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Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

- Do not enter Social Security numbers on this form as it may be made public
- Information about Form 990 and its instructions is at www.irs.gov/form990.

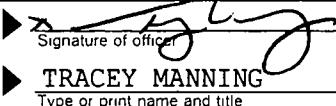
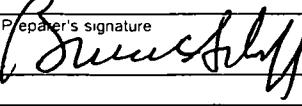
2013

Open to Public
Inspection

| | | | |
|---|---|---|---|
| A For the 2013 calendar year, or tax year beginning | | , 2013, and ending | |
| B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Application pending | | C THE BURTON FOUNDATION 81 S. MCLEAN BLVD., SUITE C SOUTH ELGIN, IL 60177 | |
| | | D Employer Identification Number 36-3839126 E Telephone number 630-938-7625 | |
| | | F Name and address of principal officer SAME AS C ABOVE | |
| I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No <small>If 'No,' attach a list (see instructions)</small> | |
| J Website: ► N/A | | H(c) Group exemption number ► | |
| K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ► | | L Year of formation 1992 M State of legal domicile IL | |
| Part I Summary | | | |
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities. RELIEF FOR THE POOR & DISTRESSED, INCLUDING ASSISTANCE IN HOUSING & HEALTH NEEDS, AND FOSTERING OF LOW INCOME HOUSING. | | |
| | 2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets 3 Number of voting members of the governing body (Part VI, line 1a) 4 Number of independent voting members of the governing body (Part VI, line 1b) 5 Total number of individuals employed in calendar year 2013 (Part V, line 2a) 6 Total number of volunteers (estimate if necessary) 7a Total unrelated business revenue from Part VIII, column (C), line 12 b Net unrelated business taxable income from Form 990-T, line 34 | | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) 9 Program service revenue (Part VIII, line 2g) 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 12 Total revenue Add lines 8 through 11 (must equal Part VIII, column (A), line 12) | | |
| | Prior Year Current Year 18,150. 11,350,000. 70,200. 1,113,400. 14. | | |
| Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 14 Benefits paid to or for members (Part IX, column (A), line 4) 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 16a Professional fundraising fees (Part IX, column (A), line 11e) b Total fundraising expenses (Part IX, column (D), line 25) ► | | |
| | 37,412. 125,762. 12,463,414. 10,164. | | |
| Not Assets or Fund Balances | 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) 19 Revenue less expenses Subtract line 18 from line 12 | | |
| | Prior Year Current Year 185,689. 12,439,500. 195,853. 12,439,500. -70,091. 23,914. | | |
| Beginning of Current Year | | | End of Year |
| | | | 20 Total assets (Part X, line 16) 2,126,354. 21 Total liabilities (Part X, line 26) 769,000. 22 Net assets or fund balances Subtract line 21 from line 20 1,357,354. 1,353,400. |

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

| | | | | |
|-------------------------------|--|--|--|-----------------------|
| Sign Here |  Signature of officer ► TRACEY MANNING <small>Type or print name and title</small> | | Date 5-12-16 PRESIDENT | |
| | Print/Type preparer's name BRUCE SCHIFF Preparer's signature  Date 5/11/16 | | Check <input type="checkbox"/> if self employed | PTIN P00144204 |
| Paid Preparer Use Only | Firm's name FLS GROUP LLC Firm's address 4709 GOLF RD STE 200 SKOKIE, IL 60076-1236 | | Firm's EIN 27-0515957 Phone no 773-777-4445 | |

May the IRS discuss this return with the preparer shown above? (see instructions)

BAA For Paperwork Reduction Act Notice, see the separate instructions.

TEEA0113L 11/08/13

Form 990 (2013)

902 V

AS AMENDED

Form 990 (2013) THE BURTON FOUNDATION

36-3839126

Page 2

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission

RELIEF FOR THE POOR & DISTRESSED, INCLUDING ASSISTANCE IN HOUSING & HEALTH NEEDS, AND FOSTERING OF LOW INCOME HOUSING.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? **SEE SCHEDULE O**

Yes No

If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If 'Yes,' describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code: _____) (Expenses \$ 12,301,365 including grants of \$ _____) (Revenue \$ 1,113,400.)

RELIEF FOR THE POOR & DISTRESSED, INCLUDING ASSISTANCE IN HOUSING & HEALTH NEEDS, AND FOSTERING OF LOW INCOME HOUSING

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services (Describe in Schedule O)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► 12,301,365.

AS AMENDED

Part IV Checklist of Required Schedules

| | Yes | No |
|------|-----|----|
| 1 | X | |
| 2 | X | |
| 3 | X | |
| 4 | X | |
| 5 | X | |
| 6 | X | |
| 7 | X | |
| 8 | X | |
| 9 | X | |
| 10 | X | |
| 11 a | X | |
| 11 b | X | |
| 11 c | X | |
| 11 d | X | |
| 11 e | X | |
| 11 f | X | |
| 12 a | X | |
| 12 b | X | |
| 13 | X | |
| 14 a | X | |
| 14 b | X | |
| 15 | X | |
| 16 | X | |
| 17 | X | |
| 18 | X | |
| 19 | X | |
| 20 a | X | |
| 20 b | | |

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A
 2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?
 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I
 4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II
 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III
 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I
 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If 'Yes,' complete Schedule D, Part II
 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III
 9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV
 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If 'Yes,' complete Schedule D, Part V
 11 If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

- a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI
- b Did the organization report an amount for investments – other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII
- c Did the organization report an amount for investments – program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII
- d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX
- e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X
- f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X

 12 a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, and XII

- b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional

 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E
 14 a Did the organization maintain an office, employees, or agents outside of the United States?

- b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If 'Yes,' complete Schedule F, Parts I and IV

 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If 'Yes,' complete Schedule F, Parts II and IV
 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If 'Yes,' complete Schedule F, Parts III and IV
 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions)
 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II
 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III
 20 a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H

- b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?

Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|-----|-----|----|
| 21 | | X |
| 22 | | X |
| 23 | | X |
| 24a | | X |
| 24b | | |
| 24c | | |
| 24d | | |
| 25a | | X |
| 25b | | X |
| 26 | X | |
| 27 | | X |
| 28a | | X |
| 28b | | X |
| 28c | X | |
| 29 | X | |
| 30 | | X |
| 31 | | X |
| 32 | | X |
| 33 | X | |
| 34 | X | |
| 35a | X | |
| 35b | X | |
| 36 | | X |
| 37 | X | |
| 38 | X | |

21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organizations or government on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II

22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III

23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If 'Yes,' complete Schedule J

24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If 'Yes,' answer lines 24b through 24d and complete Schedule K If 'No,' go to line 25a

b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?

c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?

d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?

25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If 'Yes,' complete Schedule L, Part I

b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If 'Yes,' complete Schedule L, Part I

26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II

27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If 'Yes,' complete Schedule L, Part III

28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)

a A current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV

b A family member of a current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV

c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If 'Yes,' complete Schedule L, Part IV

29 Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M

31 Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If 'Yes,' complete Schedule N, Part II

33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Schedule R, Part I

34 Was the organization related to any tax-exempt or taxable entity? If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1

35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?

b If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Schedule R, Part V, line 2

36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If 'Yes,' complete Schedule R, Part V, line 2

37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If 'Yes,' complete Schedule R, Part VI

38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O

BAA

Form 990 (2013)

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Form 990 (2013) THE BURTON FOUNDATION

36-3839126

Page 5

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

| | Yes | No |
|--|------|----|
| 1 a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable | 1 a | 0 |
| b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable | 1 b | 0 |
| c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | 1 c | - |
| 2 a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return | 2 a | 0 |
| b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? | 2 b | - |
| Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) | | |
| 3 a Did the organization have unrelated business gross income of \$1,000 or more during the year? | 3 a | X |
| b If 'Yes' has it filed a Form 990-T for this year? If 'No' to line 3b, provide an explanation in Schedule O | | |
| 4 a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | 4 a | X |
| b If 'Yes,' enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts | | |
| 5 a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | 5 a | X |
| b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | 5 b | X |
| c If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T? | 5 c | - |
| 6 a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? | 6 a | X |
| b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | 6 b | - |
| 7 Organizations that may receive deductible contributions under section 170(c). | | |
| a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? | 7 a | X |
| b If 'Yes,' did the organization notify the donor of the value of the goods or services provided? | 7 b | - |
| c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | 7 c | X |
| d If 'Yes,' indicate the number of Forms 8282 filed during the year | 7 d | - |
| e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | 7 e | X |
| f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 7 f | X |
| g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? | 7 g | - |
| h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? | 7 h | - |
| 8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | 8 | - |
| 9 Sponsoring organizations maintaining donor advised funds. | | |
| a Did the organization make any taxable distributions under section 4966? | 9 a | - |
| b Did the organization make a distribution to a donor, donor advisor, or related person? | 9 b | - |
| 10 Section 501(c)(7) organizations. Enter: | | |
| a Initiation fees and capital contributions included on Part VIII, line 12 | 10 a | - |
| b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | 10 b | - |
| 11 Section 501(c)(12) organizations. Enter: | | |
| a Gross income from members or shareholders | 11 a | - |
| b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) | 11 b | - |
| 12 a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | 12 a | - |
| b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year | 12 b | - |
| 13 Section 501(c)(29) qualified nonprofit health insurance issuers. | | |
| a Is the organization licensed to issue qualified health plans in more than one state? | 13 a | - |
| Note. See the instructions for additional information the organization must report on Schedule O | | |
| b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans | 13 b | - |
| c Enter the amount of reserves on hand | 13 c | - |
| 14 a Did the organization receive any payments for indoor tanning services during the tax year? | 14 a | X |
| b If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O | 14 b | - |

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Part VI Governance, Management and Disclosure For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

1 a Enter the number of voting members of the governing body at the end of the tax year
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O

1 a 3
1 b 2

2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?

2 X

3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?

3 X

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?

4 X

5 Did the organization become aware during the year of a significant diversion of the organization's assets?

5 X

6 Did the organization have members or stockholders?

6 X

7 a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?

7 a X

b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?

7 b X

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:

a The governing body? X

b Each committee with authority to act on behalf of the governing body? X

9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O

9 X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

10 a Did the organization have local chapters, branches, or affiliates?
b If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?

10 a X
10 b X

11 a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?
b Describe in Schedule O the process, if any, used by the organization to review this Form 990 SEE SCHEDULE O

11 a X

12 a Did the organization have a written conflict of interest policy? If 'No,' go to line 13
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this was done

12 a X
12 b X
12 c X

13 Did the organization have a written whistleblower policy?

13 X

14 Did the organization have a written document retention and destruction policy?

14 X

15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?
a The organization's CEO, Executive Director, or top management official
b Other officers of key employees of the organization
If 'Yes' to line 15a or 15b, describe the process in Schedule O (See instructions)

15 a X
15 b X

16 a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?
b If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?

