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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning 2/1/2015 **, and ending** 1/31/2016

Name of foundation: BURGESS, R. F. T U W	A Employer identification number: 74-2383505
Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041 — Room/suite:	B Telephone number (see instructions): (888) 730-4933
City or town: Winston Salem — State: NC — ZIP code: 27101-3818	
Foreign country name — Foreign province/state/county — Foreign postal code	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ 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, col. (c), line 16) ▶ $ 2,671,156 — J Accounting method: ☒ 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).)*

Section	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	88,724	83,955		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	20,830			
	b	Gross sales price for all assets on line 6a 231,356				
	7	Capital gain net income (from Part IV, line 2)		20,830		
	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	109,554	104,785	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	38,822	29,116		9,706
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,084			1,084
	c	Other professional fees (attach schedule)	2,884			2,884
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	684	684		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	190	190		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	43,664	29,990	0	13,674
	25	Contributions, gifts, grants paid	140,500			140,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	184,164	29,990	0	154,174
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-74,610			
	b	**Net investment income** (if negative, enter -0-)		74,795		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Form **990-PF** (2015)

P 3

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	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	195		
	2 Savings and temporary cash investments	121,474	127,976	127,976
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	268,233		
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,146,998	2,337,887	2,543,180
	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)	2,536,900	2,465,863	2,671,156
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,536,900	2,465,863	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,536,900	2,465,863	
	31 Total liabilities and net assets/fund balances (see instructions)	2,536,900	2,465,863	

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	2,536,900
2	Enter amount from Part I, line 27a	2	-74,610
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	7,355
4	Add lines 1, 2, and 3	4	2,469,645
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	3,782
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,465,863

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
b				
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				
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				
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	20,830
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	153,029	2,984,552	0 051274
2013	147,896	2,972,437	0 049756
2012	132,174	2,940,760	0 044946
2011	148,934	2,899,525	0 051365
2010	133,489	2,841,207	0 046983

2	**Total** of line 1, column (d)	2	0 244324
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 048865
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	2,829,794
5	Multiply line 4 by line 3	5	138,278
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	748
7	Add lines 5 and 6	7	139,026
8	Enter qualifying distributions from Part XII, line 4	8	154,174

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	748
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	748
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	748
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 1,328		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	1,328
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	580
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 580 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (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? Website address ▶ N/A		13	X	
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15				
16	At any time during calendar year 2015, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶		16		X

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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ▶ 20____, 20____, 20____, 20____	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		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**	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**	N/A	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, I	Trustee 4 00	38,822		

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,754,268
b	Average of monthly cash balances	1b	118,619
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,872,887
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	2,872,887
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	43,093
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,829,794
6	**Minimum investment return.** Enter 5% of line 5	6	141,490

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	141,490
2a	Tax on investment income for 2015 from Part VI, line 5	2a	748		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	748
3	Distributable amount before adjustments Subtract line 2c from line 1			3	140,742
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	140,742
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	140,742

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	154,174
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	154,174
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	748
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	153,426

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 2014	(c) 2014	(d) 2015
1	Distributable amount for 2015 from Part XI, line 7				140,742
2	Undistributed income, if any, as of the end of 2015				
a	Enter amount for 2014 only			124,564	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2015				
a	From 2010				
b	From 2011				
c	From 2012				
d	From 2013				
e	From 2014				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 154,174				
a	Applied to 2014, but not more than line 2a			124,564	
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 2015 distributable amount				29,610
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				111,132
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 2010 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2011				
b	Excess from 2012				
c	Excess from 2013				
d	Excess from 2014				
e	Excess from 2015				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE ATTACHED

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

SEE ATTACHED

c Any submission deadlines

SEE ATTACHED

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

SEE ATTACHED

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ **3a**	140,500
b *Approved for future payment* NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		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					
4 Dividends and interest from securities			14	88,724	
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	20,830	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		109,554	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 109,554

