

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 instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052  
**2016**  
**Open to Public Inspection**

**For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016**

Name of foundation BURTON FOUNDATION INC		<b>A Employer identification number</b> 73-1584983
Number and street (or P O box number if mail is not delivered to street address) 1899 SYCAMORE LANE	Room/suite	<b>B Telephone number (see instructions)</b> (405) 755-5571
City or town, state or province, country, and ZIP or foreign postal code FERNANDINA BEACH, FL 32034		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 30,615,320	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	580,951	580,951		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	190,015			
	<b>b</b> Gross sales price for all assets on line 6a	6,181,955			
	<b>7</b> Capital gain net income (from Part IV, line 2)		190,015		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	770,966	770,966	0		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	0	0	0	0
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	2,500	0	0	2,500
	<b>c</b> Other professional fees (attach schedule)	295,630	151,581	0	144,049
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	29,546	8,146	0	0
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings	6,344	0	0	6,344
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	1,864	-82	0	1,946
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	335,884	159,645	0	154,839
	<b>25</b> Contributions, gifts, grants paid	258,500			258,500
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	594,384	159,645	0	413,339	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	176,582				
<b>b Net investment income</b> (if negative, enter -0-)		611,321			
<b>c Adjusted net income</b> (if negative, enter -0-)			0		

<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	1,414,551	184,528	184,528
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	27,880,859	30,430,792	30,430,792
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .			
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	29,295,410	30,615,320	30,615,320	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .	29,295,410	30,615,320	
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	29,295,410	30,615,320		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	29,295,410	30,615,320		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
<b>1</b> 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) . . . . .	<b>1</b>	29,295,410
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	176,582
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	1,143,328
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	30,615,320
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	30,615,320

**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)	
<b>1a</b> See Additional Data Table					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> See Additional Data Table					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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))
<b>a</b> See Additional Data Table					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss)					<b>2</b> 190,015
<b>3</b> 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					<b>3</b> 4,882

**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 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	628,561	29,950,447	0.020987
2014	853,937	29,657,432	0.028793
2013	404,724	27,812,339	0.014552
2012	2,054,607	26,131,946	0.078624
2011	1,989,746	27,109,661	0.073396
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.216352
<b>3</b> 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			<b>3</b> 0.043270
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			<b>4</b> 29,402,688
<b>5</b> Multiply line 4 by line 3			<b>5</b> 1,272,254
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 6,113
<b>7</b> Add lines 5 and 6			<b>7</b> 1,278,367
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 413,339

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total amount owed is 13,374, with 13,374 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include: 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 for political purposes?', 'Did the foundation file Form 1120-POL?', etc.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care.

Located at 2932 NW 122 BRADLEY SQUARE STE D OKLAHOMA CITY OK ZIP+4 73120

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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

**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)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here.

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

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

**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?  Yes  No

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?  Yes  No

**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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

**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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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)**

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GOLDMAN SACHS 25 BRITISH AMERICAN BLVD LATHAM, NY 12110	PORTFOLIO MANAG	151,581
FOUNDATION MANAGEMENT INC 2932 NW 122 BRADLEY SQUARE SUITE D OKLAHOMA CITY, OK 73120	MANAGEMENT FEES	143,753
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
<b>1</b> 	
<b>2</b> 	
<b>3</b> 	
<b>4</b> 	

**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
<b>1</b> 	
<b>2</b> 	
All other program-related investments. See instructions	
<b>3</b> 	
<b>Total.</b> Add lines 1 through 3 . . . . . ▶	0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	29,617,405
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	233,040
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	29,850,445
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	29,850,445
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	447,757
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	29,402,688
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	1,470,134

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	1,470,134
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	12,226
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	12,226
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	1,457,908
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	1,457,908
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	1,457,908

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	413,339
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	413,339
<b>5</b>	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).	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	413,339

**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 2015	(c) 2015	(d) 2016
<b>1</b> Distributable amount for 2016 from Part XI, line 7				1,457,908
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .			0	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . .	729,702			
<b>b</b> From 2012. . . . .	755,762			
<b>c</b> From 2013. . . . .				
<b>d</b> From 2014. . . . .				
<b>e</b> From 2015. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	1,485,464			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>413,339</u>				
<b>a</b> Applied to 2015, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2016 distributable amount. . . . .				413,339
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )	1,044,569			1,044,569
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	440,895			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				0
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .	440,895			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . .	440,895			
<b>b</b> Excess from 2013. . . . .				
<b>c</b> Excess from 2014. . . . .				
<b>d</b> Excess from 2015. . . . .				
<b>e</b> Excess from 2016. . . . .				