16 a X
16 b X

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed IL

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply
 Own website Another's website Upon request Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year SEE SCHEDULE O

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
► TRACEY MANNING 81 S. MCLEAN BLVD. SUITE C SOUTH ELGIN IL 60177 630-938-7626

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

 Check if Schedule O contains a response or note to any line in this Part VII
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

- List all of the organization's **current** key employees, if any See instructions for definition of 'key employee'

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

 Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) | | | | | (D) Reportable compensation from the organization (W 2/1099-MISC) | (E) Reportable compensation from related organizations (W 2/1099 MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|----------------------------------|---|-----------------------------------|-----------------------|---------|--------------|---------------------|---|--|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated | | | |
| (1) HEATHER SOTELO CHAIRMAN | 1 0 | | | X | | | 0. | 0. | 0. |
| (2) TRACEY MANNING PRESIDENT | 40 0 | | | X | | | 84,425. | 0. | 0. |
| (3) DESMARIE TANNER TREASURER | 1 0 | | | X | | | 0. | 0. | 0. |
| (4) ----- | ----- | | | | | | | | |
| (5) ----- | ----- | | | | | | | | |
| (6) ----- | ----- | | | | | | | | |
| (7) ----- | ----- | | | | | | | | |
| (8) ----- | ----- | | | | | | | | |
| (9) ----- | ----- | | | | | | | | |
| (10) ----- | ----- | | | | | | | | |
| (11) ----- | ----- | | | | | | | | |
| (12) ----- | ----- | | | | | | | | |
| (13) ----- | ----- | | | | | | | | |
| (14) ----- | ----- | | | | | | | | |

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Part VII | Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | (D) Reportable compensation from the organization (W 2/1099-MISC) | (E) Reportable compensation from related organizations (W 2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|--|-----------------------------------|-----------------------|-------------------------------------|--|---|---|
| | | Officer or director | Individual trustee or director | Institutional trustee | Key employee Highest compensated | | | |
| (15) | ----- | | | | | | | |
| (16) | ----- | | | | | | | |
| (17) | ----- | | | | | | | |
| (18) | ----- | | | | | | | |
| (19) | ----- | | | | | | | |
| (20) | ----- | | | | | | | |
| (21) | ----- | | | | | | | |
| (22) | ----- | | | | | | | |
| (23) | ----- | | | | | | | |
| (24) | ----- | | | | | | | |
| (25) | ----- | | | | | | | |
| 1 b Sub-total | | | | | | ► 84,425. | 0. | 0. |
| c Total from continuation sheets to Part VII, Section A | | | | | | ► 0. | 0. | 0. |
| d Total (add lines 1b and 1c) | | | | | | ► 84,425. | 0. | 0. |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 0

| | Yes | No |
|---|-----|----|
| 3 | | X |
| 4 | | X |
| 5 | | X |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

| (A) Name and business address | (B) Description of services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ► 0

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Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII.

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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|------------------------------|--|---|------------------------------------|
| 1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21 | | | | |
| 2 Grants and other assistance to individuals in the United States See Part IV, line 22 | | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 0. | 0. | 0. | 0. |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | 0. | 0. | 0. | 0. |
| 7 Other salaries and wages | | | | |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | | | | |
| 9 Other employee benefits | | | | |
| 10 Payroll taxes | | | | |
| 11 Fees for services (non-employees) | | | | |
| a Management | 100,393. | | 100,393. | |
| b Legal | 312. | | 312. | |
| c Accounting | 37,335. | | 37,335. | |
| d Lobbying | | | | |
| e Professional fundraising services See Part IV, line 17 | | | | |
| f Investment management fees | | | | |
| g Other (If line 11g amt exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O) | | | | |
| 12 Advertising and promotion | | | | |
| 13 Office expenses | 349. | 349. | | |
| 14 Information technology | | | | |
| 15 Royalties | | | | |
| 16 Occupancy | 16,979. | 16,979. | | |
| 17 Travel | 332. | 332. | | |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | | | | |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | | | | |
| 23 Insurance | 1,676. | 1,676. | | |
| 24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O) | | | | |
| a TRANSFER TO HOUSING SUB | 12,235,000. | 12,235,000. | | |
| b DONATION EXPENSE | 40,075. | 40,075. | | |
| c INVESTMENT LOSS | 3,374. | 3,374. | | |
| d GENERAL ADMIN EXPENSE | 1,797. | 1,797. | | |
| e All other expenses | 1,878. | 1,783. | 95. | |
| 25 Total functional expenses. Add lines 1 through 24e | 12,439,500. | 12,301,365. | 138,135. | 0. |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here □ if following SOP 98-2 (ASC 958-720) | | | | |

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Part X Balance Sheet

 Check if Schedule O contains a response or note to any line in this Part X

| | | (A) Beginning of year | (B) End of year |
|-----------------------------|--|--------------------------|-----------------------|
| ASSETS | 1 Cash – non-interest-bearing | 73,293. | 1 51,313. |
| | 2 Savings and temporary cash investments | 2 | |
| | 3 Pledges and grants receivable, net | 3 | |
| | 4 Accounts receivable, net | 4 | 23,400. |
| | 5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L | 5 | |
| | 6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L | 6 | |
| | 7 Notes and loans receivable, net | 7 | |
| | 8 Inventories for sale or use | 8 | |
| | 9 Prepaid expenses and deferred charges | 9 | |
| | 10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D | 10a | |
| | b Less accumulated depreciation | 10b | 10c |
| | 11 Investments – publicly traded securities | 11 | |
| | 12 Investments – other securities See Part IV, line 11 | 12 | |
| | 13 Investments – program-related See Part IV, line 11 | 13 | |
| | 14 Intangible assets | 14 | |
| LIABILITIES | 15 Other assets See Part IV, line 11 | 2,053,061. | 15 1,923,837. |
| | 16 Total assets. Add lines 1 through 15 (must equal line 34) | 2,126,354. | 16 1,998,550. |
| | 17 Accounts payable and accrued expenses | 17 | |
| | 18 Grants payable | 18 | |
| | 19 Deferred revenue | 19 | |
| NET ASSETS OR FUND BALANCES | 20 Tax-exempt bond liabilities | 20 | |
| | 21 Escrow or custodial account liability Complete Part IV of Schedule D | 21 | |
| | 22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L | 22 | |
| | 23 Secured mortgages and notes payable to unrelated third parties | 23 | |
| | 24 Unsecured notes and loans payable to unrelated third parties | 24 | |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D | 25 | 624,000. 645,150. |
| | 26 Total liabilities. Add lines 17 through 25 | 26 | 769,000. 645,150. |
| | Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | |
| | 27 Unrestricted net assets | 1,357,354. | 27 1,353,400. |
| | 28 Temporarily restricted net assets | 28 | |
| | 29 Permanently restricted net assets | 29 | |
| BAA | Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34. | | |
| | 30 Capital stock or trust principal, or current funds | 30 | |
| | 31 Paid-in or capital surplus, or land, building, or equipment fund | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | 32 | |
| | 33 Total net assets or fund balances | 33 | 1,357,354. 1,353,400. |
| | 34 Total liabilities and net assets/fund balances | 34 | 2,126,354. 1,998,550. |

