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Extended to April 17, 2018

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

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2016 or tax year beginning JUN 1, 2016, and ending MAY 31, 2017

Name of foundation William T and Ethel Lewis Burton Foundation		A Employer identification number 72-6027957
Number and street (or P.O. box number if mail is not delivered to street address) 641 West Prien Lake Road	Room/suite	B Telephone number (337) 480-3799
City or town, state or province, country, and ZIP or foreign postal code Lake Charles, LA 70601		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,694,944.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1,277.	1,277.		Statement 1
4 Dividends and interest from securities		121,021.	121,021.		Statement 2
5a Gross rents					
b Net rental income or (loss)		17,230.			
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a 643,623.			17,230.		
7 Capital gain net income (from Part IV, line 2)					
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)					
11 Other income		4,887.	4,887.		Statement 3
12 Total. Add lines 1 through 11		144,415.	144,415.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 4		164.	0.		164.
b Accounting fees Stmt 5		7,545.	0.		7,545.
c Other professional fees					
17 Interest					
18 Taxes Stmt 6		1,592.	0.		10.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		42,059.	42,059.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		51,360.	42,059.		7,719.
25 Contributions, gifts, grants paid		258,250.			258,250.
26 Total expenses and disbursements Add lines 24 and 25		309,610.	42,059.		265,969.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-165,195.			
b Net investment income (if negative, enter -0-)			102,356.		
c Adjusted net income (if negative, enter -0-)				N/A	

g-25

8

**William T and Ethel Lewis Burton
Foundation**

Form 990-PF (2016)

72-6027957

Page 2

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	355,253.	104,367.	104,367.
	2 Savings and temporary cash investments	302,312.	491,170.	491,170.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	11,240.	1,600.	1,600.
	10a Investments - U.S. and state government obligations Stmt 8	778,641.	154,260.	143,554.
	b Investments - corporate stock Stmt 9	3,337,495.	3,364,238.	4,112,581.
	c Investments - corporate bonds Stmt 10	205,748.	562,234.	551,538.
	Liabilities	11 Investments - land, buildings and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 11		150,544.	300,019.	290,134.
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		5,141,233.	4,977,888.	5,694,944.
17 Accounts payable and accrued expenses			1,850.	
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	1,850.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,155,150.	4,155,150.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	986,083.	820,888.		
30 Total net assets or fund balances	5,141,233.	4,976,038.		
31 Total liabilities and net assets/fund balances	5,141,233.	4,977,888.		

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	5,141,233.
2 Enter amount from Part I, line 27a	2	-165,195.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,976,038.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,976,038.

Form 990-PF (2016)

**William T and Ethel Lewis Burton
Foundation**

Form 990-PF (2016)

72-6027957 Page **3**

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 Northern Trust ST see attached statement 15	P		
b Northern Trust LT see attached statement 15	P		
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 39,158.		44,221.	-5,063.
b 604,465.		582,172.	22,293.
c			
d			
e			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(f) 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	
a			-5,063.
b			22,293.
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	17,230.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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))
2015	140,486.	5,461,471.	.025723
2014	144,065.	5,538,424.	.026012
2013	171,455.	5,188,257.	.033047
2012	1,074,408.	4,805,300.	.223588
2011	258,417.	4,687,190.	.055133

2 Total of line 1, column (d)	2	.363503
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	.072701
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	5,406,662.
5 Multiply line 4 by line 3	5	393,070.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,024.
7 Add lines 5 and 6	7	394,094.
8 Enter qualifying distributions from Part XII, line 4	8	265,969.

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.

**William T and Ethel Lewis Burton
Foundation**

Form 990-PF (2016)

72-6027957

Page 4

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,047.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,047.
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	2,047.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,600.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,600.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,200.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	1,153.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> 1,153. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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	Yes	No	
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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	1b			X
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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.				
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.				
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2			X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3			X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a			X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b			
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5			X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6			X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X		
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> LA				
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 2016 or the taxable year beginning in 2016 (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

N/A

2

Form 990-PF (2016)

**William T and Ethel Lewis Burton
Foundation**

Form 990-PF (2016)

72-6027957

Page 5

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 ► <u>N/A</u>	13	X	
14 The books are in care of ► <u>William T. Drost</u> Telephone no. ► <u>(337) 480-3799</u> Located at ► <u>641 West Prien Lake Road, Lake Charles, LA</u> ZIP+4 ► <u>70601</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16 At any time during calendar year 2016, 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	Yes	No 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <input type="checkbox"/>	1b	
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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 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 2016)	N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b	X

Form 990-PF (2016)

William T and Ethel Lewis Burton
Foundation

Form 990-PF (2016)

72-6027957

Page 6

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2016)

William T and Ethel Lewis Burton
Foundation

Form 990-PF (2016)

72-6027957

Page 7

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

3 Five highest-paid independent contractors for professional services. 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

0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2016)

**William T and Ethel Lewis Burton
Foundation**

Form 990-PF (2016)

72-6027957 Page 8

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	4,862,450.
b	Average of monthly cash balances	1b	626,547.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,488,997.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,488,997.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	82,335.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,406,662.
6	Minimum investment return. Enter 5% of line 5	6	270,333.

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	270,333.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	2,047.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,047.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	268,286.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	268,286.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	268,286.