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

SVP Wells Fargo Bank N.A. | 6/6/2016 | SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		6/6/2016		P01251603
Firm's name ► PricewaterhouseCoopers, LLP			Firm's EIN ► 13-4008324	
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

Account Name: BURGESS, R. & F. T/U/W
EIN: 74-2383505
Tax Year: 01/31/2016

Part XV, Lines 2a-d

Line 2a

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

Line 2b

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

Line 2c

MAY 15 AND NOVEMBER 15

Line 2d

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

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

Recipient(s) paid during the year

Name SEE ATTACHED				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 140,500
Name				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Wells Fargo

Tax Transaction Detail (Distributions + Beneficiary)

BURGESS, R. & F. T/U/W

Trust Year 2/1/2015 - 1/31/2016

Tax Code/Desc			Paid For	Transactions		Income	Principal
149	BENEFICIARY DISTRIBUTIONS						
			000000000	No Beny Linked			
06/26/15				0 Units	Reg Code 000	0 00	-3,200 00
Added:	FYE	04/27/16		DISCRETIONARY DISTRIBUTION CITY STRINGS-YOUTH MUSIC EDUCATION AUGUSTANA ARTS, INC PER DPR APPROVED 6/22/2015			
06/26/15				0 Units	Reg Code 000	0 00	-3,200 00
Added:	FYE	04/27/16		DISCRETIONARY DISTRIBUTION SUPPORT BUNTPORT THEATER'S 15TH SEASON BUNTPORT THEATER COMPANY PER DPR APPROVED 6/22/2015			
06/26/15				0 Units	Reg Code 000	0 00	-3,200 00
Added:	FYE	04/27/16		DISCRETIONARY DISTRIBUTION SPONSORED ADMISSIONS & MEMBERSHIP PROGRAM CHILDRENS MUSEUM OF DENVER, INC PER DPR APPROVED 6/22/2015			
06/26/15				0 Units	Reg Code 000	0.00	-3,200 00
Added:	FYE	04/27/16		DISCRETIONARY DISTRIBUTION CITY PARK JAZZ SUMMER 2015 CONCERT SERIES CITY PARK JAZZ, INC PER DPR APPROVED 6/22/2015			
06/26/15				0 Units	Reg Code 000	0 00	-3,200.00
Added:	FYE	04/27/16		DISCRETIONARY DISTRIBUTION YOUTH ENSEMBLE MUSIC EDUCATION COLORADO NONPROFIT DEVELOPMENT CENTER PER DPR APPROVED 6/22/2015			
06/26/15				0 Units	Reg Code 000	0 00	-10,000 00
Added:	FYE	04/27/16		DISCRETIONARY DISTRIBUTION COLORADO SYMPHONY KIDS (CSK) COLORADO SYMPHONY ASSOCIATION PER DPR APPROVED 6/22/2015			
06/26/15				0 Units	Reg Code 000	0 00	-3,200.00
Added:	FYE	04/27/16		DISCRETIONARY DISTRIBUTION GENERAL OPERATING SUPPORT COLORADO YOUTH SYMPHONY ORCHESTRA ASSOCIATION PER DPR APPROVED 6/22/2015			
06/26/15				0 Units	Reg Code 000	0.00	-3,200 00
Added:	FYE	04/27/16		DISCRETIONARY DISTRIBUTION YOUTH PERFORMANCE TEAM CMDANCE PER DPR APPROVED 6/22/2015			

Wells Fargo

Tax Transaction Detail (Distributions + Beneficiary)

