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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2009

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label Otherwise, print or type. See Specific Instructions.	Name of foundation <b>BURNINGHAM FOUNDATION</b>		A Employer identification number <b>20-2942262</b>
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number <b>801-278-6678</b>
	City or town, state, and ZIP code <b>SALT LAKE CITY, UT 84124</b>		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" 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) \$ <b>370,364.</b> (Part I, column (d) must be on cash basis)		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				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-14,247.			
b	Gross sales price for all assets on line 6a	246,613.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain			N/A	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	13,161.	0.	13,161.	STATEMENT 1
12	Total. Add lines 1 through 11	-1,086.	0.	13,161.	
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	600.	0.	0.	0.
c	Other professional fees				
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	7.	0.	0.	0.
24	Total operating and administrative expenses. Add lines 13 through 23	607.	0.	0.	0.
25	Contributions, gifts, grants paid	18,819.			18,819.
26	Total expenses and disbursements. Add lines 24 and 25	19,426.	0.	0.	18,819.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-20,512.			
b	Net investment income (if negative, enter -0-)		0.		
c	Adjusted net income (if negative, enter -0-)			13,161.	

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	7,791.	2,781.	2,781.
	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			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <b>STMT 4</b>	310,631.	367,583.	367,583.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers)	318,422.	370,364.	370,364.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 <b>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 type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	318,422.	370,364.		
30 <b>Total net assets or fund balances</b>	318,422.	370,364.		
31 <b>Total liabilities and net assets/fund balances</b>	318,422.	370,364.		

**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	318,422.
2 Enter amount from Part I, line 27a	2	-20,512.
3 Other increases not included in line 2 (itemize) ▶ <b>UNREALIZED GAIN</b>	3	72,454.
4 Add lines 1, 2, and 3	4	370,364.
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	370,364.

**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 UBS FINANCIAL	P	05/02/07	01/05/09
b MORGAN STANLEY-JPMC	P	03/24/08	03/31/09
c MORGAN STANLEY-PIMCO	P	04/02/09	11/10/09
d MORGAN STANLEY-SEE ATTACHED	P		
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 689.		778.	-89.
b 59,000.		59,000.	0.
c 14,500.		12,515.	1,985.
d 172,424.		188,567.	-16,143.
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-89.
b			0.
c			1,985.
d			-16,143.
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	-14,247.
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	-14,158.

**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))
2008	15,341.	0.	.000000
2007	24,790.	0.	.000000
2006	22,587.	0.	.000000
2005	21,000.	0.	.000000
2004	0.	0.	.000000

2 Total of line 1, column (d)	2	.000000
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	.000000
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	0.
8 Enter qualifying distributions from Part XII, line 4	8	18,819.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	0.
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			
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	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9		0.
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10		
11 Enter the amount of line 10 to be: <b>Credited to 2010 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		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? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <b>NONE</b>		
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? <i>If "No," attach explanation</i>	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

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

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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>DALE A. BURNINGHAM</u> Telephone no. ► <u>801-278-6678</u> Located at ► <u>4231 MARQUIS WAY, SALT LAKE CITY, UT</u> ZIP+4 ► <u>84124</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		

**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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? 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 2009 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 2009)	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 2009?		4b X

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**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 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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 ☒ Nob 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

5b

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
DALE A. BURNINGHAM	DIRECTOR			
4231 MARQUIS WAY				
SALT LAKE CITY, UT 84124	1.00	0.	0.	0.
JANEEL O. BURNINGHAM	DIRECTOR			
4231 MARQUIS WAY				
SALT LAKE CITY, UT 84124	1.00	0.	0.	0.
CLAYTON A. BURNINGHAM	DIRECTOR			
4231 MARQUIS WAY				
SALT LAKE CITY, UT 84124	1.00	0.	0.	0.
WESLEY J. BURNINGHAM	DIRECTOR			
4231 MARQUIS WAY				
SALT LAKE CITY, UT 84124	1.00	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

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**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	
<b>Total.</b> Add lines 1 through 3	0.

