CHANGE OF ACCOUNTING PERIOD

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 Oct 1 , 2014, and ending Dec 31 , 2014

Name of foundation: NATHAN B. & FLORENCE R. BURT FOUNDATION

A Employer identification number: 84-0972203

Number and street (or P O box number if mail is not delivered to street address): C/O HARRY L. ARKIN, 1660 LINCOLN STREET — Room/suite: 3150

B Telephone number (see instructions): (303) 863-8400

City or town, state or province, country, and ZIP or foreign postal code: DENVER CO 80264

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

D 1 Foreign organizations, check here ► [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ► [ ]

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 4,342,145.

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

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	Ck ► [X] if the foundn is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	5,746.	5,747.		
	4	Dividends and interest from securities	18,786.	18,786.		
	5a	Gross rents	7,132.	7,132.		
	b	Net rental income or (loss) 7,132.				
	6a	Net gain or (loss) from sale of assets not on line 10	2,255.			
	b	Gross sales price for all assets on line 6a 2,255.				
	7	Capital gain net income (from Part IV, line 2)		2,255.		
	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	33,919.	33,920.		
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	6,900.	3,105.		3,795.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch)				
	c	Other prof fees (attach sch) L-16c Stmt	6,651.	6,651.		
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Line 18 Stmt	553.	243.		297.
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,395.	209.		1,186.
	22	Printing and publications				
	23	Other expenses (attach schedule) See Line 23 Stmt	155.	88.		67.
	24	**Total operating and administrative expenses** Add lines 13 through 23	15,654.	10,296.		5,345.
	25	Contributions, gifts, grants paid	78,125.			78,125.
	26	**Total expenses and disbursements.** Add lines 24 and 25	93,779.	10,296.		83,470.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-59,860.			
	b	**Net investment income** (if negative, enter -0-)		23,624.		
	c	**Adjusted net income** (if negative, enter -0-)				

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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			
2	Savings and temporary cash investments	1,290,755.	1,238,013.	1,448,409.
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 sch) ►			
	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) L-10a. Stmt	100,000.	100,000.	103,155.
b	Investments — corporate stock (attach schedule) L-10b. Stmt	873,035.	945,052.	1,810,535.
c	Investments — corporate bonds (attach schedule)			
11	Investments — land, buildings, and equipment: basis ► 67,500.			
	Less accumulated depreciation (attach schedule) L-11. Stmt ► 25,174.	42,326.	42,326.	520,000.
12	Investments — mortgage loans			
13	Investments — other (attach schedule) L-13 Stmt	567,590.	490,967.	460,046.
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)	2,873,706.	2,816,358.	4,342,145.
Liabilities				
17	Accounts payable and accrued expenses	1,088.	1,100.	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, & other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	**Total liabilities** (add lines 17 through 22)	1,088.	1,100.	
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 ► X and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	2,200,225.	2,200,225.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund	42,326.	42,326.	
29	Retained earnings, accumulated income, endowment, or other funds	630,067.	572,707.	
30	**Total net assets or fund balances** (see instructions)	2,872,618.	2,815,258.	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,873,706.	2,816,358.	

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	2,872,618.
2	Enter amount from Part I, line 27a	2	-59,860.
3	Other increases not included in line 2 (itemize) ► Refund of unused grant	3	2,500.
4	Add lines 1, 2, and 3	4	2,815,258.
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	2,815,258.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	1,000 SH KINDER MORGAN EP LLP, EXCHANGE FOR KINDER MORGAN INC.	P	05/25/12	11/26/14
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	2,255.	0.	0.	2,255.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				2,255.
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	2,255.
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 (column (b) divided by column (c))
2013	238,578.	4,303,367.	0.055440
2012	189,699.	4,239,783.	0.044743
2011	177,908.	4,124,595.	0.043133
2010	193,167.	4,132,448.	0.046744
2009	180,881.	3,991,197.	0.045320

2	**Total** of line 1, column (d) . . .	2	0.235380
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	0.047076
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 . . .	4	4,281,972.
5	Multiply line 4 by line 3 . . .	5	201,578.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	236.
7	Add lines 5 and 6 . . .	7	201,814.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	83,470.

