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**Return of Private Foundation**

**2013**

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990pf)

Open to Public Inspection

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

POSTMARK DATE

Name of foundation: **BURROUGHS MEMORIAL TRUST**

Number and street (or P O box number if mail is not delivered to street address): **106 SOUTH MAIN STREET - 16TH FLOOR**

Room/suite: \_\_\_\_\_

City or town, state or province, country, and ZIP or foreign postal code: **AKRON, OH 44308**

Employer identification number: **38-6041206**

Telephone number (see instructions): **810-342-7089**

Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> 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) **\$ 958,641.**

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis)

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

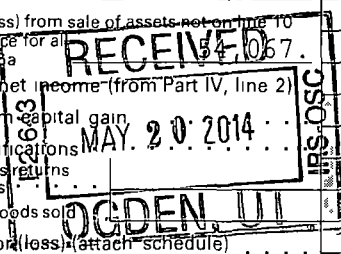
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

MAY 19 2014

**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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	18,709.	18,709.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	22,590.			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		22,590.		
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)				
12 Total Add lines 1 through 11	41,299.	41,299.		
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	10,757.	5,378.		5,378.
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,356.	170.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses Add lines 13 through 23	12,113.	5,548.		5,378.
25 Contributions, gifts, grants paid	38,000.			38,000.
26 Total expenses and disbursements Add lines 24 and 25	50,113.	5,548.		43,378.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-8,814.			
b Net investment income (if negative, enter -0-)		35,751.		
c Adjusted net income (if negative, enter -0-)				

SCANNED MAY 23 2014



*JANE*

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .		2,679.	2,679.
	2	Savings and temporary cash investments . . . . .	27,920.	28,003.	28,003.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) . <b>STMT 4</b>	465,927.	434,451.	695,862.
	c	Investments - corporate bonds (attach schedule) . <b>STMT 5</b>	208,559.	229,036.	232,097.
	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	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	702,406.	694,169.	958,641.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/></b> <b>check here and complete lines 27 through 31.</b>				
	27	Capital stock, trust principal, or current funds . . . . .	702,406.	694,169.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	702,406.	694,169.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	702,406.	694,169.		

**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	702,406.
2	Enter amount from Part I, line 27a . . . . .	2	-8,814.
3	Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 6</b>	3	577.
4	Add lines 1, 2, and 3 . . . . .	4	694,169.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	694,169.

**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)
<b>1a PUBLICLY TRADED SECURITIES</b>				
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 54,067.		31,477.	22,590.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			22,590.	
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 22,590.
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		{ 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	51,500.	820,580.	0.062760
2011	68,696.	830,952.	0.082671
2010	35,336.	789,144.	0.044778
2009	46,109.	703,079.	0.065582
2008	68,515.	950,223.	0.072104
2 Total of line 1, column (d)			2 0.327895
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 0.065579
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 909,280.
5 Multiply line 4 by line 3			5 59,630.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 358.
7 Add lines 5 and 6			7 59,988.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 43,378.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Values include 715, NONE, 812, and 97.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns include question number, Yes, and No. Includes sub-rows 4a-4b and 8a-8b. 'No' column contains 'X' marks.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of FIRSTMERIT BANK, N.A. Telephone no (810) 342-7089
Located at 328 S. SAGINAW STREET, FLINT, MI ZIP+4 48502
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 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 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . Yes X No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b X
Organizations relying on a current notice regarding disaster assistance check here . . . . .
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . . 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X No
b If "Yes," did it have excess business holdings in 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)**

- 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)?  Yes  No  
 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?  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?  Yes  No  
 If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

<b>5b</b>		
<b>6b</b>		X
<b>7b</b>		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7				

**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		NONE	NONE	NONE

**Total** number of other employees paid over \$50,000  Yes  No **NONE**

**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 <u>N/A</u>	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 <u>N/A</u>	
2	
All other program-related investments. See instructions	
3 <u>NONE</u>	
<b>Total.</b> Add lines 1 through 3 . . . . .	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	922,904.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	223.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	923,127.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	923,127.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	13,847.
<b>5</b>	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	909,280.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	45,464.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	45,464.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	715.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	715.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1.	<b>3</b>	44,749.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	44,749.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	44,749.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	43,378.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	43,378.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	43,378.

