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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation
WILLIAM A. BURTON CHARITABLE TRUST 2212002418

A Employer identification number
27-6471989

Number and street (or P O. box number if mail is not delivered to street address) | Room/suite
REGIONS BANK TRUST DEPT, P O BOX 2886

B Telephone number (see instructions)
251-690-1024

City or town, state or province, country, and ZIP or foreign postal code
MOBILE, AL 36652-2886

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 577,214.

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	3.	3.		STMT 1
	4	Dividends and interest from securities	11,602.	10,761.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	72,265.			
	b	Gross sales price for all assets on line 6a 898,840.				
	7	Capital gain net income (from Part IV, line 2)		72,439.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	156.			STMT 3
	12	**Total.** Add lines 1 through 11	84,026.	83,203.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	8,598.	6,879.		1,720.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 4	800.	NONE	NONE	800.
	c	Other professional fees (attach schedule) STMT 5	116.	116.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 6	113.	29.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 7	34.	2.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	9,661.	7,026.	NONE	2,520.
	25	Contributions, gifts, grants paid	24,000.			24,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	33,661.	7,026.	NONE	26,520.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	50,365.			
	b	**Net investment income** (if negative, enter -0-)		76,177.		
	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	-20,537.		
	2	Savings and temporary cash investments	22,867.	27,452.	27,452.
	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 ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 8	197,088.	229,148.	240,054.
	c	Investments - corporate bonds (attach schedule) STMT 16	318,386.	311,572.	309,708.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	517,804.	568,172.	577,214.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	517,804.	568,172.	
	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)	517,804.	568,172.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	517,804.	568,172.	

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	517,804.
2	Enter amount from Part I, line 27a	2	50,365.
3	Other increases not included in line 2 (itemize) ▶ROUNDING	3	3.
4	Add lines 1, 2, and 3	4	568,172.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	568,172.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	901,079.		828,640.	72,439.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				72,439.
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 72,439.

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 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))
2012	27,619.	552,724.	0.049969
2011	14,645.	541,293.	0.027056
2010	6,497.	450,490.	0.014422
2009			
2008			

2	**Total** of line 1, column (d)	2	0.091447
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	0.030482
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	567,169.
5	Multiply line 4 by line 3	5	17,288.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	762.
7	Add lines 5 and 6	7	18,050.
8	Enter qualifying distributions from Part XII, line 4	8	26,520.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	762.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	762.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	762.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	196.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,330.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	1,526.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	764.
11	Enter the amount of line 10 to be. **Credited to 2014 estimated tax** ▶ 764. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ____________ (2) On foundation managers. ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		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? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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		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?	6	X	
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	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
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	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*.	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ REGIONS BANK TRUST DEPT Telephone no. ▶ (251)690-1024

Located at ▶ 11 N. WATER STREET, 25TH FLOOR, MOBILE, AL ZIP+4 ▶ 36602

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2013, 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			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 instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ ________, ________, ________, ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ________, ________, ________, ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		X
	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? . . . STMT. 17 ☒ 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** *If "Yes" to 6b, file Form 8870.*		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REGIONS BANK 151 MAJOR REYNOLDS PLACE, KNOXVILLE, TN 37919	TRUSTEE 1	8,714.	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		-0-	-0-	-0-

Total number of other employees paid over $50,000 ▶ NONE

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

Part IX-A Summary of Direct Charitable Activities

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

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	575,806.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	575,806.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	575,806.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,637.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	567,169.
6	**Minimum investment return.** Enter 5% of line 5	6	28,358.

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	28,358.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	762.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	762.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	27,596.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	27,596.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	27,596.

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	26,520.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	26,520.
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	762.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	25,758.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				27,596.
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only			24,000.	
b Total for prior years 20 11 ,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . . . NONE				
b From 2009 . . . . . . NONE				
c From 2010 . . . . . . NONE				
d From 2011 . . . . . . NONE				
e From 2012 . . . . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 26,520.				
a Applied to 2012, but not more than line 2a			24,000.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				2,520.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				25,076.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009 . . . NONE				
b Excess from 2010 . . . NONE				
c Excess from 2011 . . . NONE				
d Excess from 2012 . . . NONE				
e Excess from 2013 . . . NONE				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test - enter **(1)** Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)**

1 Information Regarding Foundation Managers:

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

N/A

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.

