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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 2/1/2013 **, and ending** 1/31/2014

Name of foundation BURGESS, R. & F. T/U/W	**A Employer identification number** 74-2383505
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041 — Room/suite	**B** Telephone number (see instructions) (888) 730-4933
City or town: Winston Salem — State: NC — ZIP code: 27101-3818	
Foreign country name — Foreign province/state/county — Foreign postal code	**C** If exemption application is pending, check here ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,958,076

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ____ *(Part I, column (d) must be on cash basis)*

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 ▶ ☐

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))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	83,230	80,293		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	101,148			
	b	Gross sales price for all assets on line 6a 228,755				
	7	Capital gain net income (from Part IV, line 2)		101,148		
	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	184,378	181,441	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	42,468	31,851		10,617
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,123			1,123
	c	Other professional fees (attach schedule)	1,256			1,256
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,202	568		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	311	311		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	47,360	32,730	0	12,996
	25	Contributions, gifts, grants paid	134,900			134,900
	26	**Total expenses and disbursements.** Add lines 24 and 25	182,260	32,730	0	147,896
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	2,118			
	b	**Net investment income** (if negative, enter -0-)		148,711		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Form **990-PF** (2013)

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Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing		195	195
2	Savings and temporary cash investments	142,736	61,706	61,706
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			
10a	Investments—U.S. and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	2,409,362	2,494,086	2,896,175
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,552,098	2,555,987	2,958,076
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	2,552,098	2,555,987	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	2,552,098	2,555,987	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,552,098	2,555,987	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,552,098
2	Enter amount from Part I, line 27a	2	2,118
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	4,847
4	Add lines 1, 2, and 3	4	2,559,063
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	3,076
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,555,987

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0
b				0
c				0
d				0
e				0

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				0
b				0
c				0
d				0
e				0

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	101,148
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	132,174	2,940,760	0 044946
2011	148,934	2,899,525	0 051365
2010	133,489	2,841,207	0 046983
2009	144,478	2,655,883	0 054399
2008	151,995	2,941,823	0 051667

2	**Total** of line 1, column (d)	2	0.249360
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	0.049872
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,972,437
5	Multiply line 4 by line 3	5	148,241
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,487
7	Add lines 5 and 6	7	149,728
8	Enter qualifying distributions from Part XII, line 4	8	147,896

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,974
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	2,974
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	2,974
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 2,883		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	2,883
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	91
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ | **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no. ▶ 888-730-4933
Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? **5b** N/A

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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, I	TRUSTEE 4.00	42,468		

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	2,889,759
b	Average of monthly cash balances	1b	127,944
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,017,703
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,017,703
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	45,266
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,972,437
6	**Minimum investment return.** Enter 5% of line 5	6	148,622

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	148,622
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,974		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,974
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	145,648
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	145,648
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	145,648

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	147,896
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	147,896
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	147,896

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				145,648
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			133,269	
b	Total for prior years. 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2013:				
a	From 2008				
b	From 2009				
c	From 2010				
d	From 2011				
e	From 2012				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2013 from Part XII, line 4. ▶ $ 147,896				
a	Applied to 2012, but not more than line 2a			133,269	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2013 distributable amount				14,627
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				131,021
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011				
d	Excess from 2012				
e	Excess from 2013				

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

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE ATTACHED

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total ▶ **3a**				134,900
b *Approved for future payment*				
NONE				
Total ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	83,230	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	101,148	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		184,378	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 184,378

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

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

SVP Wells Fargo Bank N.A. | 6/2/2014 | SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J. CASTRIANO		6/2/2014		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name SEE ATTACHED			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status** PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			**Amount** 134,900
Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**
Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**
Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**
Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**
Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**