**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 . . . . .				44,749.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .			NONE	
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 . . . . .	2,299.			
f Total of lines 3a through e . . . . .	2,299.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 43,378.				
a Applied to 2012, but not more than line 2a . . . . .			NONE	
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 . . . . .				43,378.
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) )	1,371.			1,371.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	928.			
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 . . . . .			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				
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 . . . . .	928.			
10 Analysis of line 9:				
a Excess from 2009 . . . . .	NONE			
b Excess from 2010 . . . . .	NONE			
c Excess from 2011 . . . . .	NONE			
d Excess from 2012 . . . . .	928.			
e Excess from 2013 . . . . .				

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)

Table with columns: Tax year (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include: 2a Adjusted net income, 2b 85% of line 2a, 2c Qualifying distributions, 2d Amounts included in line 2c, 2e Qualifying distributions made directly, 3 Alternative tests (Assets, Endowment, Support).

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).

NONE

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

NONE

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

Check here [ ] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds.

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

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>  SEE STATEMENT 15				38,000.
<b>Total</b> ..... ▶ 3a				38,000.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ▶ 3b				



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

- 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...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (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... [ ] Yes [X] No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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.
Signature of officer or trustee: Anne M. Carey, Date: 5/7/2014, Title: AVP+TA

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only: Print/Type preparer's name: RONALD SHOEMAKER, Preparer's signature: [Signature], Date: 05/02/2014, Check [ ] if self-employed, PTIN: P00021964, Firm's name: ERNST & YOUNG U.S. LLP, Firm's address: 171 MONROE AVENUE, STE 600, GRAND RAPIDS, MI 49503, Firm's EIN: 34-6565596, Phone no: 419-321-6096

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ASTON MONTAG & CALDWELL GRW-I	326.	326.
BMO PRIME MONEY MARKET- I	5.	5.
BRIDGEWAY ULTRA-SMALL COMPANY MKT FD	197.	197.
DFA INTERNATIONAL CORE EQUITY FUND	2,639.	2,639.
DFA US CORE EQUITY 1 PORTFOLIO	3,987.	3,987.
DFA EMERGING MARKETS CORE	655.	655.
DFA REAL ESTATE SECS PORT	849.	849.
FEDERATED TOTAL RETURN BOND FD #328	1,127.	1,127.
FIRSTMERIT CORP	1,772.	1,772.
FIRSTMERIT PRIVATEBANK CASH ACCOUNT	6.	6.
HARBOR INTERNATIONAL FD-INST	757.	757.
BMO PRIME MONEY MARKET FUND CL I # 090	6.	6.
PIMCO TOTAL RETURN FUND-INST	992.	992.
PIMCO HIGH YIELD FUND-INSTL	729.	729.
SCHWAB FNDMNTL US SMALL CO-I	524.	524.
VANGUARD TOTL BD MAKT IDX	2,705.	2,705.
VANGUARD INFLAT PROTECTED-AD	403.	403.
VANGUARD SML CAP INDX-SIG	407.	407.
VANGUARD TOTL STK MKT IND SG	623.	623.
TOTAL	18,709.	18,709.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FIRSTMERIT BANK FEES	10,757.	5,378.	5,378.
TOTALS	10,757.	5,378.	5,378.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	374.	
FEDERAL ESTIMATES - PRINCIPAL	812.	
FOREIGN TAXES ON QUALIFIED FOR	78.	78.
FOREIGN TAXES ON NONQUALIFIED	92.	92.
TOTALS	----- 1,356. =====	----- 170. =====

BURROUGHS MEMORIAL TRUST

38-6041206

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
MUTUAL FUNDS - EQUITY	465,927.	434,451.	695,862.
TOTALS	465,927.	434,451.	695,862.

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
MUTUAL FUNDS - FIXED INCOME	208,559.	229,036.	232,097.
TOTALS	208,559.	229,036.	232,097.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
PRE/POST YEAR END TRANSACTIONS	470.
RETURN OF CAPITAL DIVIDEND	107.
	-----
TOTAL	577.
	=====

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

=====

OFFICER NAME:  
 FIRSTMERIT BANK, N.A.  
 ADDRESS:  
 106 SOUTH MAIN STREET  
 AKRON, OH 48502  
 TITLE:  
 CO-TRUSTEE  
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

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

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

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

=====

OFFICER NAME:

JONATHAN BURROUGHS III

ADDRESS:

328 S. SAGINAW STREET  
FLINT, MI 48502

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JOSEPH S BURROUGHS

ADDRESS:

328 S. SAGINAW STREET  
FLINT, MI 48502

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:

ANNE CAREY c/o FIRSTMERIT BANK

ADDRESS:

328 S. SAGINAW ST.  
FLINT, MI 48502

RECIPIENT'S PHONE NUMBER: 810-342-7089

FORM, INFORMATION AND MATERIALS:

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

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

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

RECIPIENT NAME:  
CARRIAGE TOWN MISSION  
ADDRESS:  
605 GARLAND  
FLINT, MI 48501  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SHELTER FOR THOSE IN NEED  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 4,500.