N/A

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 address of the person to whom applications should be addressed:

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE BOARD OF PENSIONS OF THE PRESBYTERIAN CHU 2000 MARKET STREET PHILADELPHIA PA 19103	NONE	PC	RELIGIOUS	8,000.
SPRING CITY CEMETERY ATTN: DONNA VAUGHN PO BOX 129 SPRING CITY TN 37381	NONE	NC	CHARITABLE	8,000.
OAKDALE UNITED METHODIST CHURCH ATTN: EDIE PA PO BOX 176 OAKDALE TN 37829	NONE	PC	RELIGIOUS	8,000.
Total . . . . ▶ **3a**				24,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3.	
4 Dividends and interest from securities			14	11,602.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	72,265.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b FEES REIMBURSEMENT			14	156.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				84,026.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 84,026.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Julie S Ehmka | 08/08/2014 | TRUST OFFICER

Signature of officer or trustee | Date | Title

REGIONS BANK, TRUSTEE

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ 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 **990-PF** (2013)

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST	3.	3.
TOTAL	3.	3.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418 27-6471989

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	11,602.	10,761.
TOTAL	11,602.	10,761.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
REIMBURSEMENT OF TRUSTEE FEES		156.
	TOTALS	156.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	116.	116.
TOTALS	116.	116.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	3.	3.
FEDERAL ESTIMATES - PRINCIPAL	110.	
FOREIGN TAXES ON QUALIFIED FOR		5.
FOREIGN TAXES ON NONQUALIFIED		21.
TOTALS	113.	29.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NONALLOC EXP - INCOME	2.	2.
NON-DEDUCTIBLE EXPENSES	32.	
TOTALS	34.	2.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418 27-6471989