Security Type	EIN	CUSIP	Asset Name	Units	FMV	Fed Cost
Cash	74-2383505			194 83	194 83	194 83
Savings & Temp Inv	74-2383505	VP0528308	FEDERATED TREAS OBL FD 68	7182 02	7182 02	7182 02
Savings & Temp Inv	74-2383505	VP0528308	FEDERATED TREAS OBL FD 68	54523 53	54523 53	54523 53
			TOTAL CASH, SAVINGS & TEMP INVESTMENTS		$61,900.38	$61,900.38
Invest - Other	74-2383505	693390841	PIMCO HIGH YIELD FD-INST #108	15600 425	150076 09	147100
Invest - Other	74-2383505	693390882	PIMCO FOREIGN BD FD USD H-INST #103	16942 155	179586 84	181500
Invest - Other	74-2383505	693390593	PIMCO MODERATE DURATION-INST #120	7434 547	79029 23	79624
Invest - Other	74-2383505	999708902	TAXABLE INTERMEDIATE TERM BD FD	44321 8193	447650 37	441774 67
Invest - Other	74-2383505	991283912	TAXABLE TOTAL RETURN BOND FUND	59524 4423	451790 52	446896 11
Invest - Other	74-2383505	464287804	ISHARES CORE S&P SMALL-CAP E	670	70410 3	35246 09
Invest - Other	74-2383505	277923728	EATON VANCE GLOBAL MACRO - I #0088	5904 038	55143 71	59718 43
Invest - Other	74-2383505	464287465	ISHARES MSCI EAFE ETF	1305	83011 05	73075 6
Invest - Other	74-2383505	464287473	ISHARES RUSSELL MID-CAP VALUE	635	40963 85	23512 78
Invest - Other	74-2383505	464287481	ISHARES RUSSELL MID-CAP GROWTH	365	30097 9	15577 43
Invest - Other	74-2383505	693390791	PIMCO LOW DURATION II-INSTL 107	6995 904	69399 37	70029
Invest - Other	74-2383505	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	5782 575	57652 27	75000
Invest - Other	74-2383505	693391559	PIMCO EMERG MKTS BD-INST #137	8389 163	88002 32	101120
Invest - Other	74-2383505	464287234	ISHARES MSCI EMERGING MARKETS	2216	84629 04	91319 66
Invest - Other	74-2383505	922908553	VANGUARD REIT VIPER	2050	138006	96855 88
Invest - Other	74-2383505	06738C778	IPATH DOW JONES-UBS COMMODITY INDEX	1530	56304	65574 91
Invest - Other	74-2383505	26852M105	EII INTERNATIONAL PROPERTY-I #30	1819 127	33708 42	35000
Invest - Other	74-2383505	739355105	POWERSHARES DB COMMODITY INDEX	1297	32269 36	34912 89
Invest - Other	74-2383505	252645833	DIAMOND HILL LONG-SHORT FD CL I #11	2650 762	58820 41	40000
Invest - Other	74-2383505	367829884	GATEWAY FUND - Y #1986	1255 38	35815 99	35000
Invest - Other	74-2383505	466001864	IVY ASSET STRATEGY FUND CLASS I #473	1323 919	41849 08	30000
Invest - Corp Stock	74-2383505	001055102	AFLAC INC	425	26681 5	13323 75
Invest - Corp Stock	74-2383505	037411105	APACHE CORP	300	24078	22059
Invest - Corp Stock	74-2383505	268648102	E M C CORP MASS	1000	24240	23830
Invest - Corp Stock	74-2383505	369604103	GENERAL ELECTRIC CO	1200	30156	7067 5
Invest - Corp Stock	74-2383505	437076102	HOME DEPOT INC	325	24976 25	1942 78
Invest - Corp Stock	74-2383505	458140100	INTEL CORP	1200	29448	20325
Invest - Corp Stock	74-2383505	459200101	INTERNATIONAL BUSINESS MACHS CORP	125	22085	13615 85
Invest - Corp Stock	74-2383505	478160104	JOHNSON & JOHNSON	400	35388	16191
Invest - Corp Stock	74-2383505	580135101	MCDONALDS CORP	150	14125 5	9096
Invest - Corp Stock	74-2383505	594918104	MICROSOFT CORP	900	34056	23787 05
Invest - Corp Stock	74-2383505	713448108	PEPSICO INC	200	16072	2395 65
Invest - Corp Stock	74-2383505	742718109	PROCTER & GAMBLE CO	250	19155	4111 31
Invest - Corp Stock	74-2383505	883556102	THERMO FISHER SCIENTIFIC INC	300	34542	10402 26
Invest - Corp Stock	74-2383505	913017109	UNITED TECHNOLOGIES CORP	200	22804	6844
Invest - Corp Stock	74-2383505	931142103	WAL MART STORES INC	250	18670	11895
Invest - Corp Stock	74-2383505	191216100	COCA COLA CO	400	15128	13586
Invest - Corp Stock	74-2383505	911312106	UNITED PARCEL SERVICE-CL B	250	23807 5	21180
Invest - Corp Stock	74-2383505	30231G102	EXXON MOBIL CORPORATION	300	27648	6249 41
Invest - Corp Stock	74-2383505	87612E106	TARGET CORP	425	24072	15444 5
Invest - Corp Stock	74-2383505	25746U109	DOMINION RES INC VA	375	25466 25	13740
Invest - Corp Stock	74-2383505	92343V104	VERIZON COMMUNICATIONS	350	16807	10087 78
Invest - Corp Stock	74-2383505	46625H100	JPMORGAN CHASE & CO	250	13840	10128 5
Invest - Corp Stock	74-2383505	902973304	US BANCORP DEL NEW	500	19865	13953 08
Invest - Corp Stock	74-2383505	166764100	CHEVRON CORP	200	22326	8571
Invest - Corp Stock	74-2383505	88579Y101	3M CO	175	22433 25	11470 37
Invest - Corp Stock	74-2383505	92857W209	VODAFONE GROUP PLC NEW ADR	650	24089	3952
			TOTAL OTHER INVESTMENTS		$2,896,175 37	$2,494,086.24
			GRAND TOTAL		$2,958,075.75	$2,555,986.62

