SMALL AND MID	AT COST	0	0
PIMCO ALL ASSETS INS	AT COST	0	0
PIMCO COMMODITY REAL RETURN	AT COST	0	0
PIMCO EMERGING LOCAL BOND	AT COST	0	0
SEI EMERGING MARKET DEBT	AT COST	0	0
ISHARES TR RUSSELL 1000	AT COST	0	0
PIMCO HIGH YIELD INSTL	AT COST	0	0
JP MORGAN CHASE & CO GLOBAL MTN	AT COST	0	0
PIMCO EMERGING MARKETS & INTRST BD	AT COST	0	0
GLOBAL INFRASTRUCTURE	AT COST	0	0
ISHARES TR MSCI EAFE INDEX	AT COST	0	0
US DEFENSIVE EQUITY CLASS S	AT COST	0	0
STRATEGIC CALL OVERWRITING FD	AT COST	0	0
JP MORGAN CHASE & CO MTN	AT COST	0	0
DEUTSCHE BK AG GLBL	AT COST	0	0
KINDER MORGAN ENERGY PARTNERS	AT COST	80,537	79,830

TY 2012 Other Expenses Schedule**Name:** NATHAN B& FLORENCE R BURT FOUNDATION**EIN:** 84-0972203

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	1,170	761		409
TELEPHONE	766	306		460
MEETINGS	1,860	745		1,115
OFFICE SUPPLIES	1,543	629		914
WEBSITE	704	282		423
BANK CHARGES	161	121		40

TY 2012 Other Liabilities Schedule**Name:** NATHAN B& FLORENCE R BURT FOUNDATION**EIN:** 84-0972203

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES PAYABLE	446	470

TY 2012 Other Professional Fees Schedule**Name:** NATHAN B& FLORENCE R BURT FOUNDATION**EIN:** 84-0972203

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
H L ARKIN-INVESTMENT FEES	25,066	25,066		0
RUSSELL FUNDS-INVESTMENT FEES	3,827	3,827		0

TY 2012 Taxes Schedule

Name: NATHAN B& FLORENCE R BURT FOUNDATION

EIN: 84-0972203

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	2,718	1,223		1,495
FEDERAL EXCISE TAX	1,654	0		0