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)

1 a 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 instrs) **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		1	472.
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	472.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	472.
6 Credits/Payments.			
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6a 600.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	600.
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	128.
11 Enter the amount of line 10 to be **Credited to 2015 estimated tax** ► 128.	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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
4 a 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, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CO - Colorado			
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

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 ► WWW.BURTFOUNDATION.ORG			
14	The books are in care of ► HARRY L. ARKIN Telephone no ► (303) 863-8400			
	Located at ► 1660 LINCOLN ST. STE 3150 DENVER CO ZIP + 4 ► 80264			
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			
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
1 a	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)?	1 b		
	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?	1 c		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 ► 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)	2 b		
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__ .			
3 a	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)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

5 a 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)? **5 b**

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6 a 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? **6 b** No: X

If 'Yes' to 6b, file Form 8870

7 a 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? **7 b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HARRY L. ARKIN 1660 LINCOLN ST STE 3150 DENVER CO 80264	PRESIDENT 10.00	6,900.	0.	0.
MARGARET FOMER, PHD 1660 LINCOLN ST STE 3150 DENVER CO 80264	DIRECTOR 1.00	0.	0.	0.
NATALIE MEYER 1660 LINCOLN ST STE 3150 DENVER CO 80264	SECRETARY 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	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				

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		
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	
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	
2	
All other program-related investments. See instructions 3	
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	2,344,631.
b	Average of monthly cash balances	1b	1,482,549.
c	Fair market value of all other assets (see instructions)	1c	520,000.
d	**Total** (add lines 1a, b, and c)	1d	4,347,180.
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	4,347,180.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	65,208.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,281,972.
6	**Minimum investment return.** Enter 5% of line 5	6	53,965.

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	53,965.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	472.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	472.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	53,493.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	53,493.
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	53,493.

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	83,470.
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	83,470.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	83,470.

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				53,493.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			54,619.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2014				
a From 2009 ... 0.				
b From 2010 ... 0.				
c From 2011 ... 0.				
d From 2012 ... 0.				
e From 2013 ... 0.				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4 ► $ 83,470.				
a Applied to 2013, but not more than line 2a			54,619.	
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 2014 distributable amount				28,851.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 *(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		0.		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				24,642.
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2010 ... 0.				
b Excess from 2011 ... 0.				
c Excess from 2012 ... 0.				
d Excess from 2013 ... 0.				
e Excess from 2014 ... 0.				

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

1 a 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			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a 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).)

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:

Harry L. Arkin
1660 Lincoln Street, Suite 3150
Denver CO 80264 (303) 836-8400

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

Applications must be submitted in a prescribed format determined by the Foundation. Please visit www.burtfoundation.org to download the most recent grant materials and application form.

c Any submission deadlines:

The Foundation accepts grant applications and approves grants twice a year.

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

None

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*				
Denver Santa Claus Shop PO Box 102104 Denver, CO 80250		Public	General Assistance	1,000.
Four Mile Historic Park 715 S. Forest St. Denver, CO 80246		Public	General Assistance	3,075.
The Childrens Museum of Denver 2121 Childrens Museum Dr. Denver, CO 80211		Public	General Assistance	2,500.
Aurora-Arapahoe Battered Women P.O Box 914 Aurora CO 80402		Public	General Assistance	2,500.
Bernie E. Goodwin After School 12400 Hoffman Blvd. Aurora CO 80011		Public	General Assistance	2,500.
Pikes Peak Region Childrens 701 S. Cascade Ave. Colorado Springs CO 80903		Public	General Assistance	2,000.
Colorado Friendship 1067 Hover Rd. #116 Longmont CO 80120		Public	General Assistance	2,500.
The Conflict Center 4140 Tejon St. Denver, CO 80211		Public	General Assistance	3,000.
The Delores Project P.O. Box 1406 Denver, CO 80201		Public	General Assistance	2,500.
See Line 3a statement				56,550.
Total ▶ **3a**				78,125.
***b** Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5,746.	
4 Dividends and interest from securities			14	18,786.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property			16	7,132.	
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	2,255.	
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)				33,919.	
13 Total. Add line 12, columns (b), (d), and (e) 13					33,919.