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AMERICAN CENTURY SMALL CAP VAL	9,974.		
MFS VALUE FD CL I	22,088.		
PIONEER FUNDAMENTAL GROWTH CL	26,302.		
PIONEER SELECT MID CAP GROWTH	9,261.		
MFS RESH INTL FD CL I	13,201.		
AMERICAN CENTURY GRWTH FD-INST	31,923.		
PIONEER OAK RIDGE SMALLCAP CLY	9,371.		
INVESCO DIVERS DIV FD CL R5	36,827.		
JP MORGAN MID CAP VAL FD CL I	10,638.		
INVESCO INTL GRWTH FD CL R5	14,572.		
VIRTUS EMERGING MKTS OPP-I	12,931.	8,679.	8,470.
ABBOTT LABS		1,320.	1,380.
AIR METHODS CORP		262.	350.
AKAMAI TECH. INC		224.	236.
AMERICAN CAMPUS COMMUNITIES		381.	354.
AMPHENOL CORP CL A		1,536.	1,694.
ANSYS INC		1,500.	1,482.
APPLE INC		2,093.	2,244.
APTARGROUP INC		388.	407.
BLACKBAUD INC		393.	414.
CLECO CORP NEW		553.	559.
CVS/CAREMARK CORP		1,754.	2,004.
CARDTRONICS INC		391.	435.
CEPHEID INC		328.	373.
CHEFS' WAREHOUSE HOLDINGS, INC		421.	467.
CHEVRON CORP		1,188.	1,249.
COCA-COLA ENTERPRISES INC		628.	662.
COGNIZANT TECH. SOL CL A		961.	1,111.
COMCAST CORP SPECIAL CL A		1,305.	1,397.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
COMPASS MINERALS INTERNATION		373.	400.
CORPORATE EXECUTIVE BRD CO		364.	387.
COSTCO WHOLESALE CORP		1,545.	1,547.
COVANCE INC		1,346.	1,321.
CUBIST PHARMACEUTICALS INC		499.	551.
DANAHER CORP DEL		2,743.	2,934.
DAVITA HEALTHCARE PARTNERS INC		1,349.	1,521.
DEVRY EDUCATION GROUP INC		289.	284.
WALT DISNEY CO		759.	840.
DONALDSON INC		280.	304.
DRIL-QUIP INC		589.	550.
ECOLAB INC		1,708.	1,668.
EXPONET INC		380.	386.
EXPRESS SCRIPTS HOLDING CO		3,197.	3,582.
EXXON MOBIL CORP		1,986.	2,226.
FMC TECHNOLOGIES INC		1,573.	1,619.
F5 NETWORKS INC		409.	454.
FIDELITY NATIONAL INFORMATION		490.	537.
FIRST REPUBLIC BANK		564.	576.
FLUOR CORP		2,279.	2,489.
FOSSIL GROUP INC		1,274.	1,199.
FRANKLIN RESOURCES		920.	981.
GARTNER INC		533.	639.
GENERAL MILLS INC		1,462.	1,447.
GILEAD SCIENCES INC		1,519.	1,577.
GLACIER BANCORP, INC.		413.	447.
GOLDMAN SACHS GROUP INC		1,624.	1,773.
GOOGLE INC CL A		5,169.	5,604.
GREENHILL & CO INC		257.	290.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GROUP 1 AUTOMOTIVE INC		321.	355.
GULFPORT ENERGY CORP		648.	694.
HARMAN INTL INDS INC		410.	409.
HEARTLAND EXPRESS INC		216.	294.
HIBBETT SPORTS INC		350.	403.
HONEYWELL INTERNATIONAL INC		1,394.	1,462.
ICU MEDICAL INC		313.	319.
IBERIABANK CORP		292.	314.
INTERNATIONAL BUSINESS MACHINE		900.	938.
INTUITIVE SURGICAL INC		2,228.	2,304.
J P MORGAN CHASE & CO		2,834.	3,216.
JACOBS ENGR GROUP DEL		304.	315.
JOHNSON & JOHNSON		1,851.	1,832.
JOHNSON CTLS INC		783.	872.
KIRBY CORP		535.	596.
LAUDER ESTEE COS INC CL A		1,833.	1,958.
LIFETIME FITNESS INC		273.	282.
LINCOLN ELEC HOLDGS INC		350.	357.
LOCKHEED MARTIN CORP		2,147.	2,379.
LORILLARD INC		1,741.	1,723.
MANNING & NAPIER INC		335.	353.
MARKETAXESS HOLDINGS INC		524.	535.
MCDONALDS CORP		483.	485.
MEAD JOHNSON NUTRITION COMPANY		2,055.	2,094.
MEDNAX INC		544.	534.
METLIFE INC		1,517.	1,725.
MICROCHIP TECHNOLOGY INC		346.	358.
MID-AMER APT CMNTYS INC REIT		333.	304.
MIDDLEBY CORP		458.	479.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MOBILE MINI INC		255.	288.
NASDAQ OMX GROUP INC		604.	637.
NATIONAL HEALTH INVS INC REIT		312.	281.
NATURAL GROCERS BY VITAMIN COT		240.	255.
NETAPP INC		1,208.	1,275.
NEWELL RUBBERMAID INC		388.	421.
NATIONAL INSTRS CORP		917.	961.
NORDSON CORP		370.	372.
OCCIENTAL PETE CORP		962.	951.
ORACLE CORPORATION		1,181.	1,339.
PPG INDS INC		366.	379.
PFIZER INC		2,562.	2,542.
PHILIP MORRIS INTERNATIONAL IN		1,700.	1,655.
PIER 1 IMPORTS INC		209.	231.
POWER INTEGRATIONS INC		288.	279.
PRICESMART INC		569.	578.
PROASSURANCE CORP		458.	485.
PROTO LABS INC		419.	356.
PRUDENTIAL FINANCIAL INC		897.	1,014.
QEP RESOURCES INC		364.	337.
QUALCOMM INC		2,156.	2,302.
QUESTAR CORP		404.	391.
RPM INTERNATIONAL INC RPM INC		659.	706.
RBC BEARINGS INC.		346.	354.
RESMED INC		412.	377.
ROPER INDS INC NEW		1,532.	1,664.
RYLAND GROUP INC		443.	478.
SVB FINANCIAL GROUP		575.	629.