Wells Fargo
Tax Transaction Detail (Distributions + Beneficiary)
BURGESS, R. & F. T/U/W
Trust Year 2/1/2013 - 1/31/2014

Main Account Id:
Account Id:

Tax Code/Desc			Paid For	Transactions		Income	Principal
149	BENEFICIARY DISTRIBUTIONS						
			000000000	No Beny Linked			
06/14/13				0 Units	Reg Code: 000	0 00	-2,500 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000020000001 DISCRETIONARY DISTRIBUTION COMMUNITY TICKETS ARTREACH, INC DPR APPROVED 06/10/2013			
06/14/13				0 Units	Reg Code. 000	0 00	-2,500.00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000020000003 DISCRETIONARY DISTRIBUTION JUNCTION BOX BALLET NOUVEAU COLORADO DBA WONDERBOUND DPR APPROVED 06/10/2013			
06/14/13				0 Units	Reg Code 000	0 00	-7,000 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000020000005 DISCRETIONARY DISTRIBUTION ACCESS & SECURITY TO THE LIBRARY CARDINAL STAFFORD LIBRARY DPR APPROVED 06/10/2013			
06/14/13				0 Units	Reg Code: 000	0 00	-2,500 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000020000007 DISCRETIONARY DISTRIBUTION EDUCATION & COMMUNITY ENGAGEMENT PROGRAM CENTRAL CITY OPERA HOUSE ASSOCIATION DPR APPROVED 06/10/2013			
06/14/13				0 Units	Reg Code 000	0 00	-7,000 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000020000009 DISCRETIONARY DISTRIBUTION COLORADO SYMPHONY KIDS COLORADO SYMPHONY ASSOCIATION DPR APPROVED 06/10/2013			
06/14/13				0 Units	Reg Code: 000	0 00	-2,500 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000020000011 DISCRETIONARY DISTRIBUTION SCHOOL PROGRAMMING COMMUNITY MINDED DANCE DPR APPROVED 06/10/2013			
06/14/13				0 Units	Reg Code· 000	0 00	-7,000 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000020000013 DISCRETIONARY DISTRIBUTION ACQUISTION FOR DAM MODERN & CONTEMPORARY ART DEPT DENVER ART MUSEUM, INC. DPR APPROVED 06/10/2013			