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**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>N/A</b>
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	
<b>b</b>	Average of monthly cash balances	<b>1b</b>	
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	
<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>	
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	

**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>	
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<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>	

**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> 18,819.
<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> 18,819.
<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	<b>5</b> 0.
<b>6</b>	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	<b>6</b> 18,819.

**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)

N/A

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only				
<b>b</b> Total for prior years:				
<b>3</b> Excess distributions carryover, if any, to 2009:				
<b>a</b> From 2004				
<b>b</b> From 2005				
<b>c</b> From 2006				
<b>d</b> From 2007				
<b>e</b> From 2008				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4: ▶ \$				
<b>a</b> Applied to 2008, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)				
<b>d</b> Applied to 2009 distributable amount				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<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				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions				
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7				
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2005				
<b>b</b> Excess from 2006				
<b>c</b> Excess from 2007				
<b>d</b> Excess from 2008				
<b>e</b> Excess from 2009				



**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
<b>a Paid during the year</b>				
<b>SEE STATEMENT 5</b>				<b>18,819.</b>
<b>Total</b>				<b>▶ 3a 18,819.</b>
<b>b Approved for future payment</b>				
<b>NONE</b>				<b>0.</b>
<b>Total</b>				<b>▶ 3b 0.</b>



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

- |          |  | Yes | No |
|----------|--|-----|----|
| <b>1</b> | 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?  |     |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |     |    |
|          | (1) Cash   |     | X  |
|          | (2) Other assets   |     | X  |
| <b>b</b> | Other transactions:  |     |    |
|          | (1) Sales of assets to a noncharitable exempt organization   |     | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   |     | X  |
|          | (3) Rental of facilities, equipment, or other assets   |     | X  |
|          | (4) Reimbursement arrangements   |     | X  |
|          | (5) Loans or loan guarantees   |     | X  |
|          | (6) Performance of services or membership or fundraising solicitations   |     | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |     | X  |
| <b>d</b> | 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		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	 Signature of officer or trustee		4-9-2010 Date	PRESIDENT Title
	Paid Preparer's Use Only	Preparer's signature 	Date 4.9.10	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP code DAINES GOODWIN & COMPANY PC 136 EAST SOUTH TEMPLE, SUITE 825 SALT LAKE CITY, UT 84111			Preparer's identifying number EIN  Phone no. (801)363-3400

Form **990-PF** (2009)

FORM 990-PF	OTHER INCOME	STATEMENT	1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	2,165.	0.	2,165.
DIVIDEND INCOME	10,996.	0.	10,996.
TOTAL TO FORM 990-PF, PART I, LINE 11	13,161.	0.	13,161.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DAINES GOODWIN	600.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 16B	600.	0.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LICENSE	7.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	7.	0.	0.	0.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	4
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MORGAN STANLEY SMITH BARNEY	179,364.	179,364.	
MORGAN STANLEY SMITH BARNEY	188,219.	188,219.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	367,583.	367,583.	

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 5

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN BIRDING ASSOC 4945 N 30TH STREET COLORADO SPRINGS, CO 80919	INDEPENDENT/NO RESTRICT GENERAL PURPOSE		100.
BOY SCOUTS OF AMERICA 525 FOOTHILL BLVD SALT LAKE CITY, UT 84113	INDEPENDENT/NO RESTRICT GENERAL PURPOSE		3,000.
GRANITE EDUCATION FOUNDATION 2500 SOUTH STATE SALT LAKE CITY, UT 84115	INDEPENDENT/NO RESTRICT GENERAL PURPOSE		600.
HENRY'S FORK FOUNDATION PO BOX 550 ASHTON, ID 83420	INDEPENDENT/NO RESTRICT GENERAL PURPOSE		80.
HENRY'S FORK FOUNDATION PO BOX 550 ASHTON, ID 83420	INDEPENDENT/NO RESTRICT GENERAL PURPOSE		250.
HUNTSMAN CANCER INSTITUTE 2000 CIRCLE OF HOPE SALT LAKE CITY, UT 84112	INDEPENDENT/NO RESTRICT GENERAL PURPOSE		5,000.
KUED-7 101 WASATCH DRIVE SALT LAKE CITY, UT 84112	INDEPENDENT/NO RESTRICT GENERAL PURPOSE		1,000.
MORAN EYE CENTER 50 NORTH MEDICAL DRIVE SALT LAKE CITY, UT 84132	INDEPENDENT/NO RESTRICT GENERAL PURPOSE		5,000.



