See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

2949129005108 5

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: WILLIAM A. BURTON CHARITABLE TRUST 2212002418

A Employer identification number: 27-6471989

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

Room/suite:

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

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

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

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

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

H Check type of organization: [X] 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) ▶ $ 563,230.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ________ (Part I, column (d) must be on cash basis.)

04

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	1.	1.		STMT 1
4	Dividends and interest from securities	12,524.	16,271.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	7,077.			
b	Gross sales price for all assets on line 6a 363,899.				
7	Capital gain net income (from Part IV, line 2)		7,077.		
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	19,602.	23,349.		
13	Compensation of officers, directors, trustees, etc	9,076.	7,261.		1,815.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	800.	NONE	NONE	800.
c	Other professional fees (attach schedule) STMT 4	1,373.	1,373.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	168.	200.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 6	54.	54.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	11,471.	8,888.	NONE	2,615.
25	Contributions, gifts, grants paid	25,077.			25,077.
26	**Total expenses and disbursements** Add lines 24 and 25	36,548.	8,888.	NONE	27,692.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-16,946.			
b	**Net investment income** (if negative, enter -0-)		14,461.		
c	**Adjusted net income** (if negative, enter -0-)				

Revenue / Operating and Administrative Expenses

ENVELOPE POSTMARK DATE OCT 14 2015

SCANNED OCT 20 2015

FEB 08 2016

JSA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2014)
4E1410 1 000

DDV932 9155 10/02/2015 18:08:46 2212002418 4

G 34

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	27,452.	7,280.	7,280.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 7	229,148.	209,049.	222,749.
	c	Investments - corporate bonds (attach schedule) STMT 17	311,572.	335,071.	333,201.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	568,172.	551,400.	563,230.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	568,172.	551,400.	
	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)	568,172.	551,400.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	568,172.	551,400.	

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	568,172.
2	Enter amount from Part I, line 27a	2	-16,946.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 18	3	174.
4	Add lines 1, 2, and 3	4	551,400.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	551,400.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	363,899.		356,822.	7,077.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				7,077.
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	7,077.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	25,758.	567,169.	0.045415
2012	27,619.	552,724.	0.049969
2011	14,645.	541,293.	0.027056
2010	6,497.	450,490.	0.014422
2009			

2	**Total** of line 1, column (d)	2	0.136862
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	0.034216
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	573,987.
5	Multiply line 4 by line 3	5	19,640.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	145.
7	Add lines 5 and 6	7	19,785.
8	Enter qualifying distributions from Part XII, line 4	8	27,692.

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.

3

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 ▶ [X] and enter 1% of Part I, line 27b	1	145.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	145.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	145.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 . . . . 6a 764.		
b	Exempt foreign organizations - tax withheld at source . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c NONE		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments Add lines 6a through 6d	7	764.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	619.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 148. **Refunded** ▶	11	471.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (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

2

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ REGIONS BANK TRUST DEPT Telephone no. ▶ (251)690-1024			
	Located at ▶ 11 N. WATER STREET, 25TH FLOOR, MOBILE, AL ZIP+4 ▶ 36602			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
			Yes	**No**
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*	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 2014?	4b		X

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☒ Yes ☐ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? STMT. 19 ☒ 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		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		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REGIONS BANK 151 MAJOR REYNOLDS PLACE, KNOXVILLE, TN 37919	TRUSTEE 1	10,449	-0-	-0-

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

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

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

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	582,728.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	582,728.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	582,728.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,741.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	573,987.
6	**Minimum investment return.** Enter 5% of line 5	6	28,699.

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

1	Minimum investment return from Part X, line 6			1	28,699.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	145.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	145.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	28,554.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	28,554.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	28,554.