Wells Fargo
Tax Transaction Detail (Distributions + Beneficiary)
BURGESS, R. & F. T/U/W
Trust Year 2/1/2013 - 1/31/2014

Main Account Id:
Account Id:

Tax Code/Desc			Paid For	Transactions		Income	Principal
149	BENEFICIARY DISTRIBUTIONS						
			000000000	No Beny Linked			
06/14/13				0 Units	Reg Code: 000	0.00	-2,500 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000020000015 DISCRETIONARY DISTRIBUTION THE RAFAEL MENDEZ INSTITUTE: BRASS WITH ALTITUDE DENVER BRASS, INC. DPR APPROVED 06/10/2013			
06/14/13				0 Units	Reg Code: 000	0 00	-2,500 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000020000019 DISCRETIONARY DISTRIBUTION GENERAL OPERATING SUPPORT DENVER YOUNG ARTISTS ORCHESTRA DPR APPROVED 06/10/2013			
06/14/13				0 Units	Reg Code: 000	0 00	-2,500 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000020000021 DISCRETIONARY DISTRIBUTION EDUCATION AND OUTREACH PROGRAMS OPERA COLORADO DPR APPROVED 06/10/2013			
06/14/13				0 Units	Reg Code 000	0 00	-2,500 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000020000023 DISCRETIONARY DISTRIBUTION GENERAL OPERATING SUPPORT ROCKY MOUNTAIN ARTS ASSOCIATION DPR APPROVED 06/10/2013			
06/14/13				0 Units	Reg Code. 000	0 00	-2,500 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000020000025 DISCRETIONARY DISTRIBUTION GENERAL OPERATING SUPPORT STORIES ON STAGE DPR APPROVED 06/10/2013			
10/03/13				0 Units	Reg Code. 000	0 00	-7,000 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000011000001 DISCRETIONARY DISTRIBUTION THE BURGESS PRODUCTIONS UNIVERSITY OF DENVER THEATRE PRODUCTIONS DPR APPROVED 06/10/2013			
12/10/13				0 Units	Reg Code· 000	0 00	-2,600 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000001 DISCRETIONARY DISTRIBUTION GENERAL OPERATING SUPPORT ART FROM ASHES, INC. PER DPR APPROVAL DTD 11/22/2013			

Main Account Id:
BURGESS, R. & F. T/U/W
Account Id:
Trust Year 2/1/2013 - 1/31/2014

Tax Code/Desc			Paid For	Transactions		Income	Principal
149	BENEFICIARY DISTRIBUTIONS						
			000000000	No Beny Linked			
12/10/13				0 Units	Reg Code. 000	0 00	-2,600 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000003 DISCRETIONARY DISTRIBUTION COMMUNITY TICKETS ARTREACH, INC PER DPR APPROVAL DTD 11/22/2013			
12/10/13				0 Units	Reg Code: 000	0 00	-2,600.00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000005 DISCRETIONARY DISTRIBUTION CITY STRINGS YOUTH MUSIC EDUCATION AUGUSTANA ARTS, INC PER DPR APPROVAL DTD 11/22/2013			
12/10/13				0 Units	Reg Code: 000	0.00	-2,600.00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000007 DISCRETIONARY DISTRIBUTION JUNCTION BOX 2013 REVISED BALLET NOUVEAU COLORADO DBA WONDERBOUND PER DPR APPROVAL DTD 11/22/2013			
12/10/13				0 Units	Reg Code: 000	0 00	-2,600 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000009 DISCRETIONARY DISTRIBUTION SEASON 13 PLAY DEVELOPMENT & PRODUCTION BUNTPORT THEATER COMPANY PER DPR APPROVAL DTD 11/22/2013			
12/10/13				0 Units	Reg Code· 000	0 00	-2,600 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000011 DISCRETIONARY DISTRIBUTION EDUCATION & OUTREACH PROGRAMS COLORADO BALLET COMPANY PER DPR APPROVAL DTD 11/22/2013			
12/10/13				0 Units	Reg Code 000	0 00	-2,600 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000013 DISCRETIONARY DISTRIBUTION GENERAL OPERATING SUPPORT COLORADO CHILDREN'S CHORALE PER DPR APPROVAL DTD 11/22/2013			
12/10/13				0 Units	Reg Code. 000	0 00	-2,600 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000015 DISCRETIONARY DISTRIBUTION GENERAL OPERATING SUPPORT COLORADO HEBREW CHORALE PER DPR APPROVAL DTD 11/22/2013			