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Part XI Reconciliation of Net Assets

 Check if Schedule O contains a response or note to any line in this Part XI

| | | |
|--|----|-------------|
| 1 Total revenue (must equal Part VIII, column (A), line 12) | 1 | 12,463,414. |
| 2 Total expenses (must equal Part IX, column (A), line 25) | 2 | 12,439,500. |
| 3 Revenue less expenses Subtract line 2 from line 1 | 3 | 23,914. |
| 4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 1,357,354. |
| 5 Net unrealized gains (losses) on investments | 5 | |
| 6 Donated services and use of facilities | 6 | |
| 7 Investment expenses | 7 | |
| 8 Prior period adjustments | 8 | -27,868. |
| 9 Other changes in net assets or fund balances (explain in Schedule O) | 9 | 0. |
| 10 Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 1,353,400. |

Part XII Financial Statements and Reporting

 Check if Schedule O contains a response or note to any line in this Part XII

| | Yes | No |
|---|-----|----|
| 1 Accounting method used to prepare the Form 990 <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other | | |
| If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O | | |
| 2a Were the organization's financial statements compiled or reviewed by an independent accountant? | 2a | X |
| If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both | | |
| <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | | |
| 2b Were the organization's financial statements audited by an independent accountant? | 2b | X |
| If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both | | |
| <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | | |
| 2c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? | 2c | X |
| If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O | | |
| 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | 3a | X |
| b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | 3b | |

BAA

Form 990 (2013)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

AS AMENDED

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ.

► Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization

THE BURTON FOUNDATION

Employer identification number

36-3839126

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)** Enter the hospital's name, city, and state
 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
 9 An organization that normally receives, (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)** See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III – Functionally integrated d Type III – Non-functionally integrated
 e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**
 f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box
 g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

| | Yes | No |
|------------|-----|----|
| 11 g (i) | | |
| 11 g (ii) | | |
| 11 g (iii) | | |

h Provide the following information about the supported organization(s)

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-9 above or IRC section (see instructions)) | (iv) Is the organization in column (i) listed in your governing document? | | (v) Did you notify the organization in column (i) of your support? | | (vi) Is the organization in column (i) organized in the U.S.? | | (vii) Amount of monetary support |
|------------------------------------|----------|---|---|----|--|----|---|----|----------------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| (A) | | | | | | | | | |
| (B) | | | | | | | | | |
| (C) | | | | | | | | | |
| (D) | | | | | | | | | |
| (E) | | | | | | | | | |
| Total | | | | | | | | | |

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2013

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Schedule A (Form 990 or 990-EZ) 2013 THE BURTON FOUNDATION 6-3839126

Page 2

Part II | Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants.') | | | | | | |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 4 Total. Add lines 1 through 3 | | | | | | |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) | | | | | | |
| 6 Public support. Subtract line 5 from line 4 | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|--|----------|----------|----------|----------|----------|--------------------------|
| 7 Amounts from line 4 | | | | | | |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 11 Total support. Add lines 7 through 10 | | | | | | |
| 12 Gross receipts from related activities, etc (see instructions) | | | | | | 12 |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here | | | | | | <input type="checkbox"/> |

Section C. Computation of Public Support Percentage

| | | |
|--|--------------------------|---|
| 14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) | 14 | % |
| 15 Public support percentage from 2012 Schedule A, Part II, line 14 | 15 | % |
| 16a 33-1/3% support test – 2013. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | <input type="checkbox"/> | |
| b 33-1/3% support test – 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | <input type="checkbox"/> | |
| 17a 10%-facts-and-circumstances test – 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization | <input type="checkbox"/> | |
| b 10%-facts-and-circumstances test – 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization | <input type="checkbox"/> | |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions | <input type="checkbox"/> | |

BAA

Schedule A (Form 990 or 990-EZ) 2013

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Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

| Calendar year (or fiscal yr beginning in) ▶ | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|--|----------|----------|----------|----------|------------|-------------|
| 1 Gifts, grants, contributions and membership fees received (Do not include any 'unusual grants') | 78,954. | 132,500. | 46,409. | 18,150. | 11350000. | 11,626,013. |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | 70,200. | 1,083,400. | 1,153,600. |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | 0. |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | 0. |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | 0. |
| 6 Total. Add lines 1 through 5 | 78,954. | 132,500. | 46,409. | 88,350. | 12433400. | 12,779,613. |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | 0. | 0. | 0. | 8,150. | 0. | 8,150. |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | 6,000. | 124,500. | 30,789. | 66,200. | 0. | 227,489. |
| c Add lines 7a and 7b | 6,000. | 124,500. | 30,789. | 74,350. | 0. | 235,639. |
| 8 Public support (Subtract line 7c from line 6) | | | | | | 12,543,974. |