## BURNINGHAM FOUNDATION

20-2942262

SMITH'S MARKET PLACE-SUB FOR SANTA 980 FORT UNION BLVD SALT LAKE CITY, UT 84112	INDEPENDENT/NO RESTRICT GENERAL PURPOSE	111.
SMITH'S MARKET PLACE-CHILDREN'S CHRISTMAS STORE 980 FORT UNION BLVD SALT LAKE CITY, UT 84112	INDEPENDENT/NO RESTRICT GENERAL PURPOSE	85.
UNIVERSITY OF UTAH - CE DEPT 122 CENTRAL CAMPUS DRIVE SALT LAKE CITY, UT 84112	INDEPENDENT/NO RESTRICT GENERAL PURPOSE	300.
DAN'S-SUB FOR SANTA 2029 EAST 7000 SOUTH SALT LAKE CITY, UT 84121	INDEPENDENT/NO RESTRICT GENERAL PURPOSE	43.
MAKE A WISH FOUNDATION 771 WINCHESTER MURRAY, UT 84107	INDEPENDENT/NO RESTRICT GENERAL PURPOSE	1,000.
UTAH RIVERS COUNCIL 1055 EAST 2100 SOUTH STE 207 SALT LAKE CITY, UT 84106	INDEPENDENT/NO RESTRICT GENERAL PURPOSE	250.
THE NATURE CONSERVANCY 559 EAST SOUTH TEMPLE SALT LAKE CITY, UT 84102	INDEPENDENT/NO RESTRICT GENERAL PURPOSE	1,000.
UTAH SYMMPHONY/UTAH OPERA 123 WEST SOUTH TEMPLE SALT LAKE CITY, UT 84103	INDEPENDENT/NO RESTRICT GENERAL PURPOSE	1,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

18,819.

# Morgan Stanley Smith Barney

CLIENT STATEMENT | For the Period December 1-31, 2009

## Activity

BURNINGHAM FOUNDATION  
4231 MARQUIS WAY

### MMF AND BANK DEPOSITS ACTIVITY (CONTINUED)

Date	Activity Type	Description	Bank Deposit Program/ Money Market Funds
12/31	Automatic Investment	BANK DEPOSIT PROGRAM	30.00
NET ACTIVITY FOR PERIOD			\$63.23

### UNSETTLED TRADE ACTIVITY

Transaction Settlement		Date	Activity Type	Description	Comments	Quantity	Price	Pending Inflows/(Outflows)
12/29	1/4	Sold	BROWN FORMAN CORP CL B	UNSETTLED SALE		25,000	\$54.3017	\$1,357.50
12/29	1/4	Bought	SEL INVESTMENTS CO	UNSETTLED PURCHASE		40,000	17.7190	(708.76)
12/30	1/5	Sold	MARTIN MARIETTA MATERIALS	UNSETTLED SALE		12,000	91.7521	1,101.00
12/30	1/5	Bought	NOBLE CORP NEW	UNSETTLED PURCHASE		15,000	40.8729	(613.09)

Unsettled Trades are shown for informational purposes only and will be included in totals when the transactions settle.