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	265,969.
b	Program-related investments - total from Part IX-B	1b	0.
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	265,969.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	265,969.

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.

Form 990-PF (2016)

William T and Ethel Lewis Burton
Foundation

Form 990-PF (2016)

72-6027957 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				268,286.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012	448,861.			
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	448,861.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$	265,969.			
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				265,969.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (if an amount appears in column (d), the same amount must be shown in column (a))	2,317.			2,317.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	446,544.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	446,544.			
10 Analysis of line 9:				
a Excess from 2012	446,544.			
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(3) or ☐ 4942(1)(5)

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:

See Statement 13

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

c Any submission deadlines:

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

**William T and Ethel Lewis Burton
Foundation**

Form 990-PF (2016)

72-6027957 Page 11

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				
Cameron Parish School Board 510 Marshall Street Cameron, LA 70631	None	School	Burton Scholarship Program	100,000.
Diocese of Lake Charles 414 Iris Street Lake Charles, LA 70601	None	Church	Cash Donation	2,000.
McNeese State University P.O. Box 90775 Lake Charles, LA 70609	None	State University	Football Scholarship Fund and Golf Coach	40,000.
Tulane University 1555 Poydras Street, Suite 1000 New Orleans, LA 70112	None	Private University	David B. Vitter Endowed Fund	5,000.
Bishop Noland Episcopal Day School 803 N Division Street Lake Charles, LA 70601	None	School	New High School	100,000.
Total See continuation sheet(s) ▶ 3a				258,250.
b Approved for future payment				
None				
Total ▶ 3b				0.

Form 990-PF (2016)

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	1,277.		
4 Dividends and interest from securities			14	121,021.		
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			14	4,887.		
8 Gain or (loss) from sales of assets other than inventory			18	17,230.		
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.		144,415.		0.
13 Total. Add line 12, columns (b), (d), and (e)						144,415.

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

[illegible]

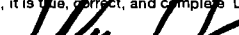

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | | |
|----------|--|--------------|------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| | | | | |
| 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. | | | |

[illegible]

- 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
N/A		

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.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee 	Date 11/21/17	Title Vice President		
Paid Preparer Use Only	Print/Type preparer's name Robert M. Gani, CPA	Preparer's signature 	Date 12-6-17	Check <input type="checkbox"/> if self-employed	PTIN P00166705
	Firm's name ▶ MCELROY, QUIRK & BURCH (APC)				Firm's EIN ▶ 72-1086674
	Firm's address ▶ P.O. BOX 3070 LAKE CHARLES, LA 70602-3070				Phone no. 337-433-1063

72-6027957

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
First Federal - JEL Checking	1,277.	1,277.	
Total to Part I, line 3	1,277.	1,277.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Dividends - Northern Trust	98,471.	0.	98,471.	98,471.	
Interest - Northern Trust	22,550.	0.	22,550.	22,550.	
To Part I, line 4	121,021.	0.	121,021.	121,021.	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Other Income - Northern Trust	4,887.	4,887.	
Total to Form 990-PF, Part I, line 11	4,887.	4,887.	

Form 990-PF	Legal Fees	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Expense	164.	0.		164.
To Fm 990-PF, Pg 1, ln 16a	164.	0.		164.

Form 990-PF	Accounting Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	7,545.	0.		7,545.
To Form 990-PF, Pg 1, ln 16b	7,545.	0.		7,545.

Form 990-PF	Taxes	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	1,582.	0.		0.
Annual Report Expense	10.	0.		10.
To Form 990-PF, Pg 1, ln 18	1,592.	0.		10.

Form 990-PF	Other Expenses	Statement	7
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Fees	42,059.	42,059.		0.
To Form 990-PF, Pg 1, ln 23	42,059.	42,059.		0.

Form 990-PF	U.S. and State/City Government Obligations	Statement	8
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
US Government Obligations	X		154,260.	143,554.
Total U.S. Government Obligations			154,260.	143,554.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			154,260.	143,554.

Form 990-PF	Corporate Stock	Statement	9
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Description	Book Value	Fair Market Value
Corporate Stocks	3,364,238.	4,112,581.
Total to Form 990-PF, Part II, line 10b	3,364,238.	4,112,581.

Form 990-PF	Corporate Bonds	Statement	10
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Description	Book Value	Fair Market Value
Corporate Bonds	562,234.	551,538.
Total to Form 990-PF, Part II, line 10c	562,234.	551,538.

Form 990-PF	Other Investments	Statement	11
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Description	Valuation Method	Book Value	Fair Market Value
Real Estate Funds	FMV	100,475.	99,880.
Commodities	FMV	199,544.	190,254.
Total to Form 990-PF, Part II, line 13		300,019.	290,134.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 12

Name and Address	Title and Avg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
Jack E. Lawton, Jr. 1450 William Street, Lawton Building, 2nd Floor Lake Charles, LA 70601	Director 0.00	0.	0.	0.
William T. Drost 641 West Prien Lake Road Lake Charles, LA 70601	Director 0.00	0.	0.	0.
Roderick Smith 641 West Prien Lake Road Lake Charles, LA 70601	Director 0.00	0.	0.	0.
Ernest Gerald Conner 641 West Prien Lake Road Lake Charles, LA 70601	Director 0.00	0.	0.	0.
Charles Mitchell Drost 641 West Prien Lake Road Lake Charles, LA 70601	Director 0.00	0.	0.	0.
Candace L. Scroggs 1450 William Street, Lawton Building, 2nd Floor Lake Charles, LA 70601	Director 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF

Grant Application Submission Information
Part XV, Lines 2a through 2d

Statement 13

Name and Address of Person to Whom Applications Should be Submitted

William T. Drost
641 West Prien Lake Road
Lake Charles, LA 70601

Telephone Number

337-478-2448

Form and Content of Applications

None

Any Submission Deadlines

None

Restrictions and Limitations on Awards

Scholarships are restricted to Southwest Louisiana High School Seniors and McNeese State University (Lake Charles, LA) football team. Recipients are selected by their institutions.

The Wm T and Ethel L Burton Foundation

72-6027957

Part IV - Capital Gains and Losses for Tax on Investment Income - Attachment

May 31, 2017

Security	Date Sold	Shares	Proceeds	Cost Basis	Gain\Loss	Date Acquired
E ON AG- SPONSORED ADR	10/5/2016	(677.00)	787.40	(4,823.63)	(4,036.23)	9/30/2016
ERICSSON	10/18/2016	(295.00)	1,621.49	(2,101.82)	(480.33)	10/5/2016
SHIRE PLC ADR	7/13/2016	(0.46)	77.59	(88.29)	(10.70)	6/3/2016
ADR ACS ACTIV DE CONSTRUCT Y SERV ADR	2/28/2017	(0.94)	5.62	(5.90)	(0.28)	1/3/2017
ADR SKY PLC SPONSORED	7/25/2016	(14.00)	661.10	(802.64)	(141.54)	4/22/2016
ADR BHP BILLITON PLC SPONSORED ADR	12/23/2016	(47.00)	1,515.11	(1,278.77)	236.34	9/9/2016
ADR WILLIAM HILL PLC-UNSPON	8/1/2016	(41.00)	676.22	(801.39)	(125.17)	3/30/2016
ADR WILLIAM HILL PLC-UNSPON	8/1/2016	(2.00)	32.99	(39.65)	(6.66)	3/29/2016
ADR AXA SA SPONSORED ADR	2/15/2017	(158.00)	3,783.20	(3,475.03)	308.17	10/13/2016
ADR SOCIETE GENERALE FRANCE SPONSORED ADR	2/15/2017	(92.00)	830.56	(680.17)	150.39	10/11/2016
ADR ASTELLAS PHARMA INC ADR	5/15/2017	(80.00)	1,001.91	(1,116.53)	(114.62)	12/21/2016
ADR ACS ACTIV DE CONSTRUCT Y SERV ADR	6/5/2017	(178.00)	1,404.39	(1,117.63)	286.76	1/3/2017
ADR ADECO GROUP AG ADR	12/27/2016	(51.00)	1,657.17	(1,290.05)	367.12	7/11/2016
AIRBUS SE UNSPON ADR EA REPR 0.25 ORD EUR1	5/9/2017	(12.00)	245.87	(177.51)	68.36	11/1/2016
AIRBUS SE UNSPON ADR EA REPR 0.25 ORD EUR1	5/10/2017	(140.00)	2,877.82	(2,070.95)	806.87	11/1/2016
#REORG/NATIONAL GRID REVERSE STOCK SPLIT NATIONAL 2H1VAS2 05-22-2017	8/12/2016	(39.00)	2,758.04	(2,733.35)	24.69	1/28/2016
ADR LIXIL GROUP CORP ADR	6/2/2016	(145.00)	5,124.64	(6,243.12)	(1,118.48)	9/9/2015
ADR NOVARTIS AG	11/9/2016	(19.00)	1,332.32	(1,453.84)	(121.52)	1/28/2016
ADR ASTELLAS PHARMA INC ADR	5/15/2017	(426.00)	5,335.19	(6,995.39)	(1,660.20)	7/27/2016
ADR ASTELLAS PHARMA INC ADR	5/15/2017	(16.00)	200.39	(259.52)	(59.13)	7/26/2016
ADR EMBRAER S A SPONSORED ADR REPSTG 4 COM SHS	6/23/2016	(64.00)	1,349.69	(1,694.60)	(344.91)	8/19/2015
#REORG/NATIONAL GRID REVERSE STOCK SPLIT NATIONAL 2H1VAS2 05-22-2017	8/12/2016	(9.00)	636.47	(587.56)	48.91	9/2/2015
ADR INTESA SANPAOLO S P A SPONSORED ADR REPSTG ORD SHS ADR	3/8/2017	(262.00)	3,854.12	(4,383.55)	(529.43)	3/10/2016
MONEY MARK MARKET FUND	9/26/2016	-	31.94	-	31.94	
MONEY MARK MARKET FUND	9/26/2016	-	1.26	-	1.26	
MFO DFA INVT DIMENSIONS GROUP INC REAL ESTATE SECS PORTFOLIO	12/15/2016	-	475.10	-	475.10	
MFB NORTHERN FUNDS SMALL CAP CORE FUND	12/16/2016	-	67.03	-	67.03	
MFB NORTHERN FUNDS SMALL CAP CORE FUND	12/16/2016	-	85.25	-	85.25	
MFO BLACKROCK FDS HIGH YIELD BD PORTFOLIO INSTL CL	12/23/2016	-	728.17	-	728.17	
Total Short Term Gain\Loss			39,158.05	(44,220.89)	(5,062.84)	