Section B. Total Support

| Calendar year (or fiscal yr beginning in) ▶ | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|--|----------|----------|----------|----------|-----------|--------------------------|
| 9 Amounts from line 6 | 78,954. | 132,500. | 46,409. | 88,350. | 12433400. | 12,779,613. |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | 14. | 14. |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | 0. |
| c Add lines 10a and 10b | 0. | 0. | 0. | 0. | 14. | 14. |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | 0. |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV) | | | | | | 0. |
| 13 Total Support. (Add Ins 9,10c, 11 and 12) | 78,954. | 132,500. | 46,409. | 88,350. | 12433414. | 12,779,627. |
| 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here | | | | | | <input type="checkbox"/> |

Section C. Computation of Public Support Percentage

| | | |
|---|----|---------|
| 15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)) | 15 | 98.16 % |
| 16 Public support percentage from 2012 Schedule A, Part III, line 15 | 16 | 34.33 % |

Section D. Computation of Investment Income Percentage

| | | |
|---|----|-------------------------------------|
| 17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)) | 17 | 0.00 % |
| 18 Investment income percentage from 2012 Schedule A, Part III, line 17 | 18 | 0.00 % |
| 19a 33-1/3% support tests – 2013. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization | | <input checked="" type="checkbox"/> |
| b 33-1/3% support tests – 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions | | <input type="checkbox"/> |

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Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990.

► Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545 0047

2013

Open to Public
Inspection

Name of the organization

Employer identification number

THE BURTON FOUNDATION

36-3839126

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

| | (a) Donor advised funds | (b) Funds and other accounts |
|--|-------------------------|------------------------------|
| 1 Total number at end of year | | |
| 2 Aggregate contributions to (during year) | | |
| 3 Aggregate grants from (during year) | | |
| 4 Aggregate value at end of year | | |

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

Part II Conservation Easements.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

| | Held at the End of the Tax Year |
|----|---------------------------------|
| 2a | |
| 2b | |
| 2c | |
| 2d | |

a Total number of conservation easements

b Total acreage restricted by conservation easements

c Number of conservation easements on a certified historic structure included in (a)

d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

Yes No

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? _____

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____
(ii) Assets included in Form 990, Part X ► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____
b Assets included in Form 990, Part X ► \$ _____

AS AMENDED

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a Public exhibition
- b Scholarly research
- c Preservation for future generations

- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1 a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If 'Yes,' explain the arrangement in Part XIII and complete the following table

- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

| | Amount |
|-----|--------|
| 1 c | |
| 1 d | |
| 1 e | |
| 1 f | |

2 a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If 'Yes,' explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

Part V Endowment Funds. Complete if the organization answered 'Yes' to Form 990, Part IV, line 10.

| | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|--|------------------|----------------|--------------------|----------------------|---------------------|
| 1 a Beginning of year balance | | | | | |
| b Contributions | | | | | |
| c Net investment earnings, gains, and losses | | | | | |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | | | | | |
| f Administrative expenses | | | | | |
| g End of year balance | | | | | |

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Temporarily restricted endowment ► %

The percentages in lines 2a, 2b, and 2c should equal 100%

3 a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds

| | Yes | No |
|--------|-----|----|
| 3a(i) | | |
| 3a(ii) | | |
| 3b | | |

Part VI Land, Buildings, and Equipment.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

| Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--------------------------|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1 a Land | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | | | |
| d Equipment | | | | |
| e Other | | | | |

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ►

0.

BAA

Schedule D (Form 990) 2013

AS AMENDED

N/A

Part VII Investments – Other Securities.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|--|----------------|--|
| (1) Financial derivatives | | |
| (2) Closely-held equity interests | | |
| (3) Other | | |
| (A) _____ | | |
| (B) _____ | | |
| (C) _____ | | |
| (D) _____ | | |
| (E) _____ | | |
| (F) _____ | | |
| (G) _____ | | |
| (H) _____ | | |
| (I) _____ | | |
| Total. (Column (b) must equal Form 990, Part X, column (B) line 12) | | |

Part VIII Investments – Program Related.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

| (a) Description of investment type | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|--|----------------|--|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| (10) | | |
| Total. (Column (b) must equal Form 990, Part X, column (B) line 13) | | |

Part IX Other Assets.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

| (a) Description | (b) Book value |
|---|----------------|
| (1) LOW INCOME HOUSING PARTNERSHIPS | 1,923,837. |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| Total. (Column (b) must equal Form 990, Part X, column (B), line 15) | 1,923,837. |

Part X Other Liabilities.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25

| (a) Description of liability | (b) Book value |
|---|----------------|
| (1) Federal income taxes | |
| (2) FEES PAYABLE | 20,200. |
| (3) NOTES PAYABLE | 624,000. |
| (4) SECURITY DEPOSITS | 950. |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| (11) | |
| Total (Column (b) must equal Form 990, Part X, column (B) line 25) | 645,150. |

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII

AS AMENDED

Part XI* Reconciliation of Revenue per Audited Financial Statements With Revenue per Return. N/A

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

| | | | |
|---|---|-----|--|
| 1 | Total revenue, gains, and other support per audited financial statements | 1 | |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12 | | |
| a | Net unrealized gains on investments | 2 a | |
| b | Donated services and use of facilities | 2 b | |
| c | Recoveries of prior year grants | 2 c | |
| d | Other (Describe in Part XIII) | 2 d | |
| e | Add lines 2a through 2d | 2 e | |
| 3 | Subtract line 2e from line 1 | 3 | |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1 | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4 a | |
| b | Other (Describe in Part XIII) | 4 b | |
| c | Add lines 4a and 4b | 4 c | |
| 5 | Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12) | 5 | |

Part XII | Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. N/A

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

| | | | |
|---|---|-----|--|
| 1 | Total expenses and losses per audited financial statements | 1 | |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25 | | |
| a | Donated services and use of facilities | 2 a | |
| b | Prior year adjustments | 2 b | |
| c | Other losses | 2 c | |
| d | Other (Describe in Part XIII) | 2 d | |
| e | Add lines 2a through 2d | 2 e | |
| 3 | Subtract line 2e from line 1 | 3 | |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1 | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4 a | |
| b | Other (Describe in Part XIII) | 4 b | |
| c | Add lines 4a and 4b | 4 c | |
| 5 | Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18) | 5 | |