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	27,692.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	27,692.
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	145.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	27,547.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				28,554.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			25,076.	
b Total for prior years 20 12 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009 ... NONE				
b From 2010 ... NONE				
c From 2011 ... NONE				
d From 2012 ... NONE				
e From 2013 ... NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 27,692.				
a Applied to 2013, but not more than line 2a			25,076.	
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 2014 distributable amount				2,616.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				25,938.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2010 ... NONE				
b Excess from 2011 ... NONE				
c Excess from 2012 ... NONE				
d Excess from 2013 ... NONE				
e Excess from 2014 ... NONE				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
OAKDALE UNITED METHODIST CHURCH ATTN: EDIE PA PO BOX 176 OAKDALE TN 37829	NONE	PC	RELIGIOUS	8,359.
THE BOARD OF PENSIONS OF THE PRESBYTERIAN CHU 2000 MARKET STREET PHILADELPHIA PA 19103	NONE	PC	RELIGIOUS	8,359.
SPRING CITY CEMETERY ATTN: DONNA VAUGHN PO BOX 129 SPRING CITY TN 37381	NONE	NC	CHARITABLE	8,359.
Total . . . . ▶ **3a**				25,077.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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			14	1.	
4 Dividends and interest from securities			14	12,524.	
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	7,077.	
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)				19,602.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 19,602.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Julie S Ehmka | 10/02/2015 | TRUST OFFICER

Signature of officer or trustee | Date | Title

REGIONS BANK, TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

WILLIAM A. BURTON CHARITABLE TRUST 2212002418 27-6471989

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST		1.	1.
	TOTAL	1.	1.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418 27-6471989

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST		12,524	16,271.
	TOTAL	12,524.	16,271.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418 27-6471989

FORM 990PF, PART I - ACCOUNTING FEES

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

WILLIAM A. BURTON CHARITABLE TRUST 2212002418 27-6471989

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEE		1,373.	1,373.
	TOTALS	1,373.	1,373.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418 27-6471989

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	168.	168.
FOREIGN TAXES ON QUALIFIED FOR		5.
FOREIGN TAXES ON NONQUALIFIED		27.
TOTALS	168.	200.

WILLIAM A BURTON CHARITABLE TRUST 2212002418 27-6471989

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NONALLOCABLE EXPENSES -	54.	54.
TOTALS	54.	54

WILLIAM A. BURTON CHARITABLE TRUST 2212002418 27-6471989

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
VIRTUS EMERGING MKTS OPP-I	8,679.		
ABBOTT LABS	1,320.	1,314.	1,576.
AIR METHODS CORP	262.	175.	176
AKAMAI TECH. INC	224.	224.	315.
AMERICAN CAMPUS COMMUNITIES	381.	496.	579.
AMPHENOL CORP CL A	1,536.	1,293.	1,722.
ANSYS INC	1,500.	1,500.	1,394
APPLE INC	2,093.	1,495.	2,208.
APTARGROUP INC	388.	388.	401.
BLACKBAUD INC	393.		
CLECO CORP NEW	553.	553.	654.
CVS/CAREMARK CORP	1,754.	1,190.	1,830.
CARDTRONICS INC	391.	195.	193.
CEPHEID INC	328.	205.	271.
CHEFS' WAREHOUSE HOLDINGS, INC	421.		
CHEVRON CORP	1,188.		
COCA-COLA ENTERPRISES INC	628		
COGNIZANT TECH. SOL CL A	961.	1,183.	1,422.
COMCAST CORP SPECIAL CL A	1,305.	1,119.	1,382.
COMPASS MINERALS INTERNATION	373.	373.	434.
CORPORATE EXECUTIVE BRD CO	364.	364.	363.
COSTCO WHOLESALE CORP	1,545.	1,307.	1,559.
COVANCE INC	1,346.	807.	935.
CUBIST PHARMACEUTICALS INC	499.	499	805.
DANAHER CORP DEL	2,743.	2,837.	3,343.
DAVITA HEALTHCARE PARTNERS INC	1,349.	1,349.	1,818.
DEVRY EDUCATION GROUP INC	289.	289.	380.
WALT DISNEY CO	759.		
DONALDSON INC	280.	280.	270.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418 27-6471989