BURGESS, R. & F. T/U/W

Trust Year 2/1/2015 - 1/31/2016

Tax Code/Desc	Paid For	Transactions		Income	Principal
149 BENEFICIARY DISTRIBUTIONS					
	000000000	No Beny Linked			
06/26/15 **Added:** FYE 04/27/16		0 Units DISCRETIONARY DISTRIBUTION FOR ACQUISITION OF VAN MINNEN DENVER ART MUSEUM, INC PER DPR APPROVED 6/22/2015	Reg Code 000	0 00	-10,000 00
06/26/15 **Added:** FYE 04/27/16		0 Units DISCRETIONARY DISTRIBUTION FAMILY PRODUCTION-AS YOU LIKE IT DENVER CENTER FOR THE PERFORMING ARTS PER DPR APPROVED 6/22/2015	Reg Code 000	0 00	-3,200 00
06/26/15 **Added:** FYE 04/27/16		0 Units DISCRETIONARY DISTRIBUTION MARKETING INITIATIVE PROMOTING DENVER ECLECTIC DENVER ECLECTIC CONCERTS PER DPR APPROVED 6/22/2015	Reg Code 000	0.00	-3,200 00
06/26/15 **Added:** FYE 04/27/16		0 Units DISCRETIONARY DISTRIBUTION GENERAL OPERATING SUPPORT DENVER YOUNG ARTISTS ORCHESTRA ASSOC PER DPR APPROVED 6/22/2015	Reg Code 000	0 00	-3,200 00
06/26/15 **Added:** FYE 04/27/16		0 Units DISCRETIONARY DISTRIBUTION PROGRAM SUPPORT OF JAAMM FESTIVAL 2015 MIZEL CENTER FOR ARTS AND CULTURE PER DPR APPROVED 6/22/2015	Reg Code 000	0 00	-3,200 00
06/26/15 **Added:** FYE 04/27/16		0 Units DISCRETIONARY DISTRIBUTION EDUCATION & COMMUNITY ENGAGEMENT OPERA COLORADO PER DPR APPROVED 6/22/2015	Reg Code 000	0 00	-2,500.00
06/26/15 **Added:** FYE 04/27/16		0 Units DISCRETIONARY DISTRIBUTION STORIES ON STAGE 2015-16 SEASON STORIES ON STAGE PER DPR APPROVED 6/22/2015	Reg Code 000	0 00	-3,200 00
06/26/15 **Added:** FYE 04/27/16		0 Units DISCRETIONARY DISTRIBUTION GENERAL OPERATING SUPPORT SU TEATRO PER DPR APPROVED 6/22/2015	Reg Code 000	0.00	-3,200 00
06/26/15 **Added:** FYE 04/27/16		0 Units DISCRETIONARY DISTRIBUTION TOURING STAGE PRODUCTION EQUIPMENT VISIONBOX STUDIO PER DPR APPROVED 6/22/2015	Reg Code 000	0 00	-3,200 00

Wells Fargo

Tax Transaction Detail (Distributions + Beneficiary)

BURGESS, R. & F. T/U/W

Trust Year 2/1/2015 - 1/31/2016

Tax Code/Desc	Paid For	Transactions		Income	Principal
149 BENEFICIARY DISTRIBUTIONS					
	000000000	No Beny Linked			
06/26/15 **Added:** FYE 04/27/16		0 Units DISCRETIONARY DISTRIBUTION JUNCTION BOX WONDERBOUND PER DPR APPROVED 6/22/2015	Reg Code 000	0 00	-3,200 00
01/15/16 **Added:** 012 01/30/16		0 Units CASH DISBURSEMENT TRAN # UU000018000001 DISCRETIONARY DISTRIBUTION EDUCATING YOUNG MUSICIANS DENVER YOUNG ARTISTS ORCHESTRA ASSOC DPR APPROVED 1/14/2016	Reg Code 000	0 00	-2,000 00
01/15/16 **Added:** 012 01/30/16		0 Units CASH DISBURSEMENT TRAN # UU000018000003 DISCRETIONARY DISTRIBUTION IGNITE THEATRE 2016 GOS LUCENT PERFORMING ARTS DPR APPROVED 1/14/2016	Reg Code 000	0.00	-2,000.00
01/15/16 **Added:** 012 01/30/16		0 Units CASH DISBURSEMENT TRAN # UU000018000005 DISCRETIONARY DISTRIBUTION GENERAL PROGRAMMING SUPPORT MCA DENVER DPR APPROVED 1/14/2016	Reg Code 000	0.00	-2,000 00
01/15/16 **Added:** 012 01/30/16		0 Units CASH DISBURSEMENT TRAN # UU000018000007 DISCRETIONARY DISTRIBUTION SCHOLARSHIPS METROPOLITAN STATE UNIVERSITY OF DENVER FOUNDATION, INC. DPR APPROVED 1/14/2016	Reg Code 000	0 00	-2,000 00
01/15/16 **Added:** 012 01/30/16		0 Units CASH DISBURSEMENT TRAN # UU000018000009 DISCRETIONARY DISTRIBUTION TUITION ASSISTANCE & OUTREACH PROGRAM ROCKY MOUNTAIN CHILDREN'S CHOIR DPR APPROVED 1/14/2016	Reg Code 000	0 00	-2,000 00