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

BAA

Schedule D (Form 990) 2013

AS AMENDED

SCHEDULE L
 (Form 990 or 990-EZ)

 Department of the Treasury
 Internal Revenue Service

Transactions With Interested Persons

OMB No 1545 0047

2013

 Open to Public
 Inspection

- Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, 28c, or Form 990-EZ, Part V, line 38a or 40b.
 - Attach to Form 990 or Form 990-EZ. ► See separate instructions.
- Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization

THE BURTON FOUNDATION

Employer identification number

36-3839126

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

| 1 | (a) Name of disqualified person | (b) Relationship between disqualified person and organization | (c) Description of transaction | | (d) Corrected? |
|-----|---------------------------------|---|--------------------------------|----|----------------|
| | | | Yes | No | |
| (1) | | | | | |
| (2) | | | | | |
| (3) | | | | | |
| (4) | | | | | |
| (5) | | | | | |
| (6) | | | | | |

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958

► \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

► \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered 'Yes' on Form 990-EZ, Page V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

| (a) Name of interested person | (b) Relationship with organization | (c) Purpose of loan | (d) Loan to or from the organization? | | (e) Original principal amount | (f) Balance due | (g) In default? | | (h) Approved by board or committee? | | (i) Written agreement? | |
|-------------------------------|------------------------------------|---------------------|---------------------------------------|------|-------------------------------|-----------------|-----------------|----|-------------------------------------|----|------------------------|----|
| | | | To | From | | | Yes | No | Yes | No | Yes | No |
| (1) JIM BERGMAN | FOUNDER | ADVANCE | X | | 145,000. | 145,000. | | X | | X | | X |
| (2) | | | | | | | | | | | | |
| (3) | | | | | | | | | | | | |
| (4) | | | | | | | | | | | | |
| (5) | | | | | | | | | | | | |
| (6) | | | | | | | | | | | | |
| (7) | | | | | | | | | | | | |
| (8) | | | | | | | | | | | | |
| (9) | | | | | | | | | | | | |
| (10) | | | | | | | | | | | | |
| Total | | | | | | ► \$ 145,000. | | | | | | |

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 27.

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of assistance | (d) Type of Assistance | (e) Purpose of assistance |
|-------------------------------|---|--------------------------|------------------------|---------------------------|
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |
| (7) | | | | |
| (8) | | | | |
| (9) | | | | |
| (10) | | | | |

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2013

AS AMENDED
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Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 28a, 28b, or 28c.

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction | (e) Sharing of organization's revenues? | |
|-------------------------------|---|---------------------------|--------------------------------|---|----|
| | | | | Yes | No |
| (1) FORSITE MANAGEMENT | PRES. BURTON | 92,718. | MGMT FEE | | X |
| (2) | | | | | |
| (3) | | | | | |
| (4) | | | | | |
| (5) | | | | | |
| (6) | | | | | |
| (7) | | | | | |
| (8) | | | | | |
| (9) | | | | | |
| (10) | | | | | |

Part V Supplemental Information

Supplemental Information Provide additional information for responses to questions on Schedule L (see instructions).

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

AS AMENDED

Noncash Contributions

OMB No 1545-0047

2013

Open To Public
Inspection

- Complete if the organizations answered 'Yes' on Form 990, Part IV, lines 29 or 30.
- Attach to Form 990.
- Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

THE BURTON FOUNDATION

Employer identification number

36-3839126

Part I Types of Property

| | (a) Check if applicable | (b) Number of contributions or items contributed | (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d) Method of determining noncash contribution amounts |
|---|-------------------------------|---|---|--|
| 1 Art – Works of art | | | | |
| 2 Art – Historical treasures | | | | |
| 3 Art – Fractional interests | | | | |
| 4 Books and publications | | | | |
| 5 Clothing and household goods | | | | |
| 6 Cars and other vehicles | | | | |
| 7 Boats and planes | | | | |
| 8 Intellectual property | | | | |
| 9 Securities – Publicly traded | | | | |
| 10 Securities – Closely held stock | | | | |
| 11 Securities – Partnership, LLC, or trust interests | | | | |
| 12 Securities – Miscellaneous | | | | |
| 13 Qualified conservation contribution – Historic structures | | | | |
| 14 Qualified conservation contribution – Other | X | 1 | 8,750,000. | APPRAISAL |
| 15 Real estate – Residential | | | | |
| 16 Real estate – Commercial | | | | |
| 17 Real estate – Other | | | | |
| 18 Collectibles | | | | |
| 19 Food inventory | | | | |
| 20 Drugs and medical supplies | | | | |
| 21 Taxidermy | | | | |
| 22 Historical artifacts | | | | |
| 23 Scientific specimens | | | | |
| 24 Archeological artifacts | | | | |
| 25 Other ► (_____) | | | | |
| 26 Other ► (_____) | | | | |
| 27 Other ► (_____) | | | | |
| 28 Other ► (_____) | | | | |

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

1

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

b If 'Yes,' describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If 'Yes,' describe in Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

| | Yes | No |
|-----|-----|----|
| 30a | X | |
| 31 | X | |
| 32a | X | |

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) 2013

Part III Supplemental Information. Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE O
(Form 990 or 990-EZ)

AS AMENDED

Supplemental Information to Form 990 or 990-EZ

OMB No 1545 0047

Department of the Treasury
Internal Revenue Service

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

2013

- Attach to Form 990 or 990-EZ.
- Information about Schedule O (Form 990 or 990-EZ) and its instructions is
at www.irs.gov/form990.