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

**1a** 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 organization is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> 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 organization 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) )

**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

---

**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 email address of the person to whom applications should be addressed

---

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

---

**c** Any submission deadlines

---

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

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				258,500
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b> ▶ <b>3b</b>				0



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

Part XVII

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...
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code...
b If "Yes," complete the following schedule
(a) Name of organization
(b) Type of organization
(c) Description of relationship

Sign Here
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.
Signature of officer or trustee: \*\*\*\*\*
Date: 2017-10-31
Title: \*\*\*\*\*
May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [ ] No

Paid Preparer Use Only
Print/Type preparer's name: ANNE SCUDDER
Preparer's Signature:
Date:
Check if self-employed [ ]
PTIN: P00967598
Firm's name: RSM US LLP
Firm's EIN: 42-0714325
Firm's address: 531 COUCH DR, OKLAHOMA CITY, OK 73102
Phone no: (405) 239-7961

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, (a) 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 )
GOLDMAN ST COVERED GAIN	P	2016-01-01	2016-12-31
GOLDMAN LT COVERED GAIN	P	1999-09-09	2016-12-31
GOLDMAN LT NONCOVERED GAIN	P	1999-09-09	2016-12-31
GOLDMAN ST COVERED GAIN	P	2016-01-01	2016-12-31
GOLDMAN LT COVERED GAIN	P	1999-09-09	2016-12-31
GOLDMAN LT NONCOVERED GAIN	P	1999-09-09	2016-12-31
GOLDMAN LT COVERED GAIN	P	1999-09-09	2016-12-31
GOLDMAN LT NONCOVERED GAIN	P	1999-09-09	2016-12-31
GOLDMAN ST COVERED GAIN	P	2016-01-01	2016-12-31
GOLDMAN LT COVERED GAIN	P	1999-09-09	2016-12-31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
294,114		286,645	7,469
579,852		405,354	174,498
61,061		28,924	32,137
14,032		14,746	-714
151,747		112,054	39,693
9,084		6,042	3,042
184,464		261,099	-76,635
112,775		179,537	-66,762
25,931		24,022	1,909
148,288		108,400	39,888

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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))
(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	
			7,469
			174,498
			32,137
			-714
			39,693
			3,042
			-76,635
			-66,762
			1,909
			39,888

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, (a) 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 )
GOLDMAN LT NONCOVERED GAIN	P	1999-09-09	2016-12-31
GOLDMAN LT NONCOVERED GAIN	P	1999-09-09	2016-12-31
GOLDMAN ST COVERED GAIN	P	2016-01-01	2016-12-31
GOLDMAN LT COVERED GAIN	P	1999-09-09	2016-12-31
GOLDMAN LT NONCOVERED GAIN	P	1999-09-09	2016-12-31
GOLDMAN ST COVERED GAIN	P	2016-01-01	2016-12-31
GOLDMAN LT COVERED GAIN	P	1999-09-09	2016-12-31
GOLDMAN LT NONCOVERED GAIN	P	1999-09-09	2016-12-31
GOLDMAN ST COVERED GAIN	P	2016-01-01	2016-12-31
GOLDMAN LT COVERED GAIN	P	1999-09-09	2016-12-31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
5			5
825,546		838,000	-12,454
991,481		987,180	4,301
846,292		839,582	6,710
511,857		507,900	3,957
75,489		75,676	-187
157,142		168,411	-11,269
24,888		11,648	13,240
1,074		1,414	-340
177,844		164,867	12,977

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			5
			-12,454
			4,301
			6,710
			3,957
			-187
			-11,269
			13,240
			-340
			12,977

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
GOLDMAN LT NONCOVERED GAIN	P	1999-09-09	2016-12-31
GOLDMAN ST COVERED GAIN	P	2016-01-01	2016-12-31
GOLDMAN LT COVERED GAIN	P	1999-09-09	2016-12-31
GOLDMAN LT NONCOVERED GAIN	P	1999-09-09	2016-12-31
GOLDMAN ST DISALLOWED LOSS	P	2016-01-01	2016-12-31
GOLDMAN LT DISALLOWED LOSS	P	1999-09-09	2016-12-31
CAPITAL GAIN DISTRIBUTION	P	1999-09-09	2016-12-31
GOLDMAN LT ORDINARY GAINS	P	1999-09-09	2016-12-31
GOLDMAN ST ORDINARY GAINS	P	1999-09-09	2016-12-31
GOLDMAN LT US EQ BUFF	P	1999-09-09	2016-12-31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
87			87
25,092		33,509	-8,417
193,595		193,345	250
8,046		3,585	4,461
636			636
36			36
361			361
721			721
225			225
760,190		740,000	20,190