Main Account Id:

Account Id:

Tax Code/Desc			Paid For	Transactions		Income	Principal
149	BENEFICIARY DISTRIBUTIONS						
			000000000	No Beny Linked			
12/10/13				0 Units	Reg Code· 000	0 00	-10,000 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000017 DISCRETIONARY DISTRIBUTION COLORADO SYMPHONY KIDS YOUTH CONCERT SCHOLARSHIPS COLORADO SYMPHONY ASSOCIATION PER DPR APPROVAL DTD 11/22/2013			
12/10/13				0 Units	Reg Code. 000	0 00	-2,500 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000019 DISCRETIONARY DISTRIBUTION DENVER CONCERTS 2013-2014 COLORADO WIND ENSEMBLE, INC PER DPR APPROVAL DTD 11/22/2013			
12/10/13				0 Units	Reg Code 000	0 00	-2,600 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000021 DISCRETIONARY DISTRIBUTION CYSO CORE ENSEMBLES COLORADO YOUTH SYMPHONY ORCHESTRA ASSOCIATION PER DPR APPROVAL DTD 11/22/2013			
12/10/13				0 Units	Reg Code. 000	0 00	-2,600 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000023 DISCRETIONARY DISTRIBUTION EARLY CHILDHOOD EDUCATION-MOVEMENT PROGRAM COMMUNITY MINDED DANCE PER DPR APPROVAL DTD 11/22/2013			
12/10/13				0 Units	Reg Code: 000	0 00	-2,600 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000025 DISCRETIONARY DISTRIBUTION 2013-14 SEASON & SUPPORTING EVENTS CURIOUS THEATRE COMPANY PER DPR APPROVAL DTD 11/22/2013			
12/10/13				0 Units	Reg Code: 000	0 00	-10,000 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000027 DISCRETIONARY DISTRIBUTION ACQUISTION OF ARTWORK FOR MODERN & CONTEMPORARY DENVER ART MUSEUM, INC. ART COLLECTION PER DPR APPROVAL DTD 11/22/2013			

Tax Code/Desc			Paid For	Transactions		Income	Principal
149	BENEFICIARY DISTRIBUTIONS						
			000000000	No Beny Linked			
12/10/13				0 Units	Reg Code 000	0 00	-2,600.00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000029 DISCRETIONARY DISTRIBUTION 2014-2015 CONCERT SERIES DENVER ECLECTIC CONCERTS PER DPR APPROVAL DTD 11/22/2013			
12/10/13				0 Units	Reg Code: 000	0 00	-2,600 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000031 DISCRETIONARY DISTRIBUTION GENERAL OPERATING SUPPORT DENVER YOUNG ARTISTS ORCHESTRA PER DPR APPROVAL DTD 11/22/2013			
12/10/13				0 Units	Reg Code: 000	0 00	-2,600.00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000033 DISCRETIONARY DISTRIBUTION INSIDE THE ORCHESTRA FOR DENVER COUNTY ELEMENTARY JUNIOR SYMPHONY GUILD, INC SCHOOLS PER DPR APPROVAL DTD 11/22/2013			
12/10/13				0 Units	Reg Code 000	0 00	-2,600 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000035 DISCRETIONARY DISTRIBUTION GENERAL OPERATING SUPPORT LUCENT PERFORMING ARTS PER DPR APPROVAL DTD 11/22/2013			
12/10/13				0 Units	Reg Code: 000	0 00	-2,600 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000037 DISCRETIONARY DISTRIBUTION THEATRE DEPARTMENTS PRODUCTION OF METAMORPHOSES METROPOLITAN STATE COLLEGE OF DENVER FOUNDATION, INC. PER DPR APPROVAL DTD 11/22/2013			
12/10/13				0 Units	Reg Code 000	0 00	-2,600 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000039 DISCRETIONARY DISTRIBUTION 2014 SEASON PHYSICALLY HANDICAPPED AMATEUR MUSIC ACTORS LEAGUE, INC PER DPR APPROVAL DTD 11/22/2013			