ADR VODAFONE GROUP PLC NEW SPONSORED ADRNO PAR	10/14/2016	(37.00)	1,033.29	(1,201.76)	(168.47)	10/5/2015
ADR ASTRAZENECA PLC SPONSORED ADR UNITEDKINGDOM	8/16/2016	(110.00)	3,702.07	(3,804.31)	(102.24)	8/5/2015
#REORG/BAXALTA INC COM CASH AND STOCK MERGER SHIRE PLC 2823566 06-03-16	6/3/2016	(300.00)	13,932.99	(9,076.03)	4,856.96	5/21/2015
ADR INFINEON TECHNOLOGIES AG SPONSORED ADR ADR STK ISIN# US45662N1037	9/13/2016	(141.00)	2,283.18	(1,486.31)	796.87	8/19/2015
ADR EMBRAER S A SPONSORED ADR REPSTG 4 COM SHS	6/23/2016	(84.00)	1,771.46	(2,611.52)	(840.06)	5/26/2015
ADR VIVENDI SA ADR	5/26/2017	(66.00)	1,435.03	(1,302.05)	132.98	4/27/2016
ADIDAS AG	7/14/2016	(100.00)	7,138.37	(3,898.25)	3,240.12	6/15/2015

The Wm T and Ethel L Burton Foundation

72-6027957

Part IV - Capital Gains and Losses for Tax on Investment Income - Attachment

May 31, 2017

Security	Date Sold	Shares	Proceeds	Cost Basis	Gain\Loss	Date Acquired
#REORG/NATIONAL GRID REVERSE STOCK SPLIT NATIONAL 2H1VAS2 05-22-2017	10/18/2016	(102 00)	6,615 34	(6,658 98)	(43 64)	9/2/2015
OTSUKA HLDGS CO LTD ADR	7/13/2016	(140 00)	3,393.87	(2,237.90)	1,155.97	5/26/2015
ADIDAS AG	7/14/2016	(15 00)	1,070 76	(601 95)	468 81	5/26/2015
ADR ASTRAZENECA PLC SPONSORED ADR UNITEDKINGDOM	8/16/2016	(19 00)	639 45	(639 73)	(0 28)	6/22/2015
ADR SKY PLC SPONSORED	7/25/2016	(116.00)	5,477.66	(7,705 88)	(2,228 22)	5/26/2015
ADR WILLIAM HILL PLC-UNSPON	7/29/2016	(1 00)	16 92	(26 01)	(9 09)	5/26/2015
ADR WILLIAM HILL PLC-UNSPON	8/1/2016	(321 00)	5,294 33	(8,349 21)	(3,054 88)	5/26/2015
ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS	1/27/2017	(18 00)	992.43	(907 97)	84 46	11/10/2015
ADR SEIKO EPSON CORP UNSPONSORED ADR ADR	12/7/2016	(223 00)	2,199 22	(1,756 33)	442 89	9/9/2015
ADR TOTAL SA	2/14/2017	(77 00)	3,882.59	(3,807 64)	74 95	11/17/2015
ADR ATOS ORIGIN SA ADR	8/24/2016	(86 00)	1,697 20	(1,330 49)	366.71	5/26/2015
ADR KONINKLUKE DSM NV-SPONSORED ADR	8/24/2016	(142 00)	2,453.97	(2,081.72)	372 25	5/26/2015
ADR WPP PLC ADR DR EACH REPR 5 SHS	9/8/2016	(62 00)	7,280 56	(7,439 71)	(159.15)	5/26/2015
#REORG/EMC CASH & STOCK MERGER DELL INC 2C1RA92 09-07-2016	9/7/2016	(800.00)	23,448.82	(21,343 60)	2,105.22	5/21/2015