Wells Fargo

Tax Transaction Detail (Distributions + Beneficiary)

BURGESS, R. & F. T/U/W

Trust Year 2/1/2015 - 1/31/2016

Tax Code/Desc			Paid For	Transactions		Income	Principal
149	BENEFICIARY DISTRIBUTIONS						
			000000000	No Beny Linked			
01/15/16				0 Units	Reg Code 000	0 00	-10,000 00
Added:	012	01/30/16		CASH DISBURSEMENT TRAN # UU000018000011 DISCRETIONARY DISTRIBUTION BOOKS FOR LIBRARY ST JOHN VIANNEY THEOLOGICAL SEMINARY DPR APPROVED 1/14/2016			
01/15/16				0 Units	Reg Code 000	0.00	-2,000 00
Added:	012	01/30/16		CASH DISBURSEMENT TRAN # UU000018000013 DISCRETIONARY DISTRIBUTION JUNCTION BOX REHEARSAL SPACE WONDERBOUND DPR APPROVED 1/14/2016			
01/20/16				0 Units	Reg Code 000	0 00	-2,000 00
Added:	013	01/31/16		CASH DISBURSEMENT TRAN # UU000024000020 DISCRETIONARY DISTRIBUTION CITY STRINGS PROGRAM AUGUSTANA ARTS, INC. DPR APPROVED 1/14/2016			
01/20/16				0 Units	Reg Code 000	0 00	-2,000.00
Added:	013	01/31/16		CASH DISBURSEMENT TRAN # UU000024000022 DISCRETIONARY DISTRIBUTION GENERAL PROGRAMMING SUPPORT BAROQUE CHAMBER ORCHESTRA OF COLORADO DPR APPROVED 1/14/2016			
01/20/16				0 Units	Reg Code 000	0.00	-2,000.00
Added:	013	01/31/16		CASH DISBURSEMENT TRAN # UU000024000024 DISCRETIONARY DISTRIBUTION DANCE RENAISSANCE PROGRAM COLORADO BALLET COMPANY DPR APPROVED 1/14/2016			
01/20/16				0 Units	Reg Code 000	0.00	-2,000 00
Added:	013	01/31/16		CASH DISBURSEMENT TRAN # UU000024000026 DISCRETIONARY DISTRIBUTION AFTER SCHOOL DANCE PROGRAM CMDANCE DPR APPROVED 1/14/2016			

Wells Fargo

Tax Transaction Detail (Distributions + Beneficiary)