ST JUDE MED INC		574.	620.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SALESFORCE.COM INC		1,504.	1,545.
SCHLUMBERGER LTD		1,126.	1,081.
CHARLES SCHWAB CORP NEW		1,925.	2,210.
SIGNATURE BANK		719.	752.
SOLERA HOLDINGS INC		339.	425.
SOUTHERN COPPER CORPORATION		392.	402.
STARBUCKS CORP		2,192.	2,117.
STATE STREET CORP		703.	734.
STEPAN COMPANY		295.	328.
STERICYCLE INC		1,749.	1,743.
STERIS CORP		363.	384.
SUPERIOR ENERGY SVCS INC		297.	293.
TARGET CORP		973.	949.
THERMO FISHER SCIENTIFIC, INC.		1,277.	1,448.
3M CO		1,008.	1,122.
TORO CO		414.	445.
TRACTOR SUPPLY CO		500.	543.
TRAVELERS COMPANIES, INC.		1,470.	1,539.
TUPPERWARE BRANDS COPPER		450.	473.
TYLER TECHNOLOGIES INC		676.	715.
UMPQUA HOLDINGS CORP		228.	268.
UNITED PARCEL SERVICE INC CL B		1,084.	1,156.
UNITED TECHNOLOGIES CORP		1,386.	1,479.
URBAN OUTFITTERS INC		267.	260.
VERIZON COMMUNICATIONS		1,383.	1,327.
VISA INC CLASS A		2,398.	2,672.
WABTEC		459.	520.
WADDELL & REED FINANCIAL INC		435.	456.
WATERS CORP		510.	500.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
WELLS FARGO & CO		2,743.	2,906.
WHOLE FOODS MKT INC		2,025.	1,851.
ZEBRA TECHNOLOGIES CORP CL A		389.	433.
ABB LTD SPON		983.	1,036.
ADUDAS AG		1,020.	1,149.
ASTELLAS PHARMA INC UNSP		480.	504.
AUSTRALIA & NEW ZEALAND BKG		449.	404.
BHP BILLITON PLC		1,482.	1,491.
BP PLC SPONSORED		651.	681.
BNP PARIBAS SPONSORED		520.	546.
BANCO BRADESCO		515.	451.
BANCO SANTANDER S.A		656.	671.
BANK OF CHINA LTD		647.	633.
BARCLAYS PLC SPONS		511.	562.
BAYER A G SPONSORED		988.	1,124.
BAYERISHE MOTOREN WERKE BMW		673.	705.
BRITISH AMERN TOB PLC		986.	967.
CANADIAN PACIFIC RAILWAY LTD		1,151.	1,211.
COMPASS GROUP PLC SPON		877.	978.
CREDIT SUISSE GROUP		651.	652.
DEUTSCHE TELEKOM AG SPON		553.	599.
DEUTSCHE POST AG		704.	767.
DIAGEO PLC SPONSORED		759.	795.
DR REDDYS LABS LTD		320.	328.
ENI S P A EACH ADR		452.	436.
ENAGAS UNSPON ADR		504.	497.
FRESENIUS MED CARE AG & CO		561.	605.
GRUPO FINANCIERO BANORTE SPON		610.	663.
HSBC HOLDINGS PLC SPONS		551.	551.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HUTCHISON WHAMPOA LTD UNSP		1,288.	1,387.
IND & COMM BK OF CHINA UNSP		377.	365.
INFOSYS LTD SPON		266.	283.
ING GROEP N V SPONSORED ADR		566.	616.
ITOCHU CORP UNSPON ADR		904.	939.
KOC HOLDING AS UNSPON ADR		552.	471.
KOREA ELECTRIC POWER CORP		678.	847.
LVMH MOET HENNESSY LV		842.	804.
LENOVO GROUP LTD ADR		1,267.	1,411.
MAGNA INT'L INC CL A		681.	656.
METHANEX CORP		643.	652.
MITSUBISHI UF J FINL GRP		784.	828.
NESTLE SA SPONS		1,508.	1,542.
NETEASE, INC. ADR		476.	550.
NIPPON TELEG & TEL CORP SPONS		954.	1,000.
NISSAN MOTOR CO LTD SPONS		372.	336.
LUKOIL SPONSORED ADR		1,047.	993.
PTT EXPLOATION & PR SP ADR		308.	284.
PRUDENTIAL PLC ADR		780.	855.
RITCHIE BROS AUCTIONEERS INC		296.	344.
ROCHE HOLDINGS LTD SPONS		1,110.	1,121.
ROLLS-ROYCE HOLDINGS PLC		738.	845.
ROYAL BANK OF CANADA		1,010.	1,008.
SK TELECOM LTD SPONS ADR		815.	812.
SAMPO OYJ A SHS UNSP		662.	689.
SANOFI		1,109.	1,126.
SAP AG ONE ADR		703.	784.
SEVEN & I HOLDINGS CO LTD		1,100.	1,193.
SINGAPORE TELECOMMUNICATIONS		456.	435.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SOCIETE GENERALE FRANCE SPONS		604.	617.
STATOIL ASA SPON		707.	724.
SUBSEA 7 SA SPON		466.	421.
SWEDBANK AB		520.	564.
SWISS RE LTD SPONS		525.	554.
TAIWAN SEMICONDUCTOR MFG		798.	750.
TECHTRONIC INDUSTRIES CO		682.	780.
TELENOR ASA ADS		732.	715.
TENARIS SA-ADR		421.	393.
TENCENT HOLDINGS LTD		766.	893.
TOKIO MARINE HOLDINGS		484.	502.
TOYOTA MOTOR CORP SPON		1,168.	1,097.
UNICHARM CORPORATION		719.	662.
UNITED OVERSEAS BK LTD		337.	336.
VODAFONE GROUP PLC SP		628.	668.
THE WEIR GROUP PLC UNSP		490.	477.
ACENTURE PLC SEDOL		2,885.	3,207.
COVIDIEN PLC		902.	953.
DELPHI AUTOMOTIVE PLC		746.	782.
GENPACT LIMITED		599.	551.
ACE LTD		957.	1,035.
TYCO INTERNATIONAL LTD		915.	1,026.
UBS AG-NEW		502.	501.
CORE LABORATORIES N V		1,886.	1,910.
ISHARES CORE S&P SMALL		29,598.	31,211.
TOTALS	197,088.	229,148.	240,054.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418 27-6471989