### REALIZED GAIN/(LOSS) DETAIL

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ACCENTURE LTD	11/14/08	08/26/09	30,000	\$1,058.37	\$883.48	\$174.89	A
ACE LTD	09/15/08	08/26/09	23,000	1,172.27	1,232.48	(60.21)	A
ADOBE SYSTEMS	03/02/07	08/26/09	33,000	1,073.79	1,287.00	(213.21)	A
AETNA INC (NEW)(CT)	09/25/08	08/26/09	38,000	1,117.55	1,403.80	(286.25)	A
ALCOA INC	11/27/07	08/26/09	43,000	530.17	1,504.14	(973.97)	A
APACHE CORP	08/27/09	12/17/09	35,000	3,506.11	3,023.65	482.46	
APPLE INC	04/24/06	08/26/09	13,000	2,182.90	858.78	1,324.12	A
	01/12/07	08/26/09	6,000	1,007.49	566.28	441.21	A
ARCHER DANIELS MIDLAND	03/16/06	08/26/09	28,000	783.42	968.80	(185.38)	A
	01/09/08	08/26/09	21,000	587.56	929.67	(342.11)	A
AT&T INC	12/19/07	08/26/09	87,000	2,310.66	3,476.36	(1,165.70)	A
BANK OF AMERICA CORP	03/16/06	08/26/09	36,000	643.30	1,686.60	(1,043.30)	A
	08/21/07	08/26/09	41,000	732.65	2,111.50	(1,378.85)	A
BANK OF NEW YORK MELLON CORP	04/18/08	08/26/09	27,000	780.27	1,156.95	(376.68)	A
BEST BUY CO	12/12/07	08/26/09	28,000	1,046.05	1,410.36	(364.31)	A
BOEING CO	10/31/07	08/26/09	15,000	717.28	1,473.30	(756.02)	A
	01/23/08	08/26/09	9,000	430.37	683.55	(253.18)	A
BRISTOL MYERS SQUIBB CO	11/14/08	08/26/09	44,000	1,011.53	866.78	144.75	A
BROADCOM CORP CL A	03/16/06	08/26/09	12,000	333.95	542.28	(208.33)	A
	04/03/06	08/26/09	6,000	166.98	269.70	(102.72)	A