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			87
			-8,417
			250
			4,461
			636
			36
			361
			721
			225
			20,190



**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a)</b> Name and address	Title, and average hours per week <b>(b)</b> devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	Expense account, <b>(e)</b> other allowances
GRETCHEN GRAY	TRUSTEE, SECRETARY 1 00	0	0	0
2932 NW 122ND ST SUITE D OKLAHOMA CITY, OK 73120				
DAVID GRAY	TRUSTEE, PRESIDENT 1 00	0	0	0
2932 NW 122ND ST SUITE D OKLAHOMA CITY, OK 73120				
ROBERT GRAY	TRUSTEE 1 00	0	0	0
2932 NW 122ND ST SUITE D OKLAHOMA CITY, OK 73120				
JOSEPH GRAY	TRUSTEE 1 00	0	0	0
2932 NW 122ND ST SUITE D OKLAHOMA CITY, OK 73120				
LISA WALL	TRUSTEE 1 00	0	0	0
2932 NW 122ND ST SUITE D OKLAHOMA CITY, OK 73120				
KARI BLAKLEY	ASSISTANT SECRETARY 1 00	0	0	0
2932 NW 122ND ST SUITE D OKLAHOMA CITY, OK 73120				
SHERRIE SCHROEDER	TREASURER 1 00	0	0	0
2932 NW 122ND ST SUITE D OKLAHOMA CITY, OK 73120				

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AID TO THE CHURCH IN NEED 725 LEONARD ST 3RD FLR BROOKLYN, NY 11222	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	30,000
AMERICAN RED CROSS-TULSA AREA CHAPTER 10151 E 11TH STREET TULSA, OK 74128	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	2,000
AMERICAN RIVERS INC ATTN ROBBIN MARKS WASHINGTON, DC 20005	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	2,500
AMHERST COLLEGE P O BOX 5000 AMHERST, MA 010025000	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	1,000
ARCHDIOCESE FOR MILITARY SERVICES 1025 MICHIGAN AVE NE WASHINGTON, DC 20017	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	10,000
<b>Total</b> . . . . . <b>3a</b>				258,500

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ARTS & HUMANITIES COUNCIL OF TULSA 101 EAST ARCHER TULSA, OK 74103	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	5,000
BECKET FUND 1200 NEW HAMPSHIRE AVE NW STE 700 WASHINGTON, DC 20036	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	5,000
BIG LIFE FOUNDATION USA 24010 NE TREEHILL DRIVE WOOD VILLAGE, OR 97060	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	2,000
BIRTH CHOICE PO BOX 94533 OKLAHOMA CITY, OK 73143	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	2,000
BISHOP KELLY HIGH SCHOOL 3905 HUDSON AVENUE TULSA, OK 74135	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	10,000
<b>Total</b> . . . . . <b>3a</b>				258,500

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
BISHOP KENNY HIGH SCHOOL 1055 KINGMAN AVE JACKSONVILLE, FL 32207	NONE	501C3	GENERAL OPERATIONAL SUPPORT	500
BOYS REPUBLIC 1907 BOYS REPUBLIC DRIVE CHINO HILLS, CA 91709	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	5,000
CARDINAL MINDSZENTY FOUNDATION 7800 BONHOMME AVE ST LOUIS, MO 63105	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	5,000
CATHOLIC CHARITIES - TULSA 2450 N HARVARD AVE TULSA, OK 74115	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	10,000
CATHOLIC NEAR EAST WELFARE ASSN 1011 FIRST AVENUE 15 FL NEW YORK, NY 10022	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	30,000
<b>Total . . . . . ▶</b> <b>3a</b>				258,500

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CHILDRENS HOSPITAL FOUNDATION 6501 N BROADWAY EXT STE 190 OKLAHOMA CITY, OK 73116	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	10,000
CHRISTENDOM COLLEGE 134 CHRISTENDOM DRIVE FRONT ROYAL, VA 22630	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	10,000
COMMUNITY FOOD BANK OF EASTERN OKLAHOMA 1304 N KENOSHA AVE TULSA, OK 74106	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	10,000
CONSERVATION FORCE 3240 S I-10 SERVICE ROAD W METAIRIE, LA 70001	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	2,000
COVENANT HOUSE 461 EIGHTH AVENUE NEW YORK, NY 10001	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	5,000
<b>Total</b> . . . . . <b>3a</b>				258,500