BURGESS, R. & F. T/U/W

Trust Year 2/1/2015 - 1/31/2016

Tax Code/Desc			Paid For	Transactions			Income	Principal
149	BENEFICIARY DISTRIBUTIONS							
			000000000	No Beny Linked				
01/20/16				0 Units	Reg Code	000	0 00	-2,000 00
Added:	013	01/31/16		CASH DISBURSEMENT TRAN # UU000024000028 DISCRETIONARY DISTRIBUTION GENERAL PROGRAMMING SUPPORT COLORADO CHILDREN'S CHORALE DPR APPROVED 1/14/2016				
01/20/16				0 Units	Reg Code	000	0 00	-2,000 00
Added:	013	01/31/16		CASH DISBURSEMENT TRAN # UU000024000030 DISCRETIONARY DISTRIBUTION MUSIC PERFORMANCES IN DENVER COLORADO HEBREW CHORALE DPR APPROVED 1/14/2016				
01/20/16				0 Units	Reg Code	000	0 00	-10,000.00
Added:	013	01/31/16		CASH DISBURSEMENT TRAN # UU000024000032 DISCRETIONARY DISTRIBUTION GENERAL PROGRAMMING SUPPORT COLORADO SEMINARY DPR APPROVED 1/14/2016				
01/20/16				0 Units	Reg Code	000	0.00	-10,000 00
Added:	013	01/31/16		CASH DISBURSEMENT TRAN # UU000024000034 DISCRETIONARY DISTRIBUTION VERY YOUNG COMPOSERS PROGRAM COLORADO SYMPHONY ASSOCIATION DPR APPROVED 1/14/2016				
01/20/16				0 Units	Reg Code	000	0 00	-2,000 00
Added:	013	01/31/16		CASH DISBURSEMENT TRAN # UU000024000036 DISCRETIONARY DISTRIBUTION GENERAL PROGRAMMING SUPPORT COLORADO WIND ENSEMBLE, INC DPR APPROVED 1/14/2016				
01/20/16				0 Units	Reg Code	000	0 00	-2,000 00
Added:	013	01/31/16		CASH DISBURSEMENT TRAN # UU000024000038 DISCRETIONARY DISTRIBUTION GENERAL PROGRAMMING SUPPORT CURIOUS THEATRE COMPANY DPR APPROVED 1/14/2016				

Wells Fargo

Tax Transaction Detail (Distributions + Beneficiary)

BURGESS, R. & F. T/U/W

Trust Year 2/1/2015 - 1/31/2016

Tax Code/Desc	Paid For	Transactions		Income	Principal
149 BENEFICIARY DISTRIBUTIONS					
	000000000	No Beny Linked			
01/20/16		0 Units	Reg Code 000	0 00	-10,000 00
Added: 013 01/31/16		CASH DISBURSEMENT TRAN # UU000024000040 DISCRETIONARY DISTRIBUTION ACQUISITION FOR FASHION COLLECTION DENVER ART MUSEUM, INC DPR APPROVED 1/14/2016			
01/20/16		0 Units	Reg Code 000	0 00	-2,000.00
Added: 013 01/31/16		CASH DISBURSEMENT TRAN # UU000024000042 DISCRETIONARY DISTRIBUTION ALL THE WAY PRODUCTION DENVER CENTER FOR THE PERFORMING ARTS DPR APPROVED 1/14/2016			
		Total For: No Beny		0 00	-140,500 00
			Total for Taxcode: 149	0 00	-140,500 00
			Total for Distributions:	0 00	-140,500 00
			Total for all Tax Codes:	36,523.99	2,417,053 24

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

	Amount		Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Long Term CG Distributions	6,048		Capital Gains/Losses	231,356	210,526	20,830
Short Term CG Distributions	0		Other sales	0	0	0