(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.)

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

2 a 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

Signature of officer or trustee: [signature] Date: 11/06/15 Title: Treasurer

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 ► Non-Paid Preparer Firm's EIN ►

Firm's address ► Phone no.

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
PAYROLL TAXES	540.	243.		297.
PENALTIES	13.			
Total	553.	243.		297.

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BANK CHARGES	10.	8.		2.
TELEPHONE	145.	80.		65.
Total	155.	88.		67.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person . . [X] Business . [ ] GREGORY W. DICKSON 1660 LINCOLN ST STE 3150 DENVER CO 80264	TREASURER 2.00	0.	0.	0.
Person . . [X] Business . [ ] JOHN C. BAKER 1660 LINCOLN ST STE 3150 DENVER CO 80264	VICE PRES 2.00	0.	0.	0.
Person . . [X] Business . [ ] BRUCE JAFEK, M.D. 1660 LINCOLN ST STE 3150 DENVER CO 80264	DIRECTOR 1.00	0.	0.	0.
Person . . [X] Business . [ ] HARRISON F. HAYES, M.D. 1660 LINCOLN ST STE 3150 DENVER CO 80264	DIRECTOR 1.00	0.	0.	0.
Person . . [X] Business . [ ] ROSMINA GARCIA 1660 LINCOLN ST STE 3150 DENVER CO 80264	DIRECTOR 1.00	0.	0.	0.
Total		0.	0.	0.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

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	Person or Business Checkbox / Amount
***a** Paid during the year*				
Elderhaus Adult Day Program 605 S. Shields St. Fort Collins, CO 80521		Public	General Assistance	Person or [ ] Business [X] 3,000.
Families First Inc. 2163 S. Yosemite St. Denver, CO 80231		Public	General Assistance	Person or [ ] Business [X] 2,500.
Family and Community Ed and Su xxxxx xxxx CO 80000		Public	General Assistance	Person or [ ] Business [X] 2,500.
The Inn Between of Longmont In 250 Kimbark St. Longmont, CO 80501		Public	General Assistance	Person or [ ] Business [X] 2,500.
Longs Peak Council Inc Boy Scout xxxxx xxxx CO 00000		Public	General Assistance	Person or [ ] Business [X] 2,300.
Metro Carering P.O. Box 300459 Denver, CO 80203		Public	General Assistance	Person or [ ] Business [X] 2,500.
Molly Brown House Museum History 1340 Pennsylvania St. Denver, CO 80203		Public	General Assistance	Person or [ ] Business [X] 1,000.
Montrose City Senior Citizens 200 Alfred St. Montrose, MI 48457		Public	General Assistance	Person or [ ] Business [X] 2,500.
Partners In Housing 455 Gold Pass Heights Colorado Springs, CO 80906		Public	General Assistance	Person or [ ] Business [X] 2,000.
Pueblo Child Advocacy Cntr. 301 W. 13th St. Pueblo, CO 81003		Public	General Assistance	Person or [ ] Business [X] 1,050.
Reach Out + Read Colorado 4380 S. Syracuse St., Ste 520 Denver, CO 80237		Public	General Assistance	Person or [ ] Business [X] 2,500.
Restoration Outreach Programs P.O. Box 632 Aurora, CO 80040		Public	General Assistance	Person or [ ] Business [X] 2,500.
Samaritan Center of the Rockie 90 Lariat Loop Edwards, CO 80632		Public	General Assistance	Person or [ ] Business [X] 2,500.
Save Our Youth 3443 W. 23rd Ave. Denver, CO 80211		Public	General Assistance	Person or [ ] Business [X] 2,500.
Whiz Kids Tutoring 5500 E. Yale Ave. Denver, CO 80222		Public	General Assistance	Person or [ ] Business [X] 2,500.