CONTINUED

# MorganStanley SmithBarney

CLIENT STATEMENT | For the Period December 1-31, 2009

## Activity

BURNINGHAM FOUNDATION  
4231 MARQUIS WAY

### REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	04/24/06	08/26/09	6.000	166.98	249.54	(82.56) A	
	11/17/06	08/26/09	16.000	445.27	555.52	(110.25) A	
CATERPILLAR INC	03/16/06	08/26/09	21.000	994.95	1,574.16	(579.21) A	
CELGENE CORP	03/14/08	08/26/09	23.000	1,250.70	1,277.19	(26.49) A	
CHARLES RIVER LABS INTL INC	03/16/06	08/26/09	25.000	879.48	1,252.25	(372.77) A	
	11/10/08	08/26/09	18.000	633.22	490.84	142.38 A	
CHESAPEAKE ENERGY CORP	08/21/08	08/26/09	47.000	1,093.66	2,330.97	(1,237.31) A	
CHEVRON CORP	03/16/06	08/26/09	33.000	2,347.22	1,904.43	442.79 A	
	09/15/08	08/26/09	17.000	1,209.18	1,392.81	(183.63) A	
CISCO SYS INC	03/16/06	08/26/09	81.000	1,778.12	1,726.11	52.01 A	
	09/22/08	08/26/09	36.000	790.28	859.68	(69.40) A	
CITIGROUP INC	01/12/07	08/26/09	38.000	176.69	2,067.20	(1,890.51) A	
	10/06/08	08/26/09	95.000	441.74	1,564.18	(1,122.44) A	
CLOROX CO DE	03/16/06	08/26/09	9.000	532.42	556.02	(23.60) A	
	07/11/07	08/26/09	7.000	414.11	441.42	(27.31) A	
CME GROUP INC	06/19/08	08/26/09	3.000	822.10	1,322.52	(500.42) A	
	10/29/08	08/26/09	2.000	548.06	543.12	4.94 A	
COACH INC	03/23/07	08/26/09	9.000	264.32	458.82	(194.50) A	
	11/24/08	08/26/09	32.000	939.81	528.32	411.49 A	
COMCAST CORP (NEW) CLASS A	03/16/06	08/26/09	42.000	638.80	758.24	(119.44) A	
CONOCOPHILLIPS	12/29/08	08/26/09	18.000	819.87	878.61	(58.74) A	
CORNING INC	03/02/07	08/26/09	58.000	936.09	1,186.10	(250.01) A	
COVANCE INC	08/27/09	10/26/09	25.000	1,379.65	1,351.25	28.40	
DEVON ENERGY CORP NEW	03/12/08	08/26/09	18.000	1,124.43	1,829.31	(704.88) A	
DOVER CORP	12/29/08	08/26/09	32.000	1,143.01	973.76	169.25 A	
DOW CHEMICAL CO	11/14/08	08/26/09	35.000	754.93	773.83	(18.90) A	
EL PASO CORPORATION	09/20/07	08/26/09	111.000	1,089.05	1,909.20	(820.15) A	
EOG RESOURCES INC	08/27/09	11/10/09	10.000	909.85	730.00	179.85	
EXELON CORP	10/15/08	08/26/09	13.000	659.34	638.34	21.00 A	
	12/29/08	08/26/09	5.000	253.59	257.90	(4.31) A	
EXPEDIA, INC	06/19/08	08/26/09	51.000	1,170.92	1,033.26	137.66 A	
FISERV INC WISCONSIN	03/16/06	08/26/09	26.000	1,290.61	1,109.68	180.93 A	
	03/29/06	08/26/09	7.000	347.47	298.69	48.78 A	
	09/12/07	08/26/09	6.000	297.83	283.68	14.15 A	
FRANKLIN RESOURCES INC	12/12/07	08/26/09	9.000	841.47	1,038.15	(196.68) A	
FREEMPORT MCMORAN CP&GLD	05/19/08	08/26/09	12.000	762.58	1,500.84	(738.26) A	
	11/24/08	08/26/09	17.000	1,080.32	382.50	697.82 A	
GENZYME CORP	03/16/06	08/26/09	14.000	782.57	967.12	(184.55) A	