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DRIL-QUIP INC	589.	589.	384.
ECOLAB INC	1,708.	1,708.	1,672.
EXPONET INC	380.	380.	413.
EXPRESS SCRIPTS HOLDING CO	3,197.	2,950.	3,895.
EXXON MOBIL CORP	1,986.	808.	832.
FMC TECHNOLOGIES INC	1,573.	1,831.	1,686.
F5 NETWORKS INC	409.	409.	652.
FIDELITY NATIONAL INFORMATION	490.	861.	1,057.
FIRST REPUBLIC BANK	564.	410.	417.
FLUOR CORP	2,279.		
FOSSIL GROUP INC	1,274.	892.	775.
FRANKLIN RESOURCES	920.	1,634.	1,661.
GARTNER INC	533.	296.	421.
GENERAL MILLS INC	1,462.	1,460.	1,547.
GILEAD SCIENCES INC	1,519.	1,587.	2,074.
GLACIER BANCORP, INC.	413.	413	417.
GOLDMAN SACHS GROUP INC	1,624.	974.	1,163.
GOOGLE INC CL A	5,169.	1,553.	1,592
GREENHILL & CO INC	257.	257.	218.
GROUP 1 AUTOMOTIVE INC	321.	321.	448.
GULFPORT ENERGY CORP	648.		
HARMAN INTL INDS INC	410.	410.	534.
HEARTLAND EXPRESS INC	216.	216.	405.
HIBBETT SPORTS INC	350.	350.	291.
HONEYWELL INTERNATIONAL INC	1,394.	1,394	1,599.
ICU MEDICAL INC	313.		
IBERIABANK CORP	292.	292	324.
INTERNATIONAL BUSINESS MACHINE	900.	540.	481.
INTUITIVE SURGICAL INC	2,228.	1,481.	2,116.

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
J P MORGAN CHASE & CO	2,834.	2,673.	3,192.
JACOBS ENGR GROUP DEL	304	304	223.
JOHNSON & JOHNSON	1,851.	1,908	2,091.
JOHNSON CTLS INC	783.	1,143.	1,209.
KIRBY CORP	535.	535.	484.
LAUDER ESTEE COS INC CL A	1,833	1,830.	1,981.
LIFETIME FITNESS INC	273.		
LINCOLN ELEC HOLDGS INC	350.	350.	345.
LOCKHEED MARTIN CORP	2,147.	537	770.
LORILLARD INC	1,741	717.	881.
MANNING & NAPIER INC	335.		
MARKETAXESS HOLDINGS INC	524.	524.	574.
MCDONALDS CORP	483.	988	937.
MEAD JOHNSON NUTRITION COMPANY	2,055.	1,790.	2,111.
MEDNAX INC	544.	436.	529.
METLIFE INC	1,517.	1,494.	1,677.
MICROCHIP TECHNOLOGY INC	346.	346	361.
MID-AMER APT CMNTYS INC REIT	333.	333	373.
MIDDLEBY CORP	458.	458.	595.
MOBILE MINI INC	255.	255.	284.
NASDAQ OMX GROUP INC	604.	895	1,103.
NATIONAL HEALTH INVS INC REIT	312.	312.	350.
NATURAL GROCERS BY VITAMIN COT	240.	240.	169.
NETAPP INC	1,208.		
NEWELL RUBBERMAID INC	388.	483	609.
NATIONAL INSTRS CORP	917.	885.	902.
NORDSON CORP	370.	370.	390.
OCCIENTAL PETE CORP	962.	743.	645.
ORACLE CORPORATION	1,181.	574.	764.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418 27-6471989

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PPG INDS INC	366.	210.	231.
PFIZER INC	2,562.	1,409	1,433.
PHILIP MORRIS INTERNATIONAL IN	1,700.	2,275.	2,118.
PIER 1 IMPORTS INC	209.	318.	246.
POWER INTEGRATIONS INC	288.	288.	259.
PRICESMART INC	569.	569.	456.
PROASSURANCE CORP	458.	458.	452.
PROTO LABS INC	419.	419.	336.
PRUDENTIAL FINANCIAL INC	897.	652.	724.
QEP RESOURCES INC	364.	364.	222.
QUALCOMM INC	2,156.	1,947.	2,081.
QUESTAR CORP	404.	404.	430.
RPM INTERNATIONAL INC RPM INC	659.	659.	862.
RBC BEARINGS INC.	346.	346.	323.
RESMED INC	412.		
ROPER INDS INC NEW	1,532.		
RYLAND GROUP INC	443.	443.	424.
SVB FINANCIAL GROUP	575.	383.	464.
ST JUDE MED INC	574.	737.	715.
SALESFORCE.COM INC	1,504.	1,504.	1,661.
SCHLUMBERGER LTD	1,126.	2,738	2,477.
CHARLES SCHWAB CORP NEW	1,925.	2,021	2,506.
SIGNATURE BANK	719.	513.	630.
SOLERA HOLDINGS INC	339.	339.	307.
SOUTHERN COPPER CORPORATION	392.		
STARBUCKS CORP	2,192.	2,192.	2,215.
STATE STREET CORP	703	703.	785.
STEPAN COMPANY	295.	295.	200.
STERICYCLE INC	1,749.	1,984.	2,228.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418 27-6471989