Form 990-PF, Page 11, Part XV, line 3a Continued
Line 3a statement

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	Person or Business Checkbox / Amount
a Paid during the year				
Maria Droste Service of Colorado 1355 S. Colorado Blvd #100 Denver, CO 80222		Public	General Assistance	Person or Business X 2,500.
Rocky Mountain Children Health Foundation 2055 High St. Ste 240 Denver, CO 80205		Public	General Assistance	Person or Business X 2,250.
Adams CO Emergency Food Bank 7111E. 56th Ave. Commerce City CO 80022		Public	General Assistance	Person or Business X 2,500.
East High Angel Foundation P.O. Box 201404 Denver, CO 80220		Public	General Assistance	Person or Business X 2,500.
Families of Homicide Victims 1866 S. Newton St. Denver, CO 80219		Public	General Assistance	Person or Business X 2,500.
Shining Stars Foundation 1660 Lincoln St. Denver, CO 80264		Public	General Assistance	Person or Business X 2,450.
Colorado Symphony 999 18th St. #2055 Denver, CO 80202		Public	General Assistance	Person or Business X 2,000.
Victim Offender Reconciliation 430 W. 9th Ave. Denver, CO 80204		Public	General Assistance	Person or Business X 2,500.
Crohn's & Colitis Foundation 1805 South Bellaire Street #285 Denver CO 80222		Public	General Assistance	Person or Business X 3,000.
Total				56,550.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HARRY L. ARKIN	INVSTMT MNGMNT	6,651.	6,651.		
Total		6,651.	6,651.		

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	End of Year State and Local Obligations FMV	End of Year US Government Obligations Book Value	End of Year US Government Obligations FMV
GECC Internotes			100,000.	103,155.
Total			100,000.	103,155.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
Boeing CO	48,658.	129,980.
Eli Lilly & CO	12,463.	68,990.
Verizon Communications	131,188.	190,395.
Chevrontexaco Corp	33,412.	172,757.
HCP, Inc	10,871.	34,343.
Conagra	19,204.	29,024.
Fortune Brands	4,361.	45,270.
Motorola Solutions	10,293.	11,471.
Xcel Energy	10,958.	16,703.
Intel Corp	83,294.	145,160.
Alliant Energy	4,592.	53,003.
Glaxo Welcome	56,129.	42,740.
Conoco Phillips	73,179.	55,248.
BP Pl Spons ADR	40,469.	38,120.
McDonalds	23,053.	93,700.
Dean Foods	15,974.	19,380.
Allstate Corp	55,175.	70,250.
JP Morgan Chase	41,883.	62,580.
Centurylink	57,288.	46,071.
ACCO Brands (Unit Corp)	7,248.	136,400.
Medtronic	25,423.	36,100.
Berkshire Hathaway	36,693.	75,075.
Frontier Communication	8,118.	6,510.
Bristol Myers Squib	16,878.	29,515.
Merck & CO New	17,988.	28,395.
Whitewave Foods Corp	17,740.	43,283.
Phillips 66	4,625.	28,680.
Zoetis Inc.	5,878.	8,606.
Kinder Morgan, Inc.	72,017.	92,786.
Total	945,052.	1,810,535.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
Western Asset Glbl Strat Inc A	316,085.	316,993.
Western Asset Adj Rate Inc Cl	162,028.	130,199.
Western Asset Govt MM FD A	12,854.	12,854.
Total	490,967.	460,046.

Form 990-PF, Page 2, Part II, Line 11
L-11 Stmt

Line 11b - Description of Investments Land, Buildings and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
LAND - 3100 SO BROADWAY, ENGLEWOOD	42,326.	0.	42,326.
BUILDING - 3100 SO BROADWAY	25,174.	25,174.	0.
Total	67,500.	25,174.	42,326.