CONTINUED



# MorganStanley SmithBarney

CLIENT STATEMENT | For the Period December 1-31, 2009

BURNINGHAM FOUNDATION  
4231 MARQUIS WAY

## Activity

### REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
GILEAD SCIENCE	06/06/06	08/26/09	8,000	447.19	474.64	(27.45)	A
GOOGLE INC-CL A	11/14/08	08/26/09	23,000	1,064.18	1,109.65	(45.47)	A
	11/09/06	08/26/09	2,000	939.37	954.78	(15.41)	A
	11/28/07	08/26/09	2,000	939.37	1,380.38	(441.01)	A
	01/18/08	08/26/09	3,000	1,409.06	1,803.48	(394.42)	A
HALLIBURTON CO	12/29/08	08/26/09	40,000	982.77	697.51	285.26	A
HOST HOTEL & RESORTS INC	02/14/08	08/26/09	72,000	731.50	1,231.81	(500.31)	A
ILL TOOL WORKS INC	04/24/06	08/26/09	16,000	677.26	828.08	(150.82)	A
	06/05/06	08/26/09	12,000	507.95	592.80	(84.85)	A
	03/12/08	08/26/09	16,000	677.26	764.64	(87.38)	A
INGERSOLL-RAND PLC SHS	01/16/08	08/26/09	50,000	1,542.96	1,985.95	(442.99)	
INTEL CORP	05/19/08	08/26/09	71,000	1,378.78	1,772.16	(393.38)	A
IRON MOUNTAIN INC (DE)	05/02/07	09/01/09	17,000	488.17	489.82	(1.65)	A
	06/01/07	09/01/09	29,000	832.76	790.25	42.51	A
	08/27/09	09/01/09	109,000	3,130.04	3,298.34	(168.30)	
JOHNSON & JOHNSON	04/24/05	08/26/09	41,000	2,488.64	103.07	2,385.57	A
	03/16/06	08/26/09	10,000	606.98	601.40	5.58	A
JOHNSON CONTROLS INCORPORATED	01/16/08	08/26/09	39,000	973.41	1,288.50	(315.09)	A
JPMORGAN CHASE & CO	03/16/06	08/26/09	20,000	864.18	827.80	36.38	A
	12/12/07	08/26/09	42,000	1,814.77	1,912.26	(97.49)	A
KAYDON CP	07/30/08	11/12/09	21,000	777.75	1,011.34	(233.59)	A
	08/27/09	11/12/09	24,000	888.86	781.84	107.02	
	08/27/09	12/28/09	80,000	2,880.66	2,606.12	274.54	
	09/21/09	12/28/09	20,000	720.16	686.26	33.90	
KEYCORP NEW	11/14/08	08/26/09	113,000	718.69	1,104.78	(386.09)	A
KOHL'S CORPORATION WISC	09/20/07	08/26/09	21,000	1,115.70	1,223.67	(107.97)	A
L-3 COMMUNICATIONS HOLDING INC	03/16/06	08/26/09	16,000	1,189.88	1,384.80	(194.92)	A
LIBERTY MEDIA CORP SR A LIB EN	03/16/06	08/26/09	38,000	1,062.83	554.29	508.54	A
	05/04/06	08/26/09	10,000	279.69	153.37	126.32	A
LIBERTY MEDIA HLDG CAP SER A	03/16/06	08/26/09	0.240	4.50	2.49	2.01	A
	05/04/06	08/26/09	0.760	14.25	8.30	5.95	A
LIBERTY MEDIA HLDG SR A INTER	03/16/06	08/26/09	0.300	2.98	5.63	(2.65)	A
	03/16/06	08/26/09	0.100	0.99	1.88	(0.89)	A
	05/04/06	08/26/09	0.450	4.47	8.89	(4.42)	A
	05/04/06	08/26/09	0.150	1.49	2.96	(1.47)	A
LOWES COMPANIES INC	12/29/08	08/26/09	31,000	668.03	651.00	17.03	A
MARATHON OIL CO	06/26/08	08/26/09	46,000	1,459.54	2,345.24	(885.70)	A
	12/29/08	08/26/09	16,000	507.66	413.60	94.06	A