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
STERIS CORP	363.	363.	519.
SUPERIOR ENERGY SVCS INC	297.	297.	222.
TARGET CORP	973.	973.	1,139.
THERMO FISHER SCIENTIFIC, INC.	1,277.		
3M CO	1,008.	504.	657.
TORO CO	414.	414.	447.
TRACTOR SUPPLY CO	500.	357.	394.
TRAVELERS COMPANIES, INC.	1,470.	1,843.	2,223.
TUPPERWARE BRANDS COPPER	450.	450.	315.
TYLER TECHNOLOGIES INC	676.	483.	547.
UMPQUA HOLDINGS CORP	228.		
UNITED PARCEL SERVICE INC CL B	1,084.	1,084.	1,223.
UNITED TECHNOLOGIES CORP	1,386.	1,710.	1,840.
URBAN OUTFITTERS INC	267.	326.	316.
VERIZON COMMUNICATIONS	1,383.	2,078.	1,965.
VISA INC CLASS A	2,398.	1,999.	2,622.
WABTEC	459.	459.	608.
WADDELL & REED FINANCIAL INC	435.		
WATERS CORP	510.	510.	564.
WELLS FARGO & CO	2,743.	2,488	3,125.
WHOLE FOODS MKT INC	2,025.	2,657	2,471.
ZEBRA TECHNOLOGIES CORP CL A	389.	146.	232.
ABB LTD SPON	983.		
ADUDAS AG	1,020.		
ASTELLAS PHARMA INC UNSP	480.	407.	506.
AUSTRALIA & NEW ZEALAND BKG	449.	745.	630.
BHP BILLITON PLC	1,482.	1,174.	817.
BP PLC SPONSORED	651.	802.	648.
BNP PARIBAS SPONSORED	520.	400.	328.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418 27-6471989

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BANCO BRADESCO	515.	486.	455.
BANCO SANTANDER S.A	656.	568.	533.
BANK OF CHINA LTD	647.	1,088.	1,296.
BARCLAYS PLC SPONS	511.		
BAYER A G SPONSORED	988.	865.	957.
BAYERISHE MOTOREN WERKE BMW	673.	561.	543.
BRITISH AMERN TOB PLC	986.	877.	863.
CANADIAN PACIFIC RAILWAY LTD	1,151.	1,358.	1,734.
COMPASS GROUP PLC SPON	877.		
CREDIT SUISSE GROUP	651.	496.	401.
DEUTSCHE TELEKOM AG SPON	553.	458.	465.
DEUTSCHE POST AG	704.		
DIAGEO PLC SPONSORED	759.	759.	685.
DR REDDYS LABS LTD	320.		
ENI S P A EACH ADR	452.		
ENAGAS UNSPON ADR	504.		
FRESENIUS MED CARE AG & CO	561.		
GRUPO FINANCIERO BANORTE SPON	610.	610	523.
HSBC HOLDINGS PLC SPONS	551.		
HUTCHISON WHAMPOA LTD UNSP	1,288.	1,187.	1,082.
IND & COMM BK OF CHINA UNSP	377.		
INFOSYS LTD SPON	266.	477.	566.
ING GROEP N V SPONSORED ADR	566.	450.	454.
ITOCHU CORP UNSPON ADR	904	593.	539.
KOC HOLDING AS UNSPON ADR	552.	366.	398.
KOREA ELECTRIC POWER CORP	678.	319.	465.
LVMH MOET HENNESSY LV	842.	727.	608.
LENOVO GROUP LTD ADR	1,267.	481.	579.
MAGNA INT'L INC CL A	681.	793.	978.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418 27-6471989