ADR INFINEON TECHNOLOGIES AG SPONSORED ADR ADR STK ISIN# US45662N1037	9/13/2016	(19 00)	307 66	(241 30)	66.36	5/26/2015
ADR INFINEON TECHNOLOGIES AG SPONSORED ADR ADR STK ISIN# US45662N1037	9/13/2016	(354 00)	5,809.19	(4,495 80)	1,313 39	5/26/2015
DELL TECHNOLOGIES INC COM CL V COM CL V	9/26/2016	(0 17)	8.17	(8 02)	0 15	5/21/2015
ADR ATOS ORIGIN SA ADR	10/7/2016	(38 00)	825 88	(587 89)	237 99	5/26/2015
ERICSSON	10/18/2016	(709 00)	3,897.08	(8,097 77)	(4,200 69)	6/5/2015
ADR VODAFONE GROUP PLC NEW SPONSORED ADRNO PAR	10/11/2016	(96 00)	2,786 61	(3,702.72)	(916 11)	5/26/2015
ADR VODAFONE GROUP PLC NEW SPONSORED ADRNO PAR	10/14/2016	(210 00)	5,864 65	(8,099 70)	(2,235.05)	5/26/2015
ADR UNIBAIL-RODAMCO SE ADR REPSTG SHS NEW JCE ISSUE 2008	10/18/2016	(258 00)	6,282 62	(6,695.55)	(412 93)	5/26/2015
ADR NOVARTIS AG	11/9/2016	(72 00)	5,048 80	(7,347 60)	(2,298 80)	5/26/2015
KONINKLUKE PHILIPS NV	2/7/2017	(66.00)	1,937 92	(1,784 85)	153.07	8/19/2015
ADR ASTRAZENECA PLC SPONSORED ADR UNITEDKINGDOM	12/14/2016	(217 00)	5,874 84	(7,306 35)	(1,431 51)	6/22/2015
ADR GEMALTO NV SPONSORED ADR ADR	5/10/2017	(29 00)	869.66	(938 60)	(68 94)	11/12/2015
IHS MARKIT LTD COM	11/29/2016	(122 00)	4,334 72	(3,174.44)	1,160 28	5/26/2015
ADR GEMALTO NV SPONSORED ADR ADR	5/18/2017	(179 00)	5,276 78	(5,793 40)	(516.62)	11/12/2015
ADR GEMALTO NV SPONSORED ADR ADR	5/19/2017	(24 00)	708 00	(776 77)	(68.77)	11/12/2015
ADR SOCIETE GENERALE FRANCE SPONSORED ADR	12/6/2016	(149 00)	1,280.95	(1,416 83)	(135 88)	5/26/2015
KONINKLUKE PHILIPS NV	12/6/2016	(44 00)	1,259.98	(1,202 08)	57 90	5/26/2015
ADR ATOS ORIGIN SA ADR	12/12/2016	(331.00)	6,907 56	(5,120 84)	1,786 72	5/26/2015
ADR CHINA MOBILE LTD	5/17/2017	(24 00)	1,309 73	(1,468 01)	(158.28)	10/28/2015
ADR CHINA MOBILE LTD	5/18/2017	(28 00)	1,534 17	(1,712 69)	(178.52)	10/28/2015
IHS MARKIT LTD COM	12/19/2016	(98 00)	3,424 93	(2,549.96)	874 97	5/26/2015
DEUTSCHE POST AG SPONSORED ADR	1/27/2017	(15 00)	504.72	(456 45)	48 27	5/26/2015
ADR SUNTORY BEVERAGE & FOOD LTD ADS	2/3/2017	(13 00)	272 60	(268 01)	4 59	5/26/2015
ADR SUNTORY BEVERAGE & FOOD LTD ADS	2/6/2017	(290.00)	6,112 23	(5,978 79)	133 44	5/26/2015
DELL TECHNOLOGIES INC COM CL V COM CL V	2/2/2017	(89 00)	5,515 21	(4,200 80)	1,314 41	5/21/2015