CONTINUED

BURNINGHAM FOUNDATION  
4231 MARQUIS WAY

## Activity

### REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
MC DONALDS CORP	11/14/08	08/26/09	9,000	513.16	511.62	1.54	A
MCKESSON CORP	11/14/08	08/26/09	24,000	1,355.72	868.04	487.68	A
MEDTRONIC INC	09/15/08	08/26/09	22,000	842.79	1,185.69	(342.90)	A
MEMC ELECTRONIC MATERIALS INC	01/25/07	08/26/09	18,000	288.71	780.48	(491.77)	A
	11/24/08	08/26/09	27,000	433.07	374.22	58.85	A
MERCK & CO	09/20/07	08/26/09	41,000	1,340.25	2,103.30	(763.05)	A
METLIFE INCORPORATED	10/15/08	08/26/09	23,000	876.73	795.57	81.16	A
MICROSOFT CORP	03/16/06	08/26/09	139,000	3,406.80	3,804.64	(397.84)	A
MILLIPORE CORP	01/30/08	08/26/09	20,000	1,339.56	1,395.60	(56.04)	A
MOHAWK INDUSTRIES INC	03/16/06	10/13/09	12,000	584.39	1,043.88	(459.49)	A
	06/07/06	10/13/09	3,000	146.10	214.23	(68.13)	A
	11/17/06	10/13/09	9,000	438.29	681.30	(243.01)	A
	06/26/08	10/13/09	13,000	633.09	849.81	(216.72)	A
	08/27/09	10/13/09	28,000	1,363.58	1,377.60	(14.02)	
MORGAN STANLEY	12/19/07	08/26/09	20,000	591.18	1,002.40	(411.22)	A
NATIONAL OILWELL VARCO INC	11/09/06	08/26/09	27,000	1,028.67	857.12	171.55	A
	09/30/08	08/26/09	17,000	647.68	855.10	(207.42)	A
NEWS CORP LTD CL A DEL	04/18/08	08/26/09	81,000	901.50	1,500.04	(598.54)	A
NEXEN INC	09/25/08	08/26/09	96,000	1,968.90	2,434.42	(465.52)	A
NII HOLDINGS INC CL B	01/25/07	08/26/09	17,000	392.17	1,183.01	(790.84)	A
NOBLE ENERGY INC	10/15/08	08/26/09	27,000	1,667.47	1,082.41	585.06	A
NORFOLK SOUTHERN CORP	03/16/06	08/26/09	7,000	325.28	374.64	(49.36)	A
	10/09/06	08/26/09	23,000	1,068.78	1,060.76	8.02	A
ODYSSEY RE HOLDINGS CORP	03/16/06	09/08/09	27,000	1,686.55	629.10	1,057.45	A
	10/16/08	09/08/09	8,000	499.72	275.52	224.20	A
	10/16/08	09/21/09	4,000	258.49	137.76	120.73	A
	08/27/09	09/21/09	96,000	6,203.78	4,780.80	1,422.98	
ORACLE CORP	03/16/06	08/26/09	93,000	2,067.33	1,250.85	816.48	A
PARKER HANNIFIN CORP	05/17/07	08/26/09	29,000	1,447.64	1,834.54	(386.90)	A
PEPSICO INC NC	06/13/07	08/26/09	29,000	1,679.34	1,917.19	(237.85)	A
PHILIP MORRIS INTL INC	03/16/06	08/26/09	28,000	1,312.32	1,095.55	216.77	A
	12/29/08	08/26/09	10,000	468.69	424.68	44.01	A
PRECISION CASTPARTS CORP	11/27/07	08/26/09	8,000	691.50	1,111.60	(420.10)	A
	10/29/08	08/26/09	14,000	1,210.13	869.12	341.01	A
PROCTER & GAMBLE	12/19/07	08/26/09	33,000	1,761.49	2,415.60	(654.11)	A
QUALCOMM INC	04/18/08	08/26/09	37,000	1,765.59	1,581.38	184.21	A
QUESTAR CORP	02/14/08	08/26/09	33,000	1,143.09	1,789.16	(646.07)	A
SCHERING PLOUGH CORP	10/15/07	08/26/09	53,000	1,496.15	1,714.55	(218.40)	A