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
METHANEX CORP	643.	702.	550.
MITSUBISHI UF J FINL GRP	784.	362.	337.
NESTLE SA SPONS	1,508.	1,006.	1,028.
NETEASE, INC. ADR	476.	204.	297.
NIPPON TELEG & TEL CORP SPONS	954.		
NISSAN MOTOR CO LTD SPONS	372.	847.	829.
LUKOIL SPONSORED ADR	1,047.	720.	408.
PTT EXPLOATION & PR SP ADR	308.		
PRUDENTIAL PLC ADR	780.	657.	739.
RITCHIE BROS AUCTIONEERS INC	296.	296.	403.
ROCHE HOLDINGS LTD SPONS	1,110.	902.	883.
ROLLS-ROYCE HOLDINGS PLC	738.	729.	543.
ROYAL BANK OF CANADA	1,010	538.	553.
SK TELECOM LTD SPONS ADR	815.	692	756.
SAMPO OYJ A SHS UNSP	662.	567.	564.
SANOFI	1,109.		
SAP AG ONE ADR	703.		
SEVEN & I HOLDINGS CO LTD	1,100.	660.	654.
SINGAPORE TELECOMMUNICATIONS	456.		
SOCIETE GENERALE FRANCE SPONS	604.	511.	381.
STATOIL ASA SPON	707.	797.	581.
SUBSEA 7 SA SPON	466.	339.	163.
SWEDBANK AB	520.	442.	425.
SWISS RE LTD SPONS	525.		
TAIWAN SEMICONDUCTOR MFG	798.	352.	425.
TECHTRONIC INDUSTRIES CO	682.	595.	774.
TELENOR ASA ADS	732.	732.	606.
TENARIS SA-ADR	421.		
TENCENT HOLDINGS LTD	766.	372.	493.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418 27-6471989

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TOKIO MARINE HOLDINGS	484.	376.	394.
TOYOTA MOTOR CORP SPON	1,168.		
UNICHARM CORPORATION	719.		
UNITED OVERSEAS BK LTD	337.	373	407.
VODAFONE GROUP PLC SP	628.		
THE WEIR GROUP PLC UNSP	490.		
ACCENTURE PLC SEDOL	2,885.	2,219.	2,679.
COVIDIEN PLC	902.		
DELPHI AUTOMOTIVE PLC	746.	976.	1,164.
GENPACT LIMITED	599.	1,066	1,212.
ACE LTD	957.	957.	1,149.
TYCO INTERNATIONAL LTD	915.		
UBS AG-NEW	502.		
CORE LABORATORIES N V	1,886.	1,886.	1,203.
ISHARES CORE S&P SMALL	29,598.	17,386.	19,162.
ARTISAN PARTNERS ASSET MGMT		396.	354.
BRISTOL MYERS SQUIBB CO		1,121.	1,122.
COGNEX CORP		289.	289.
COLFAX CORP		364.	361.
COSTAR GROUP INC		478.	551.
CROWN HOLDINGS INC		578.	611.
DISCOVERY COMMUNICATIONS - A		701.	620.
DISCOVERY OCMMUNICATIONS - C		1,116.	978.
DORMAN PRODUCTS, INC.		268.	241.
EOG RES INC		950.	921.
FASTENAL CO		1,594.	1,617.
GOOGLE INC CL C - W/I		1,549.	1,579.
ILLINOIS TOOL WORKS INC		995.	1,136.
MERCK & CO. INC. NEW		1,892.	1,817