RECIPIENT NAME:  
OPEN CUPBOARD FOOD PANTRY  
ADDRESS:  
127 GENESEE RD  
MONTROSE, MI 48457  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
FEED THE POOR  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:  
FAMILY PROMISE  
ADDRESS:  
PO BOX 875  
GRAND BLANC, MI 48480  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
FLINT DIAPER BANK  
ADDRESS:  
5190 EXCHANGE DR  
FLINT, MI 48507  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
DIAPERS FOR POOR CHILDREN  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:  
YMCA OF GREATER FLINT  
ADDRESS:  
411 E. THIRD ST  
FLINT, MI 48502  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SAFE PLACES PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
REACH/TRVERSE PLACE  
ADDRESS:  
914 CHURCH ST  
FLINT, MI 48502  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
ST MICHAEL CHURCH  
ADDRESS:  
609 E. FIFTH AVE  
FLINT, MI 48503  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT OF VARIOUS PROGRAMS  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:  
CATHOLIC CHARITIES  
ADDRESS:  
901 CHIPPEWA ST  
FLINT, MI 48503  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
FOOD FOR THOSE IN NEED  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
FOOD BANK OF EASTERN MICHIGAN  
ADDRESS:  
2312 LAPEER RD  
FLINT, MI 48503  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
FOOD FOR THOSE IN NEED  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
GENESEE COUNTY FREE MEDICAL  
CLINIC  
ADDRESS:  
2437 WELCH BLVD  
FLINT, MI 48504  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
HEALTH CARE FOR THOSE IN NEED  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
SHELTER OF FLINT  
ADDRESS:  
902 E 6TH ST.  
FLINT, MI 48503  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SHELTER FOR ABUSED WOMEN  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 4,500.

RECIPIENT NAME:  
HURLEY FOUNDATION  
ADDRESS:  
ONE HURLEY PALZA  
FLINT, MI 48503-5993  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
BILIRUBIN BLANKET FOR INFANTS  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 500.

=====

RECIPIENT NAME:  
SALVATION ARMY  
ADDRESS:  
211 W KEARSLEY ST  
FLINT, MI 48502  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
MEAL BOXES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
CHRIST ENRICHMENT CENTER  
ADDRESS:  
322 E HAMILTON AVE  
FLINT, MI 48505  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
MOTHERLY INTERCESSION  
ADDRESS:  
PO BOX 311109  
FLINT, MI 48531  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
FLINT INSTITUTE OF MUSIC  
ADDRESS:  
1025 E KEARSLEY ST  
FLINT, MI 48503  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
ARTS PROGRAMS  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
UNITED WAY OF FLINT & GENESEE CO  
ADDRESS:  
PO BOX 949  
FLINT, MI 48501  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 8,000.