The Wm T and Ethel L Burton Foundation

72-6027957

Part IV - Capital Gains and Losses for Tax on Investment Income - Attachment

May 31, 2017

Security	Date Sold	Shares	Proceeds	Cost Basis	Gain\Loss	Date Acquired
KONINKLIJKE PHILIPS NV	2/7/2017	(95.00)	2,788.79	(2,595.40)	193.39	5/26/2015
KONINKLIJKE PHILIPS NV	2/7/2017	(85.00)	2,495.81	(2,322.20)	173.61	5/26/2015
ADR SOCIETE GENERALE FRANCE SPONSORED ADR	2/14/2017	(7.00)	64.68	(66.56)	(1.88)	5/26/2015
ADR SOCIETE GENERALE FRANCE SPONSORED ADR	2/15/2017	(726.00)	6,554.18	(6,903.48)	(349.30)	5/26/2015
DEUTSCHE POST AG SPONSORED ADR	3/6/2017	(220.00)	7,578.61	(6,694.60)	884.01	5/26/2015
ADR HSBC HLDGS PLC SPONSORED ADR NEW	5/10/2017	(90.00)	3,838.87	(4,262.40)	(423.53)	5/26/2015
ADR VIVENDI SA ADR	5/26/2017	(307.00)	6,675.08	(7,837.98)	(1,162.90)	5/26/2015
#REORG/LINKEDIN CORP CASH MERGER 12-08-2016	12/8/2016	(75.00)	14,700.00	(17,752.10)	(3,052.10)	11/4/2014
CSX CORP COM	2/2/2017	(428.00)	20,445.11	(14,998.77)	5,446.34	11/4/2014
AT&T INC 2 4 DUE 08-15-2016	8/16/2016	(100,000.00)	100,000.00	(100,477.47)	(477.47)	12/4/2013
#REORG/KNIGHT TRANSN STOCK MERGER KNIGHT-SWIFT 2/15/2017	2/2/2017	(700.00)	23,288.49	(15,856.05)	7,432.44	5/9/2014
WELLS FARGO & CO STEP CPN 3.676% DUE 06-15-2016	6/15/2016	(100,000.00)	100,000.00	(101,685.17)	(1,685.17)	12/21/2012
#REORG/COCA-COLA ENTERPRISES CASH AND STOCK MERGER COCA-COLA 2A1VA72 05-31-2016	5/31/2016	(74.00)	2,856.72	(2,313.11)	543.61	10/22/2012
#REORG/ST JUDE CASH AND STOCK MERGER ABBOTT LABS 2000084 01-05-2017	1/5/2017	(32.00)	2,592.80	(1,454.13)	1,138.67	5/23/2013
#REORG/ST JUDE CASH AND STOCK MERGER ABBOTT LABS 2000084 01-05-2017	1/5/2017	(239.00)	19,365.01	(10,135.94)	9,229.07	4/15/2013
ABBOTT LAB COM	1/20/2017	(0.99)	40.05	(38.97)	1.08	4/15/2013
BK NY INC MEDIUM TERM SR NTS BOO TRANCHE# TR 00046 2 3 DUE 07-28-2016	7/28/2016	(100,000.00)	100,000.00	(100,161.33)	(161.33)	10/26/2011
#REORG/COCA-COLA ENTERPRISES CASH AND STOCK MERGER COCA-COLA 2A1VA72 05-31-2016	5/31/2016	(100.00)	3,862.00	(2,208.00)	1,654.00	9/2/2010
#REORG/COCA-COLA ENTERPRISES CASH AND STOCK MERGER COCA-COLA 2A1VA72 05-31-2016	5/31/2016	(58.00)	2,239.96	(1,280.64)	959.32	2/3/2010
FNMA POOL #AA7737 4.5% 05-01-2024 BEO	6/27/2016	(100.77)	100.77	(101.74)	(0.97)	6/24/2009
FNMA POOL #AA7737 4.5% 05-01-2024 BEO	7/25/2016	(157.93)	157.93	(159.43)	(1.50)	6/24/2009
FNMA POOL #AA7737 4 5% 05-01-2024 BEO	8/25/2016	(107.75)	107.75	(108.77)	(1.02)	6/24/2009
FNMA POOL #AA7737 4 5% 05-01-2024 BEO	9/26/2016	(264.47)	264.47	(266.96)	(2.49)	6/24/2009
FNMA POOL #AA7737 4 5% 05-01-2024 BEO	10/25/2016	(94.96)	94.96	(95.85)	(0.89)	6/24/2009
FNMA POOL #AA7737 4 5% 05-01-2024 BEO	11/25/2016	(39.09)	39.09	(39.46)	(0.37)	6/24/2009
FNMA POOL #AA7737 4 5% 05-01-2024 BEO	12/27/2016	(95.47)	95.47	(96.36)	(0.89)	6/24/2009
FNMA POOL #AA7737 4 5% 05-01-2024 BEO	1/25/2017	(38.30)	38.30	(38.66)	(0.36)	6/24/2009
FNMA POOL #AA7737 4 5% 05-01-2024 BEO	2/27/2017	(100.58)	100.58	(101.52)	(0.94)	6/24/2009
FNMA POOL #AA7737 4.5% 05-01-2024 BEO	3/27/2017	(35.11)	35.11	(35.43)	(0.32)	6/24/2009
FNMA POOL #AA7737 4.5% 05-01-2024 BEO	4/25/2017	(48.18)	48.18	(48.63)	(0.45)	6/24/2009
FNMA POOL #AA7737 4.5% 05-01-2024 BEO	5/25/2017	(76.15)	76.15	(76.84)	(0.69)	6/24/2009
GNMA POOL #600439 5% 06-15-2020 BEO	6/15/2016	(244.71)	244.71	(246.74)	(2.03)	6/16/2005
GNMA POOL #600439 5% 06-15-2020 BEO	7/15/2016	(245.83)	245.83	(247.87)	(2.04)	6/16/2005
GNMA POOL #600439 5% 06-15-2020 BEO	8/15/2016	(3,666.17)	3,666.17	(3,696.45)	(30.28)	6/16/2005
GNMA POOL #600439 5% 06-15-2020 BEO	9/15/2016	(177.72)	177.72	(179.18)	(1.46)	6/16/2005
GNMA POOL #600439 5% 06-15-2020 BEO	10/17/2016	(178.54)	178.54	(180.00)	(1.46)	6/16/2005
GNMA POOL #600439 5% 06-15-2020 BEO	11/15/2016	(179.35)	179.35	(180.81)	(1.46)	6/16/2005
GNMA POOL #600439 5% 06-15-2020 BEO	6/20/2016	(188.82)	188.82	(189.12)	(0.30)	12/22/2004
GNMA POOL #600439 5% 06-15-2020 BEO	12/15/2016	(1,152.88)	1,152.88	(1,162.27)	(9.39)	6/16/2005