WILLIAM A. BURTON CHARITABLE TRUST 2212002418 27-6471989

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NETSUITE INC		527.	655.
ROSETTA RES INC		352.	156.
SS& C TECHNOLOGIES HLDGS, INC.		394.	526.
TEXAS CAPITAL BANCSHARES INC		296.	272.
TEXAS INSTRUMENTS INC		798.	962.
THERMO FISHER SCIENTIFIC, INC		687.	877.
TIME WARNER INC		1,303.	1,538.
TRIPADVISOR INC. - W/I		505.	523.
US BANCORP DEL		362.	360.
WEST PHARMACEUTICAL SERVICES		285.	373.
BANCO LATINO AMERICANO DE COM		399.	361.
ARYZTA AG -UNSPON ADR		880.	732.
ASAHI CHEM INDUS		432.	516.
BASF SE SPONSORED ADR		544.	423.
CANADIAN NATIONAL RAILWAY		588.	551.
CARLSBERG A/S - B - SPON ADR		433.	311.
EMBRAER SA - ADR		386	405
HITACHI LTD SPON ADR		488.	451
IMPERIAL TOBACCO GROUP PLC ADR		587.	619.
INTESA SANPAOLO SPON ADR		378.	334.
KASIKORNBANK PUBLIC CO LMTD UN		285.	306
L.G DISPLAY COMPANY LTD ADR		526.	485
MICHELIN (CGDE) - UNSPON ADR		729.	601.
NOMURA HLDGS INC ADR		297.	232.
ORIX CORP		579.	438.
PT BANK RAKYAT INDONESIA - UN		265.	282.
PT BANK MANDIRI UNSPON ADR		269.	270.
PT ASTRA INTL TBK - UNSP ADR		304	300.
PANDORA A/S - ADR		438.	533.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418 27-6471989

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PETROLEO BRASILEIRO SA ADR		761.	358.
RICOH COMPANY, LTD ADR		531.	461.
SANLAM LIMITED SPON ADR		474	484.
SAP SE ONE ADR REPRS		1,013.	905.
SASOL LTD -SPON ADR		242.	190.
SEGA SAMMY HOLDINGS INC.		398.	224.
SEKISUI HOUSE SPONS - ADR		442.	410.
SMITH & NEPHEW P L C		663.	808.
SODEXHO - SPONSORED ADR		656.	590.
SOFTBANK CORP- UNSPON ADR		334.	271.
TATA MOTORS LTD SPON ADR		282.	296.
TECHNIP-COFLEXIP ADR		538.	344.
TENAGA NASIONAL SPON ADR		473.	474.
VALEANT PHARMACEUTICALS INTL		744.	859.
WUXI PHARMTECH INC - ADR		297.	303.
EATON CORP PLC		836.	816.
HOLLYSYS AUTOMATION TECH LTD		429.	513.
VIRTUS EMERGING MARKETS OPP-I		10,136.	10,172.
TOTALS	229,148.	209,049.	222,749.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418 27-6471989

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
IVY HIGH INCOME FD CL-I		17,472.		
PIMCO TOTAL RETURN II #153		155,063.		
TCW CORE FIXED INC FD		102,755.	33,143.	34,241.
TEMPLETON GLOBAL BD FD ADV		36,282.	36,282.	33,616.
FIDELITY INVST GRADE BD			106,784.	107,811
JOHN HANCOCK FUNDS III			17,446.	16,367.
JPMORGAN CORE BOND FUND CL S			106,839.	107,617.
PIMCO FOREIGN BOND #103			34,577.	33,549.
	TOTALS	311,572.	335,071.	333,201.

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

DESCRIPTION		AMOUNT
ROUNDING		9.
LATE SALE		165.
	TOTAL	174.

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

NAME:
SPRING CITY CEMETERY ASSOCIATION
ADDRESS:
P.O. BOX 129
SPRING CITY, TN 37381
GRANT DATE: 12/15/2014
GRANT AMOUNT .... 8,359.
GRANT PURPOSE:
CEMETERY GROUND MAINTENANCE, AND TREE TRIMMING AND REMOVAL
ANY DIVERSION BY GRANTEE:
NONE
DATES OF REPORTS BY GRANTEE:
05/16/2015
DATE OF VERIFICATION: 10/02/2015
RESULTS OF VERIFICATION:
FOUND NO ISSUES

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

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	570,938.		
FEBRUARY	581,615.		
MARCH	580,504.		
APRIL	580,039.		
MAY	584,385.		
JUNE	590,955.		
JULY	584,392.		
AUGUST	593,073.		
SEPTEMBER	580,585.		
OCTOBER	589,507.		
NOVEMBER	593,519.		
DECEMBER	563,224.		
TOTAL	6,992,736.		
AVERAGE FMV	582,728.		