Open to Public
Inspection

Name of the organization

THE BURTON FOUNDATION

Employer identification number

36-3839126

FORM 990 - EXPLANATION OF AMENDED RETURN

THE ORIGINALLY FILED RETURN DID NOT INCLUDE THE ACTIVITY OF BURTON ROSENWALD G.P.,

LLC (A SINGLE MEMBER LLC WHICH IS TREATED AS A DISREGARDED ENTITY-SEE ATTACHED

PRIVATE LETTER RULING). THIS AMENDED RETURN IS BEING FILED TO INCLUDE SUCH ACTIVITY

AS FOLLOWS:

PART VII-LINE 2 (D)

REVENUE INCREASE \$30,000 DONATION CREDIT FEES.

PART IX-LINE 24 (B)

EXPENSES INCREASE \$30,000 DONATION CREDIT SPONSOR FEES

PART IX-LINE 24 (E)

EXPENSE INCREASE \$95 BANK CHARGES

PART X-LINE 1

CASH BALANCE INCREASE \$20,105

PART X-LINE 25

DONATION CREDIT SPONSOR FEES PAYABLE INCREASE \$20,200

THESE ARE ALL CHANGES REFLECTED ON THIS AMENDED RETURN.

IN ADDITION, THE ORIGINAL RETURN REFLECTED THE ORGANIZATION AS A RELATED

CORPORATION ON SCHEDULE R PART IV. THE ORGANIZATION IS NOW REFLECTED ON SCHEDULE R

PART I AS A DISREGARDED ENTITY INCLUDING APPROPRIATE INFORMATION.

AS AMENDED

THE BURTON FOUNDATION

36-3839126

FORM 990, PART III, LINE 2 - NEW SERVICES

THE ORGANIZATION RECEIVED A DONATION OF A 239 UNIT RESIDENTIAL RENTAL COMPLEX DURING THE YEAR VALUED AT 8,750,000. THIS PROPERTY WAS ASSIGNED TO A RELATED ENTITY FOR REHABILITATION INTO AFFORDABLE HOUSING FOR LOW AND MODERATE INCOME HOUSEHOLDS.

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS

FORM 990, PART VI, SECTION B LINE 11: THE TREASURER AND PRESIDENT REVIEW A DRAFT OF THE RETURN. IF THEY AGREE THE RETURN IS CORRECT THEY INFORM THE BOARD THE DRAFT IS READY FOR REVIEW. THEY WILL THEN INFORM THE RETURN PREPARER TO PROCESS FOR FILING.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

FORM 990, PART 1, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

FOSTERING OF LOW INCOME HOUSING.

FORM 990, PART VI, SECTION A, LINE 3: THE ORGANIZATION IS MANAGED BY FORESITE MANAGEMENT. THE EXECUTIVE DIRECTOR IS RELATED TO THIS ENTITY.

FORM 990, PART VI, SECTION A, LINE 6: PER THE CORPORATE BY-LAWS THERE SHALL BE TWO CLASSES OF MEMBERS, VOTING AND CONTRIBUTING.

FORM 990, PART VI, SECTION A, LINE 7A: VOTING MEMBERS ARE SELECTED BY THE BOARD OF DIRECTORS AND SHALL NOT NUMBER LESS THAN THREE (3) OR MORE THAN ELEVEN (11), AND REQUIRE A MAJORITY VOTE BY THE BOARD OF DIRECTORS. VOTING MEMBERS MAY SELECT BY MAJORITY BOTE THE RECEIPIENTS OF THE FUNDS OF THE ORGANIZATION. THERE IS NO LIMIT TO CONTRIBUTING MEMBERS AND IS CONFERRED BY MAJORITY VOTE OF AT LEAST ONE-HALF OF THE BOARD OF DIRECTORS. CONTRIBUTING MEMBERS CONSIST OF THOSE INDIVIDUALS OR ORGANIZATIONS INTERESTED IN THE GOALS AND PURSUITS OF THE BURTON FOUNDATION.

FORM 990, PART VI, SECTION B LINE 11: THE TREASURER AND PRESIDENT REVIEW A DRAFT OF THE RETURN. IF THEY AGREE THE RETURN IS CORRET THEY INFORM THE BOARD THE DRAFT IS READY FOR REVIEW. THEY WILL THEN INFORM THE RETURN PREPARER TO PROCESS FOR FILING.

AS AMENDED

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
THE BURTON FOUNDATION

OMB No 1545-0047
2013

Related Organizations and Unrelated Partnerships
Complete if the organization answered 'Yes' on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
► Attach to Form 990. ► See separate instructions.

► Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization
THE BURTON FOUNDATION

Employer identification number
36-3839126

Open to Public
Inspection

Part I Identification of Disregarded Entities

Complete if the organization answered 'Yes' on Form 990, Part IV, line 33.

| (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|--|-------------------------|--|---------------------|---------------------------|----------------------------------|
| (1) BURTON ROSENWALD GP, LLC 81 S. MCLEAN BLVD., STE C SOUTH ELGIN, IL 60177 36-4751129 | REAL ESTATE DEV. | IL | -95. | 905,105. | THE BURTON FOUNDATION |
| (2) _____ | _____ | _____ | _____ | _____ | _____ |
| (3) _____ | _____ | _____ | _____ | _____ | _____ |
| (4) _____ | _____ | _____ | _____ | _____ | _____ |

Part II Identification of Related Tax-Exempt Organizations

Complete if the organization answered 'Yes' on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Sec 512(b)(13) controlled entity? |
|---|-------------------------|--|----------------------------|---|----------------------------------|--|
| Yes | No | | | | | |
| (1) _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| (2) _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| (3) _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| (4) _____ | _____ | _____ | _____ | _____ | _____ | _____ |