Main Account Id:
Account Id:

BURGESS, R. & F. T/U/W
Trust Year 2/1/2013 - 1/31/2014

Tax Code/Desc			Paid For	Transactions		Income	Principal
149	BENEFICIARY DISTRIBUTIONS						
			000000000	No Beny Linked			
12/10/13				0 Units	Reg Code: 000	0 00	-2,600 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000041 DISCRETIONARY DISTRIBUTION TUITION ASSISTANCE & OUTREACH PROGRAM ROCKY MOUNTAIN CHILDREN'S CHOIR PER DPR APPROVAL DTD 11/22/2013			
12/10/13				0 Units	Reg Code: 000	0 00	-2,600.00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000043 DISCRETIONARY DISTRIBUTION GENERAL OPERATING COST IN 2014 SWALLOW HILL MUSIC ASSOCIATION PER DPR APPROVAL DTD 11/22/2013			
12/10/13				0 Units	Reg Code· 000	0 00	-10,000 00
Added:	FYE	03/28/14		CASH DISBURSEMENT TRAN # UU000027000045 DISCRETIONARY DISTRIBUTION THE BURGESS PRODUCTIONS UNIVERSITY OF DENVER PER DPR APPROVAL DTD 11/22/2013			
01/09/14				0 Units	Reg Code· 000	0.00	-2,500 00
Added:	011	02/09/14		CASH DISBURSEMENT TRAN # UU000012000001 DISCRETIONARY DISTRIBUTION FOR PRODUCTION OF JACKIE & ME DENVER CENTER FOR THE PERFORMING ARTS PER DPR APPROVED 6/10/2013 REPLACEMENT CHECK FOR 28382119 DTD 6/14/2013			
				Total For: No Beny		0 00	-134,900 00
					Total for Taxcode: 149	0 00	-134,900 00
					Total for Distributions:	0 00	-134,900 00
					Total for all Tax Codes:	-27,312 01	2,585,397 67