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
DAYSPRING VILLA (V) P O BOX 1588 SAND SPRINGS, OK 74063	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	5,000
DIOCESE OF TULSA PO BOX 690240 TULSA, OK 74169	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	10,000
ETERNAL WORD TELEVISION NETWORK (V) 5817 OLD LEEDS ROAD IRONDALE, AL 35210	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	1,000
FOOD FOR THE POOR 6401 LYONS ROAD-DEPT 9662 COCONUT CREEK, FL 33073	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	10,000
NATIONAL COWBOY & WESTERN HERITAGE MUSEUM 1700 NE 63RD STREET OKLAHOMA CITY, OK 73111	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	1,000
<b>Total . . . . .</b> ▶ <b>3a</b>				258,500

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**


Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
OETA FOUNDATION 7403 N KELLY OKLAHOMA CITY, OK 731118420	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	1,000
SALVATION ARMY THE PO BOX 397 TULSA, OK 74101	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	5,000
ST ANNE'S CATHOLIC CHURCH 301 S 9TH ST BROKEN ARROW, OK 74012	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	10,000
ST ANNE'S CATHOLIC CHURCH 301 S 9TH ST BROKEN ARROW, OK 74012	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	5,000
ST GREGORY'S UNIVERSITY 1900 WEST MACARTHUR SHAWNEE, OK 74804	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	1,000
<b>Total . . . . .</b> <b>3a</b>				258,500

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**


Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	1,000
ST MARY MAGDALENE CATHOLIC CHURCH ATTN FATHER DONALD STAIB APEX, NC 27502	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	5,000
ST MARY MAGDALENE CATHOLIC SCHOOL 625 MAGDALA PLACE APEX, NC 27502	NONE	501C3	GENERAL OPERATIONAL SUPPORT	10,000
TEXAS BIGHORN SOCIETY P O BOX 53145 LUBBOCK, TX 79453	NONE	501C3	GENERAL OPERATIONAL SUPPORT	2,500
THOMAS MORE LAW CENTER PO BOX 393 ANN ARBOR, MI 48106	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	5,000
<b>Total</b> . . . . . <b>3a</b>				258,500



**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
THOMAS MORE SOCIETY 16 S LA SALLE ST STE 603 CHICAGO, IL 60603	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	5,000
TULSA SYMPHONY ORCHESTRA INC 117 N BOSTON AVE STE 201 TULSA, OK 74103	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	1,500
TULSA ZOO FRIENDS FOUNDATION 6421 E 36TH ST N TULSA, OK 74115	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	1,000
UNIVERSITY OF ROCHESTER SCHOOL OF NURSING P O BOX 270032 ROCHESTER, NY 14642	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	1,500
US FRIENDS OF DAVID SHELDRIK WILDLIFE WILDLIFE TRUST LAGUNA HILLS, CA 92653	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	4,000
<b>Total</b> . . . . . 				258,500
<b>3a</b>				

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
WASHINGTON LEGAL FOUNDATION 2009 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20036	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	15,000
WASHINGTON UNIVERSITY IN ST LOUIS 700 ROSEDALE ST ST LOUIS, MO 63130	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	1,000
<b>Total</b> . . . . . 				258,500
<b>3a</b>				

**TY 2016 Accounting Fees Schedule****Name:** BURTON FOUNDATION INC**EIN:** 73-1584983

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ACCOUNTING FEES	2,500	0	0	2,500

**TY 2016 Investments Corporate Stock Schedule****Name:** BURTON FOUNDATION INC**EIN:** 73-1584983

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
CORPORATE STOCKS HELD BY GOLDMAN SAC	30,430,792	30,430,792

**TY 2016 Other Expenses Schedule****Name:** BURTON FOUNDATION INC**EIN:** 73-1584983**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	1,196	0	0	1,196
MEMBERSHIPS	750	0	0	750
BOND AMORTIZATION	-82	-82	0	0

**TY 2016 Other Increases Schedule****Name:** BURTON FOUNDATION INC**EIN:** 73-1584983

<b>Description</b>	<b>Amount</b>
UNREALIZED GAIN(LOSS)	1,143,328

**TY 2016 Other Professional Fees Schedule****Name:** BURTON FOUNDATION INC**EIN:** 73-1584983

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
OTHER PROFESSIONAL FEES	295,630	151,581	0	144,049

**TY 2016 Taxes Schedule****Name:** BURTON FOUNDATION INC**EIN:** 73-1584983

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ADR & FOREIGN TAXES PAID	8,146	8,146	0	0
FEDERAL INCOME TAX AND REFUND	21,400	0	0	0