The Wm T and Ethel L Burton Foundation

72-6027957

Part IV - Capital Gains and Losses for Tax on Investment Income - Attachment

May 31, 2017

Security	Date Sold	Shares	Proceeds	Cost Basis	Gain\Loss	Date Acquired
GNMAII POOL #003645 SER 2019 4 5% DUE 12-20-2019 REG	7/20/2016	(204 85)	204 85	(205 18)	(0 33)	12/22/2004
GNMA POOL #600439 5% 06-15-2020 BEO	1/17/2017	(114 62)	114 62	(115 55)	(0 93)	6/16/2005
GNMAII POOL #003645 SER 2019 4 5% DUE 12-20-2019 REG	8/22/2016	(176 41)	176 41	(176 69)	(0 28)	12/22/2004
GNMA POOL #600439 5% 06-15-2020 BEO	2/15/2017	(115 15)	115 15	(116 09)	(0 94)	6/16/2005
GNMAII POOL #003645 SER 2019 4 5% DUE 12-20-2019 REG	9/20/2016	(144 79)	144 79	(145 02)	(0 23)	12/22/2004
GNMA POOL #600439 5% 06-15-2020 BEO	3/15/2017	(115 67)	115 67	(116 61)	(0 94)	6/16/2005
GNMAII POOL #003645 SER 2019 4 5% DUE 12-20-2019 REG	10/20/2016	(141 83)	141 83	(142 06)	(0 23)	12/22/2004
GNMA POOL #600439 5% 06-15-2020 BEO	4/17/2017	(117 00)	117 00	(117 95)	(0 95)	6/16/2005
GNMA POOL #600439 5% 06-15-2020 BEO	5/15/2017	(116 74)	116 74	(117 69)	(0 95)	6/16/2005
GNMAII POOL #003645 SER 2019 4 5% DUE 12-20-2019 REG	11/21/2016	(142 41)	142 41	(142 64)	(0 23)	12/22/2004
GNMAII POOL #003645 SER 2019 4 5% DUE 12-20-2019 REG	12/20/2016	(143 01)	143 01	(143 23)	(0 22)	12/22/2004
GNMAII POOL #003645 SER 2019 4 5% DUE 12-20-2019 REG	1/20/2017	(143 60)	143 60	(143 83)	(0 23)	12/22/2004
GNMAII POOL #003645 SER 2019 4 5% DUE 12-20-2019 REG	2/21/2017	(144 12)	144 12	(144 34)	(0 22)	12/22/2004
GNMAII POOL #003645 SER 2019 4 5% DUE 12-20-2019 REG	3/20/2017	(144 87)	144 87	(145 10)	(0 23)	12/22/2004
GNMAII POOL #003645 SER 2019 4 5% DUE 12-20-2019 REG	4/20/2017	(247 99)	247 99	(248 38)	(0 39)	12/22/2004
GNMAII POOL #003645 SER 2019 4 5% DUE 12-20-2019 REG	5/22/2017	(134 11)	134 11	(134 32)	(0 21)	12/22/2004
GNMAII POOL #3249 SER 2032 6% DUE 06-20-2032 REG	6/20/2016	(42 35)	42 35	(42 41)	(0 06)	6/21/2002
GNMAII POOL #3249 SER 2032 6% DUE 06-20-2032 REG	7/20/2016	(97 72)	97 72	(97 85)	(0 13)	6/21/2002
GNMAII POOL #3228 SER 2032 6 5% DUE 04-20-2032 REG	6/20/2016	(63 08)	63 08	(63 44)	(0 36)	4/19/2002
GNMAII POOL #3249 SER 2032 6% DUE 06-20-2032 REG	8/22/2016	(23 13)	23 13	(23 16)	(0 03)	6/21/2002
GNMAII POOL #3249 SER 2032 6% DUE 06-20-2032 REG	9/20/2016	(91 05)	91 05	(91 18)	(0 13)	6/21/2002
GNMAII POOL #3228 SER 2032 6 5% DUE 04-20-2032 REG	7/20/2016	(35 13)	35 13	(35 33)	(0 20)	4/19/2002
GNMAII POOL #3249 SER 2032 6% DUE 06-20-2032 REG	10/20/2016	(66 60)	66 60	(66 69)	(0 09)	6/21/2002
GNMAII POOL #3228 SER 2032 6 5% DUE 04-20-2032 REG	8/22/2016	(40 41)	40 41	(40 64)	(0 23)	4/19/2002
GNMAII POOL #3249 SER 2032 6% DUE 06-20-2032 REG	11/21/2016	(61 29)	61 29	(61 37)	(0 08)	6/21/2002
GNMAII POOL #3228 SER 2032 6 5% DUE 04-20-2032 REG	9/20/2016	(53 25)	53 25	(53 55)	(0 30)	4/19/2002
GNMAII POOL #3249 SER 2032 6% DUE 06-20-2032 REG	12/20/2016	(75 52)	75 52	(75 62)	(0 10)	6/21/2002
GNMAII POOL #3228 SER 2032 6 5% DUE 04-20-2032 REG	10/20/2016	(38 83)	38 83	(39 05)	(0 22)	4/19/2002
GNMAII POOL #3249 SER 2032 6% DUE 06-20-2032 REG	1/20/2017	(74 11)	74 11	(74 21)	(0 10)	6/21/2002
GNMAII POOL #3228 SER 2032 6 5% DUE 04-20-2032 REG	11/21/2016	(26 80)	26 80	(26 95)	(0 15)	4/19/2002
GNMAII POOL #3228 SER 2032 6 5% DUE 04-20-2032 REG	12/20/2016	(37 90)	37 90	(38 11)	(0 21)	4/19/2002
GNMAII POOL #3249 SER 2032 6% DUE 06-20-2032 REG	2/21/2017	(214 82)	214 82	(215 11)	(0 29)	6/21/2002
GNMAII POOL #3249 SER 2032 6% DUE 06-20-2032 REG	3/20/2017	(82 31)	82 31	(82 42)	(0 11)	6/21/2002
GNMAII POOL #3228 SER 2032 6 5% DUE 04-20-2032 REG	1/20/2017	(29 06)	29 06	(29 22)	(0 16)	4/19/2002
GNMAII POOL #3249 SER 2032 6% DUE 06-20-2032 REG	4/20/2017	(75 30)	75 30	(75 40)	(0 10)	6/21/2002
GNMAII POOL #3228 SER 2032 6 5% DUE 04-20-2032 REG	2/21/2017	(11 50)	11 50	(11 57)	(0 07)	4/19/2002
GNMAII POOL #3228 SER 2032 6 5% DUE 04-20-2032 REG	3/20/2017	(40 14)	40 14	(40 37)	(0 23)	4/19/2002
GNMAII POOL #3249 SER 2032 6% DUE 06-20-2032 REG	5/22/2017	(120 49)	120 49	(120 66)	(0 17)	6/21/2002
GNMAII POOL #3228 SER 2032 6 5% DUE 04-20-2032 REG	4/20/2017	(10 08)	10 08	(10 14)	(0 06)	4/19/2002