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AMERICAN CENTURY DIVERSIFIED B		115,093.		
PIONEER BD FD CL Y FD #0703		153,969.		
FEDERATED SHORT-TERM INCOME-Y		49,324.		
IVY HIGH INCOME FD CL-I			17,472.	17,507.
PIMCO TOTAL RETURN II #153			155,063.	154,138.
TCW CORE FIXED INC FD			102,755.	102,606.
TEMPLETON GLOBAL BD FD ADV			36,282.	35,457.
	TOTALS	318,386.	311,572.	309,708.

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

===

NAME:
SPRING CITY CEMETERY ASSOCIATION
ADDRESS:
P.O. BOX 129
SPRING CITY, TN 37381
GRANT DATE: 12/12/2013
GRANT AMOUNT .... 8,000.
GRANT PURPOSE:
CEMETERY GROUND MAINTENANCE, AND TREE TRIMMING AND REMOVAL
AMOUNT EXPENDED BY GRANTEE .... 8,000.
ANY DIVERSION BY GRANTEE:
NONE
DATES OF REPORTS BY GRANTEE:
08/05/2014
DATE OF VERIFICATION: 08/08/2014
RESULTS OF VERIFICATION:
FOUND NO ISSUES

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	561,093.		
FEBRUARY	563,507.		
MARCH	571,066.		
APRIL	577,373.		
MAY	575,752.		
JUNE	564,324.		
JULY	577,111.		
AUGUST	567,575.		
SEPTEMBER	583,332.		
OCTOBER	593,662.		
NOVEMBER	597,665.		
DECEMBER	577,214.		
TOTAL	6,909,674.		
AVERAGE FMV	575,806.		

STATEMENT 18

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868.*

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print
File by the due date for filing your return See instructions.

Name of exempt organization or other filer, see instructions.
WILLIAM A. BURTON CHARITABLE TRUST
2212002418

Employer identification number (EIN) or
27-6471989

Number, street, and room or suite no. If a P.O. box, see instructions.
REGIONS BANK TRUST DEPT, P O BOX 2886

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
MOBILE, AL 36652-2886

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ REGIONS BANK TRUST DEPT

Telephone No. ▶ (251)690-1024 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 2013 or
▶ ☐ tax year beginning ____________, 20 ____, and ending ____________, 20 ____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 1,526.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 196.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 1,330.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form **8868** (Rev 1-2014)

JSA
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