Supporting Statement of:

Form 990-PF, p2/Line 2(a)

Description	Amount
Cash - Salomon Smith Barney	226,290.
Cash - Crews	116,961.
Cash - Crews Brokerage	11,388.
UMB Bk - Money Market	3,016.
Wells Fargo Money Market	51,306.
CD - Colorado State Bank	100,000.
CD - American Nat. Bank	100,049.
CD - American Express Bk	100,621.
CD - BMW Bk North America	50,041.
CD - Tennessee Valley Auth.	81,281.
CD - Discover Bank	50,000.
CD - Goldman Sachs Bk	100,000.
CD - GE Capital Bank	75,000.
CD - Goldman Sachs Bank	75,000.
CD - BMW BK of N. America	49,802.
CD - GE Capital Bk	50,000.
CD - Amer Express Centurion	50,000.
Total	1,290,755.

Supporting Statement of:

Form 990-PF, p2/Line 10a(a)

Description	Amount
GECC Internotes	100,000.
Total	100,000.

Supporting Statement of:

Form 990-PF, p2/Line 10b(a)

Description	Amount
Boeing CO	48,658.
Eli Lilly & CO	12,463.
Verizon Communications	131,188.
Chevrontexaco Corp	33,412.
HCP, Inc.	10,871.
Conagra	19,204.
Fortune Brands, Inc.	4,361.
Motorola Solutions	10,293.
Xcel Energy	10,958.
Intel Corp	83,294.
Alliant Energy	4,592.

Continued

Supporting Statement of:

Form 990-PF, p2/Line 10b(a)

Description	Amount
Glaxo Welcome Plc	56,129.
Conoco Phillips	73,179.
BP Plc Spons ADR	40,469.
McDonalds	23,053.
Dean Foods	15,974.
Allstate Corp	55,175.
JP Morgan Chase	41,883.
Centurylink	57,288.
ACCO Brands (Unit Corp)	7,248.
Medtronic Inc.	25,423.
Berkshire Hathaway	36,693.
Frontier Communications	8,118.
Bristol Myers Squib	16,878.
Merck & CO New	17,988.
Whitewave Foods Corp	17,740.
Phillips 66	4,625.
Zoetis, Inc.	5,878.
Total	873,035.

Supporting Statement of:

Form 990-PF, p2/Line 13(a)

Description	Amount
Western Asset Glbl Strat Inc A	316,003.
Western Asset Adj Rate Inc. C1	158,196.
Western Asset Govt MM FD A	12,854.
Kinder Morgan Energy Partner	80,537.
Total	567,590.

Supporting Statement of:

Form 990-PF, p2/Line 2(b)

Description	Amount
Cash - Salomon Smith Barney	170,478.
Cash - Crews	170,665.
Cash - Crews Brokerage	12,571.
UMB Bk - Money Market	1,218.
Wells Fargo Money Market	51,307.
CD - Colorado State Bank	100,000.
CD - American Express Bk	100,621.
CD - AMEX Centurion 1050	100,029.

Continued

Supporting Statement of:

Form 990-PF, p2/Line 2(b)

Description	Amount
CD - BMW Bk North America	50,041.
CD - Tennessee Valley Auth	81,281.
CD - Discover Bank	50,000.
CD - Goldman Sachs Bk	100,000.
CD - GE Capital Bank	75,000.
CD - Goldman Sachs Bank	75,000.
CD - BMW Bk of N. America	49,802.
CD - GE Capital Bk	50,000.
Total	1,238,013.

Supporting Statement of:

Form 990-PF, p2/Line 2(c)

Description	Amount
Cash - Salomon Smith Barney	170,478.
Cash - Crews	170,665.
Cash - Crews Brokerage	12,571.
UMB Bk - Money Market	1,218.
Wells Fargo Money Market	51,307.
CD - Colorado State Bank	100,000.
CD - American National BK	100,049.
CD - AMEX Centurion	99,652.
CD - BMW BK North America	50,191.
CD - Tennessee Valley Auth	98,711.
CD - Discover Bank	49,552.
CD - Goldman Sachs Bk	99,129.
CD - GE Capital Bank	75,371.
CD - Goldman Sachs Bank	74,874.
CD - BMW Bk of N. America	49,559.
CD - GE Capital Bk	49,878.
CD - American Express Bank	100,071.
CD - Barkley Bank	95,133.
Total	1,448,409.