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

	Amount
Long Term CG Distributions	3,973
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	228,755	127,607	101,148
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	THERMO FISHER SCIENTIFIC	883556102			3/18/2009		3/25/2013	7,515	3,467				0	4,048
2	X	3M CO	88579Y101			6/19/2003		3/25/2013	10,502	6,554				0	3,948
3	X	US BANCORP DEL NEW	902973304			6/26/2008		3/25/2013	3,356	2,892				0	464
4	X	UNITED TECHNOLOGIES COR	913017109			8/31/2001		3/25/2013	6,945	2,566				0	4,379
5	X	ACCENTURE PLC	G1151C101			6/26/2008		3/6/2013	30,799	15,419				0	15,380
6	X	ACCENTURE PLC	G1151C101			12/15/2008		3/6/2013	3,850	1,444				0	2,406
7	X	AFLAC INC	001055102			6/19/2003		3/25/2013	10,278	6,270				0	4,008
8	X	CHEVRON CORP	166764100			2/9/2004		3/25/2013	9,010	3,214				0	5,796
9	X	CONOCOPHILLIPS	20825C104			4/25/2011		3/6/2013	14,490	15,609				0	-1,119
10	X	DOMINION RES INC VA	25746U109			1/5/2009		3/25/2013	2,839	1,832				0	1,007
11	X	GENERAL ELECTRIC CO	369604103			8/7/1991		3/25/2013	9,292	2,452				0	6,840
12	X	HOME DEPOT INC	437076102			10/25/1991		3/25/2013	6,942	598				0	6,344
13	X	HONEYWELL INTERNATIONAL	438516106			3/5/2008		3/6/2013	21,243	17,624				0	3,619
14	X	HONEYWELL INTERNATIONAL	438516106			12/15/2008		3/6/2013	7,081	3,059				0	4,022
15	X	ISHARES TR COHEN & STEER	464287564			9/30/2009		3/25/2013	10,986	6,595				0	4,391
16	X	ISHARES TR COHEN & STEER	464287564			10/20/2009		3/25/2013	12,614	7,400				0	5,214
17	X	JOHNSON & JOHNSON	478160104			1/10/2000		3/25/2013	9,959	5,952				0	4,007
18	X	MCDONALDS CORP	580135101			12/15/2008		3/25/2013	2,464	1,516				0	948
19	X	MICROSOFT CORP	594918104			12/28/2001		3/25/2013	5,614	6,855				0	-1,241
20	X	PEPSICO INC	713448108			12/27/1990		3/25/2013	11,683	1,797				0	9,886
21	X	PROCTER & GAMBLE CO	742718109			3/3/1995		3/25/2013	11,500	2,467				0	9,033
22	X	TARGET CORP	87612E106			1/30/2001		3/25/2013	6,865	3,682				0	3,183
23	X	ST CTF LOSS								6,087					-6,087
24	X	LT CTF LOSS							8,955						8,955
25	X	POWERSHARES ST LOSS								16					-16
26	X	POWERSHARES LT LOSS								388					-388
27	X	SECTION 1256 GAIN/LOSS								1,852					-1,852

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,123	0	0	1,123
	Description				
1	TAX PREP FEES	1,123			1,123

Part I, Line 16c (990-PF) - Other Professional Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,256	0	0	1,256
1	GRANT ADMINISTRATION FEE	1,256			1,256

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		2,202	568	0	0
	Description				
1	FOREIGN TAX WITHHELD	568	568		
2	ESTIMATED EXCISE PAYMENTS	1,634			

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Chantable Purposes
		311	311	0	0
	Descnption				
1	ADR FEES	20	20		
2	PARTNERSHIP EXPENSES	291	291		

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

		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			2,409,362	2,494,086	2,896,175
1	SEE ATTACHED		2,409,362	2,494,086	2,896,175

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

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

1	COST BASIS ADJUSTMENT	1	91
2	MUTUAL FUND TIMING DIFFERENCE	2	194
3	CTF BOOK TO TAX DIFFERENCE	3	32
4	UNDISTRIBUTED CTF CAPITAL GAIN	4	2,000
5	PARTNERSHIP INCOME ADJUSTMENT	5	2,530
6	Total	6	4,847

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

1	CTF INCOME TIMING DIFFERENCE	1	94
2	PY RETURN OF CAPITAL ADJUSTMENT	2	2,982
3	Total	3	3,076

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

		Date		Amount
1	Credit from prior year return		1	1,249
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment	7/9/2013	3	193
4	Third quarter estimated tax payment	10/9/2013	4	721
5	Fourth quarter estimated tax payment	1/9/2014	5	720
6	Other payments		6	
7	Total		7	2,883

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

										42,468	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	42,468		

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

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	133,269
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	133,269

Account Name: BURGESS, R. & F. T/U/W
EIN: 74-2383505
Tax Year: 01/31/2014

Part XV, Lines 2a-d

Line 2a

WELLS FARGO PHILANTHROPIC SERVICES
1-888-234-1999
GRANTADMINISTRATION@WELLSFARGO.COM

Line 2b

ONLINE GRANT APPLICATION FORM OR ALTERNATIVE ACCESSIBLE APPLICATION DESIGNED FOR ASSISTIVE TECHNOLOGY USERS

Line 2c

MAY 15 AND NOVEMBER 15

Line 2d

LIMITED TO CHARITIES SUPPORTING THE PERFORMING ARTS, LOCATED WITHIN THE CITY AND COUTY OF DENVER, COLORADO, AND TO SPECIFIC CHARITIES NAMED BY THE DONOR