The Wm T and Ethel L Burton Foundation
72-6027957

Part IV - Capital Gains and Losses for Tax on Investment Income - Attachment
May 31, 2017

Security	Date Sold	Shares	Proceeds	Cost Basis	Gain\Loss	Date Acquired
GNNMII POOL #3228 SER 2032 6.5% DUE	5/22/2017	(32.92)	32.92	(33.11)	(0.19)	4/19/2002
GNNMII POOL #2483 SER 2027 7% DUE	6/20/2016	(4.84)	4.84	(4.83)	0.01	10/15/1997
GNNMII POOL #2483 SER 2027 7% DUE	7/20/2016	(13.35)	13.35	(13.31)	0.04	10/15/1997
GNNMII POOL #2483 SER 2027 7% DUE	8/22/2016	(4.80)	4.80	(4.79)	0.01	10/15/1997
GNNMII POOL #2483 SER 2027 7% DUE	9/20/2016	(13.45)	13.45	(13.41)	0.04	10/15/1997
GNNMII POOL #2444 SER 2027 7.5% DUE	6/20/2016	(9.03)	9.03	(9.03)	-	6/26/1997
GNNMII POOL #2483 SER 2027 7% DUE	10/20/2016	(10.98)	10.98	(10.95)	0.03	10/15/1997
GNNMII POOL #2444 SER 2027 7.5% DUE	7/20/2016	(25.41)	25.41	(25.42)	(0.01)	6/26/1997
GNNMII POOL #2483 SER 2027 7% DUE	11/21/2016	(12.84)	12.84	(12.80)	0.04	10/15/1997
GNNMII POOL #2444 SER 2027 7.5% DUE	8/22/2016	(9.93)	9.93	(9.93)	-	6/26/1997
GNNMII POOL #2483 SER 2027 7% DUE	12/20/2016	(11.00)	11.00	(10.97)	0.03	10/15/1997
GNNMII POOL #2444 SER 2027 7.5% DUE	9/20/2016	(34.42)	34.42	(34.43)	(0.01)	6/26/1997
GNNMII POOL #2483 SER 2027 7% DUE	1/20/2017	(9.61)	9.61	(9.58)	0.03	10/15/1997
GNNMII POOL #2444 SER 2027 7.5% DUE	10/20/2016	(9.02)	9.02	(9.02)	-	6/26/1997
GNNMII POOL #2483 SER 2027 7% DUE	2/21/2017	(9.72)	9.72	(9.69)	0.03	10/15/1997
GNNMII POOL #2444 SER 2027 7.5% DUE	11/21/2016	(30.89)	30.89	(30.90)	(0.01)	6/26/1997
GNNMII POOL #2483 SER 2027 7% DUE	3/20/2017	(4.45)	4.45	(4.44)	0.01	10/15/1997
GNNMII POOL #2444 SER 2027 7.5% DUE	12/20/2016	(26.90)	26.90	(26.91)	(0.01)	6/26/1997
GNNMII POOL #2483 SER 2027 7% DUE	4/20/2017	(21.63)	21.63	(21.57)	0.06	10/15/1997
GNNMII POOL #2444 SER 2027 7.5% DUE	1/20/2017	(37.12)	37.12	(37.14)	(0.02)	6/26/1997
GNNMII POOL #2483 SER 2027 7% DUE	5/22/2017	(4.24)	4.24	(4.23)	0.01	10/15/1997
GNNMII POOL #2444 SER 2027 7.5% DUE	2/21/2017	(30.46)	30.46	(30.47)	(0.01)	6/26/1997
GNNMII POOL #2483 SER 2027 7.5% DUE	3/20/2017	(8.55)	8.55	(8.55)	-	6/26/1997
GNNMII POOL #2444 SER 2027 7.5% DUE	4/20/2017	(8.64)	8.64	(8.64)	-	6/26/1997
GNNMII POOL #2483 SER 2027 7.5% DUE	5/22/2017	(29.71)	29.71	(29.72)	(0.01)	6/26/1997
Total Long Term Gain\Loss					604,465.06 (582,171.93)	22,293.13
Total Gain\Loss					643,623.11 (626,392.82)	17,230.29