ANSWERED

| (a) Name, address, and EIN of related organization SEE PART VII | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? | (i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | (k) Percentage ownership |
|---|----------------------------------|--|----------------------------------|--|------------------------------|------------------------------------|---|--|---|-----------------------------|
| | | | | | | | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> | | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> | |
| (1) <u>PARTNERSHIP 18</u> - 4015 H EAST LINC - STERLING, IL 610 - 54-1881724 | PROVIDE LOW INCOME HOUSING | IL | N/A | RELATED | -12. | 7,171. | X | N/A | X | 0.10 |
| (2) <u>ROUND BARN MANOR</u> - 80 INTERNATIONAL - GREENVILLE, SC 2 - LECLAIRE, IA 527 - 45-4289711 | PROVIDE LOW INCOME HOUSING | IL | N/A | RELATED | -3. | 539. | X | N/A | X | 0.01 |
| (3) <u>BADGER SOUTH LLC</u> - 20 SANDSTONE COU - LECLAIRE, IA 527 - 45-4289711 | LOW INCOME HOUSING | IA | N/A | RELATED | 0. | 0. | X | N/A | X | 0.01 |

Part IV: Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered 'Yes' on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership | (i) Sec 512(b)(13) controlled entity? |
|---|-------------------------|--|----------------------------------|--|------------------------------|------------------------------------|-----------------------------|---|
| | | | | | | | | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> |
| (1) <u>BURTON FP GP LLC</u> - 81 S. MCLEAN BLVD., STE C - SOUTH ELGIN, IL 60177 - 45-2041567 | REAL ESTATE | IL | THE BURTON FOUNDATIO | C CORPORAT | 0. | 0. | 100.00 | X |
| (2) <u>BURTON GHSA GP LLC</u> - 81 S. MCLEAN BLVD., STE C - SOUTH ELGIN, IL 60177 - 38-3892839 | REAL ESTATE | IL | THE BURTON FOUNDATIO | C CORPORAT | 0. | 0. | 100.00 | X |
| (3) ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- |

AS AMENDED

Part V. Transactions With Related Organizations

Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)

- f Dividends from related organization(s)
- g Sale of assets to related organization(s)
- h Purchase of assets from related organization(s)
- i Exchange of assets with related organization(s)
- j Lease of facilities, equipment, or other assets to related organization(s)

k Lease of facilities, equipment, or other assets from related organization(s)

- l Performance of services or membership or fundraising solicitations for related organization(s)
- m Performance of services or membership or fundraising solicitations by related organization(s)
- n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

- q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

- s Other transfer of cash or property from related organization(s)

2 If the answer to any of the above is 'Yes,' see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

| (a) Name of related organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|----------------------------------|----------------------------|---------------------|---|
| (1) PARTNERSHIP 18, LP | B | 1,900,000 | CASH TRANSFER |
| (2) BADGER SOUTH LLC | B | 700,000 | CASH TRANSFER |
| (3) | | | |
| (4) | | | |
| (5) | | | |
| (6) BAA | | | |

AS AMENDED

Part VI ⁷⁻²⁰ Unrelated Organizations Taxable as a Partnership

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

| (a) Name, address, and EIN of entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Predominant income (related, unrelated, excluded from tax under section 512-514) | (e) Are all partners in section 501(c)(3) organizations? | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? | (i) Code V-UBI amount in box 20 of Schedule K-1 Form (1065) | (j) General or managing partner? | (k) Percentage ownership partner? |
|--|--------------------------|--|---|---|------------------------------|------------------------------------|--------------------------------------|--|-------------------------------------|--------------------------------------|
| | | | | | | | | | | |
| SEE PART VII | | | | | | | | | | |
| (1) FINLAY INTERESTS 3, -- 501 SANTA MONICA BL -- SANTA MONICA, CA 90 -- 59-3690928 | LOW INCOME HOUSING | CA | RELATED | X | -35. | 389, 527. | X | N/A | X | 0.01 |
| (2) TPA FOX LAKE GP, LL -- 20 SANDSTONE COURT -- LE CLAIRE, IA 52753 -- 26-4608257 | LOW INCOME HOUSING | IA | RELATED | X | -1. | 404, 532. | X | N/A | X | 1.00 |
| (3) HOMETOWN HARBOR EAS -- 20 SANDSTONECOURT -- LE CLAIRE, IA 52753 -- 26-1417385 | LOW INCOME HOUSING | IA | RELATED | X | -3, 098. | 242, 996. | X | N/A | X | 0.51 |
| (4) BADGER SOUTH LP -- 20 SANDSTONE COURT -- LE CLAIRE, IA 52753 -- 36-4723230 | LOW INCOME HOUSING | IA | RELATED | X | 0. | 0. | X | N/A | X | 0.01 |
| (5) ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| (6) ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| (7) ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| (8) ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- |

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions).

PART III - PARTNERSHIP FULL NAME, ADDRESS, FEIN

PARTNERSHIP 18, LP 54-1881724 4015 H EAST LINCOLNWAY STERLING, IL
61081

ROUND BARN MANOR PRESERVTION 80 INTERNATIONAL DRIVE GREENVILLE, SC
29615

BADGER SOUTH LLC 45-4289711 20 SANDSTONE COURT LECLAIRE, IA 52753

PART VI - PARTNERSHIP FULL NAME, ADDRESS, FEIN

FINLAY INTERESTS 3, LTD 59-3690928 501 SANTA MONICA BLVD., STE 702
SANTA MONICA, CA 90401

TPA FOX LAKE GP, LLC 26-4608257 20 SANDSTONE COURT LE CLAIRE, IA 52753

HOMETOWN HARBOR EAST MOLINE LP 26-1417385 20 SANDSTONECOURT LE CLAIRE,
IA 52753

BADGER SOUTH LP 36-4723230 20 SANDSTONE COURT LECLAIRE, IA 52753