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	APACHE CORP	037411105	X				3/6/2013	11/27/2015	14,904	22,059				0	-7,155
2	E M C CORP MASS	268648102	X				3/6/2013	1/26/2016	24,250	23,830				0	420
3	EXXON MOBIL CORPORATIO	30231G102	X				7/26/1996	11/27/2015	16,096	4,166				0	11,930
4	PIMCO HIGH YIELD FD-INST	693390841	X				4/25/2011	6/23/2015	16,506	17,100				0	-594
5	PIMCO HIGH YIELD FD-INST	693390841	X				8/3/2012	6/23/2015	33,525	34,439				0	-914
6	PROCTER & GAMBLE CO	742718109	X				3/3/1995	11/27/2015	18,967	4,111				0	14,856
7	TAXABLE INTERMEDIATE TE	999708902	X				10/29/1999	6/30/2015	10,361	10,207				0	154
8	TAXABLE INTERMEDIATE TE	999708902	X				10/29/1999	6/30/2015	89,639	88,305				0	1,334
9	SECTION 1256 LOSS FROM F		X							5,514					-5,514
10	S/T CTF GAIN		X						744						744
11	L/T CTF GAIN		X						316						316
12	PARTNERSHIP S/T LOSS		X							500					-500
13	PARTNERSHIP L/T LOSS		X							295					-295

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

		1,084	0	0	1,084
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,084			1,084

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		2,884	0	0	2,884
1	GRANT ADMINISTRATION FEES	2,884			2,884

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

		684	684	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	684	684		

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		190	190	0	0
1	ADR FEES	12	12		
2	PARTNERSHIP EXPENSES	178	178		

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			2,146,998	2,337,887	2,543,180
1				0	
2	APPLE COMPUTER INC COM		0	12,041	9,734
3	BOEING COMPANY		0	11,113	9,010
4	WALT DISNEY CO		0	20,349	16,768
5	DODGE & COX INCOME FD COM 147		0	60,022	57,594
6	GENERAL ELECTRIC CO		0	4,859	24,008
7	HOME DEPOT INC		0	1,943	40,872
8	INTEL CORP		0	13,973	25,592
9	INTERNATIONAL BUSINESS MACHS CORI		0	13,616	15,599
10	JOHNSON & JOHNSON		0	10,119	26,110
11	MCDONALDS CORP		0	9,096	18,567
12	MICROSOFT CORP		0	12,867	28,922
13	NESTLE S A REGISTERED SHARES - ADI		0	11,174	11,061
14	VODAFONE GROUP PLC-SP ADR		0	3,946	11,399
15	PIMCO HIGH YIELD FD-INST 108		0	125,553	109,421
16	PIMCO FOREIGN BD FD USD H-INST 103		0	181,500	169,591
17	PNC FINANCIAL SERVICES GROUP		0	14,226	12,998
18	PEPSICO INC		0	2,396	19,860
19	SCHLUMBERGER LTD		0	10,652	9,034
20	AFLAC INC		0	7,838	14,490
21	THERMO FISHER SCIENTIFIC INC		0	10,402	39,618
22	UNITED TECHNOLOGIES CORP		0	6,844	17,538
23	WAL MART STORES INC		0	11,895	16,590
24	COCA COLA CO		0	13,586	17,168
25	MCKESSON CORP		0	14,240	12,074
26	UNITED PARCEL SERVICE-CL B		0	21,180	23,300
27	TARGET CORP		0	9,001	18,105
28	DOMINION RES INC VA		0	8,244	16,238
29	PIMCO MODERATE DURATION-INST 120		0	79,624	74,940
30	UNITEDHEALTH GROUP INC		0	10,855	11,516
31	TAXABLE INTERMEDIATE TERM BD FD		0	341,255	349,716
32	BLACKROCK INC		0	14,175	12,570
33	VERIZON COMMUNICATIONS		0	18,267	25,984
34	ISHARES TR SMALLCAP 600 INDEX FD		0	35,246	69,231
35	JPMORGAN CHASE & CO		0	10,128	14,875
36	US BANCORP DEL NEW		0	13,953	20,030
37	SUNCOR ENERGY INC NEW F		0	9,573	8,242
38	EATON VANCE GLOBAL MACRO - I		0	58,127	52,723
39	DODGE & COX INT'L STOCK FD 1048		0	29,944	23,876
40	ISHARES MSCI EAFE		0	132,705	120,946
41	ISHARES RUSSELL MIDCAP VALUE		0	62,975	81,774
42	CHEVRON CORP		0	8,571	17,294
43	WELLS FARGO ADV INTM T/F-INS 3158		0	80,008	80,076
44	WELLS FARGO ADV S/T MUNI-INS 3161		0	75,075	74,775
45	ISHARES TR RUSSELL MIDCAP GROWTH		0	55,925	73,551
46	DRIEHAUS ACTIVE INCOME FUND		0	105,152	97,200