TOTAL GRANTS PAID: 38,000.  
=====

## List of Holdings

### Statement of Value and Activity

December 1, 2013 - December 31, 2013

BURROUGHS  
EIN 38-6041206

### Asset Detail

Description	Shares/Par Value Unrealized G/L	Market Value Current Price	Cost Basis	Est. Ann. Income Current Yield
<b>Cash &amp; Equivalents</b>				
<b>Money Market Funds</b>				
FirstMerit PrivateBank Cash Account CUSIP: 368954129	28,003 210 \$0.00	\$28,003 21 1.000	\$28,003 21	\$28 00 0 100%
		\$28,003 21	\$28,003 21	\$28 00
	\$0.00			
<b>Cash</b>				
Cash		\$2,678 71	2,678.71	
		\$2,678 71	\$0.00	\$0.00
	\$0.00		\$0.00	
<b>Total Cash &amp; Equivalents</b>	<b>\$0.00</b>	<b>\$30,681.92</b>	<b>30,681.92</b>	<b>\$28.00</b>
<b>Equity</b>				
<b>Financials</b>				
FirstMerit Corp CUSIP: 337915102	3,692 000 -\$11,750.10	\$82,073.16 22.230	\$93,823 26 \$0.00	\$2,362 88 2.880%
		\$82 073 16	\$93,823.26	\$2,362 88
	-\$11,750.10		\$0.00	
<b>Equity Mutual Funds</b>				
Bridgeway UI Sm Co Mrkt Fund CUSIP: 108747403	1,067.802 \$5,840.87	\$18,152 63 17.000	\$12,311 76 \$0.00	\$196.48 1.080%
Vanguard Sml Cap Indx-Sig CUSIP: 922908421	653 573 \$9,695.41	\$31,038 18 47.490	\$21,342 77 \$0.00	\$405 87 1.310%
Schwab Fndmntl US Small Co-I CUSIP: 808509418	1,511 312 \$2,826.15	\$19,526 15 12.920	\$16,700 00 \$0.00	\$175 31 0.900%
Aston Montag & Caldwell Grw-I CUSIP: 00078H281	1,142 483 \$13,058.58	\$32,389 39 28.350	\$19,330 81 \$0.00	\$269 63 0.830%
DFA Real Estate Secs Port CUSIP: 233203835	1,081 191 \$10,487.55	\$28,035 28 25.930	\$17,547 73 \$0.00	\$848 73 3.030%
DFA US Core Equity 1 Portfolio CUSIP: 233203413	17,245 626 \$149,921.64	\$285,242 65 16.540	\$135,321 01 \$0.00	\$3,949 25 1.380%
Vanguard Totl Stk Mkt Ind SG CUSIP: 922908488	670 351 \$13,795.83	\$30,206 02 45.060	\$16,410 19 \$0.00	\$526 90 1.740%
DFA Emerg Mkts Core Equity CUSIP: 233203421	1,556.440 \$12,507.27	\$30,288.32 19.460	\$17,781.05 \$0.00	\$614 79 2.030%
DFA International Core Equity Fund CUSIP: 233203371	8,183 098 \$36,801 58	\$104,825 49 12.810	\$68,023.91 \$0.00	\$2,544 94 2.430%

**List of Holdings (continued)**

**Statement of Value and Activity**

December 1, 2013 - December 31, 2013

BURROUGHS  
EIN 38-6041206

<b>Description</b>	<b>Shares/Par Value Unrealized G/L</b>	<b>Market Value Current Price</b>	<b>Cost Basis</b>	<b>Est. Ann. Income Current Yield</b>
Harbor International Fund #11 CUSIP: 411511306	480.000 \$18,226.28	\$34,084.80 71.010	\$15,858.52 \$0.00	\$717.60 2.100%
	\$273,161.16	\$613,788.91	\$340,627.75 \$0.00	\$10,249.50
<b>Total Equity</b>	<b>\$261,411.06</b>	<b>\$695,862.07</b>	<b>\$434,451.01 \$0.00</b>	<b>\$12,612.38</b>
<b>Fixed Income</b>				
<b>Fixed Income Mutual Funds</b>				
PIMCO Total Return Institutional Fund CUSIP: 693390700	4,013.994 -\$407.83	\$42,909.60 10.690	\$43,317.43	\$1,107.86 2.580%
Federated Total Return Bond Fund CUSIP: 31428Q101	2,866.655 -\$1,272.52	\$31,217.87 10.890	\$32,490.39	\$1,365.44 4.370%
Vanguard Inflation-Protected Securities Fund CUSIP: 922031737	856.596 -\$1,182.35	\$21,817.50 25.470	\$22,999.85	\$398.32 1.830%
Vanguard Total Bond Market Index Fund CUSIP: 921937868	10,638.777 \$1,606.35	\$112,345.49 10.560	\$110,739.14	\$2,840.55 2.530%
PIMCO High Yield Fund CUSIP: 693390841	1,277.805 \$3,565.08	\$12,279.71 9.610	\$8,714.63	\$730.90 5.950%
T Rowe Price International Bond Fund CUSIP: 77956H104	1,213.366 \$752.29	\$11,526.98 9.500	\$10,774.69	\$245.69 2.130%
<b>Total Fixed Income</b>	<b>\$3,061.02</b>	<b>\$232,097.15</b>	<b>\$229,036.13</b>	<b>\$6,688.76</b>
<b>Total All Assets</b>	<b>\$264,472.08</b>	<b>\$958,641.14</b>	<b>694,169.06</b>	<b>\$19,329.14</b>