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

			2,146,998	2,337,887	2,543,180
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
47	PIMCO LOW DURATION II-INSTL 107		0	70,029	67,790
48	3M CO		0	11,470	26,425
49	PIMCO EMERG MKTS BD-INST 137		0	101,120	76,845
50	ISHARES TR MSCI EMERGING MARKETS		0	91,320	67,743
51	POWERSHARES DB COMMODITY INDEX		0	34,913	16,576
52	SPDR DJ WILSHIRE INTERNATIONAL REA		0	35,988	30,493
53	ROBECO BP LNG/SHRT RES-INS		0	45,033	44,658
54	RIDGEWORTH SEIX HY BD-I 5855		0	25,056	22,095
55	VANGUARD REIT VIPER		0	93,150	157,830
56	IPATH DOW JONES-UBS COMMODITY IND		0	65,575	32,145

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

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

1	MUTUAL FUND TIMING DIFFERENCE	1	253
2	CTF INCOME TIMIING DIFFERENCE	2	300
3	FEDERAL TAX REFUND	3	318
4	PARTNERSHIP INCOME ADJUSTMENT	4	6,484
5	Total	5	7,355

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

1	COST BASIS ADJUSTMENT	1	562
2	PY RETURN OF CAPITAL ADJUSTMENT	2	2,222
3	UNDISTRIBUTED CTF CAPITAL LOSS	3	362
4	CTF BOOK TO TAX DIFFERENCE	4	636
5	Total	5	3,782

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	6,048
Short Term CG Distributions	0

#	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
						225 308	0	0	210,526	14 782	0	0	0	14,782
1	APACHE CORP	037411105		3/6/2013	11/27/2015	14,904		0	22,059	-7,155	0	0	0	-7,155
2	E M C CORP MASS	268648102		3/6/2013	1/26/2016	24,250		0	23,830	420	0	0	0	420
3	EXXON MOBIL CORPORATIO	30231G102		7/26/1996	11/27/2015	16,096		0	4,166	11,930	0	0	0	11,930
4	PIMCO HIGH YIELD FD-INST	693390841		4/25/2011	6/23/2015	16,506		0	17,100	-594	0	0	0	-594
5	PIMCO HIGH YIELD FD-INST	693390841		8/3/2012	6/23/2015	33,525		0	34 439	-914	0	0	0	-914
6	PROCTER & GAMBLE CO	742718109		3/3/1995	11/27/2015	18,967		0	4,111	14,856	0	0	0	14,856
7	TAXABLE INTERMEDIATE TE	999708902		10/29/1999	6/30/2015	10,361		0	10,207	154	0	0	0	154
8	TAXABLE INTERMEDIATE TE	999708902		10/29/1999	6/30/2015	89,639		0	88,305	1,334	0	0	0	1 334
9	SECTION 1256 LOSS FROM F								5 514	-5,514	0	0	0	-5,514
10	S/T CTF GAIN					744			0	744	0	0	0	744
11	L/T CTF GAIN					316			0	316	0	0	0	316
12	PARTNERSHIP S/T LOSS								500	-500	0	0	0	-500
13	PARTNERSHIP L/T LOSS								295	-295	0	0	0	-295

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

										38,822	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	38,822		

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

		Date		Amount
1	Credit from prior year return		1	1,328
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	
7	Total		7	1,328

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

1	Distributable amounts for 2014 that remained undistributed at the beginning of the 2015 tax year	1	124,564
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	124,564