CONTINUED

BURNINGHAM FOUNDATION  
4231 MARQUIS WAY

# Activity

## REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ST JUDE MEDICAL INC	11/24/08	08/26/09	45,000	1,270.31	673.18	597.13 A	
	03/23/07	08/26/09	32,000	1,240.29	1,248.00	(7.71) A	
STAPLES INC	12/29/08	08/26/09	7,000	271.31	218.58	52.73 A	
	08/23/07	08/26/09	36,000	790.54	839.52	(48.98) A	
	12/29/08	08/26/09	15,000	329.39	258.12	71.27 A	
STARBUCKS CORP WASHINGTON	09/30/08	09/15/09	57,000	1,127.57	839.61	287.96 A	
	10/24/08	09/15/09	56,000	1,107.79	549.92	557.87 A	
	08/27/09	09/15/09	22,000	435.20	428.34	6.86	
STATE STREET CORP	05/19/08	08/26/09	12,000	639.34	875.64	(236.30) A	
	11/14/08	08/26/09	20,000	1,065.57	792.60	272.97 A	
SYSCO CORP	05/19/08	08/26/09	51,000	1,298.42	1,582.99	(284.57) A	
TIFFANY & COMPANY NEW	03/16/06	11/10/09	23,000	975.22	895.85	79.37 A	
	09/01/06	11/10/09	12,000	508.81	379.80	129.01 A	
TIME WARNER CABLE INC NEW	03/02/07	03/27/09	0.271	6.82	16.06	(9.24)	
	03/02/07	08/26/09	5,000	180.84	296.36	(115.52)	
TIME WARNER INC NEW	03/02/07	08/26/09	21,000	602.68	948.21	(345.53)	
TOTAL SYSTEM SVCS	03/16/06	08/26/09	34,000	529.71	1,096.78	(567.07) A	
	11/12/07	08/26/09	17,000	264.85	507.67	(242.82) A	
	02/07/08	08/26/09	21,000	327.17	462.80	(135.63) A	
TRAVELERS COMPANIES INC COM	03/16/06	08/26/09	30,000	1,459.76	1,292.40	167.36 A	
UNIT CORPORATION	12/08/06	08/26/09	17,000	658.22	882.53	(224.31) A	
	03/23/07	08/26/09	6,000	232.31	308.08	(75.77) A	
	11/19/08	08/26/09	12,000	464.63	331.98	132.65 A	
UNITED STS STL CP (NEW)	08/11/08	08/26/09	9,000	388.88	1,191.96	(803.08) A	
	12/29/08	08/26/09	10,000	432.08	349.40	82.68 A	
UNITED TECHNOLOGIES CORP	06/19/08	08/26/09	22,000	1,314.69	1,504.73	(190.04) A	
	12/29/08	08/26/09	10,000	597.58	505.57	92.01 A	
V F CORPORATION	07/15/08	08/26/09	12,000	824.85	841.80	(16.95) A	
VERIZON COMMUNICATIONS	10/22/07	08/26/09	29,000	913.76	1,278.03	(364.27) A	
WAL MART STORES INC	03/16/06	08/26/09	39,000	2,022.49	1,801.02	221.47 A	
	06/28/06	08/26/09	7,000	363.01	335.02	27.99 A	
	12/29/08	08/26/09	4,000	207.43	218.39	(10.96) A	
WALGREEN CO	05/17/07	08/26/09	28,000	932.93	1,272.88	(339.95) A	
	11/24/08	08/26/09	33,000	1,099.53	789.28	310.25 A	
WALT DISNEY CO HLDG CO	11/14/08	08/26/09	23,000	623.97	492.17	131.80 A	
WELLS FARGO & CO NEW	12/29/08	08/26/09	14,000	385.69	384.16	1.53 A	
WYETH	09/25/08	08/26/09	32,000	1,534.04	1,208.32	325.72 A	
XTO ENERGY INC	11/14/08	08/26/09	31,000	1,225.39	1,041.40	183.99 A	

CONTINUED

BURNINGHAM FOUNDATION  
4231 MARQUIS WAY

# Activity

## REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ZEBRA TECH CL-A	06/05/06	10/14/09	6,000	155.98	219.06	(63.08) A	
	06/21/06	10/14/09	12,000	311.97	406.20	(94.23) A	
	12/01/06	10/14/09	14,000	363.96	489.16	(125.20) A	
	10/13/08	10/14/09	30,000	779.92	629.57	150.35 A	
	08/27/09	10/14/09	108,000	2,807.70	2,734.40	73.30	
ZIMMER HLDGS INC	03/16/06	09/21/09	23,000	1,213.90	1,582.40	(368.50) A	
	07/07/08	09/21/09	2,000	105.56	133.51	(27.95) A	
	07/07/08	11/03/09	17,000	890.05	1,134.87	(244.82) A	
	11/24/08	11/03/09	10,000	523.56	380.20	143.36 A	
	08/27/09	11/03/09	53,000	2,774.87	2,570.50	204.37	
Net Realized Gain/(Loss) This Period				\$7,106.93	\$6,316.03	\$790.90	
Net Realized Gain/(Loss) Year to Date				\$172,424.31	\$188,567.10	\$(16,142.79)	

Gain / loss information is provided for informational purposes only and should not be used for tax preparation. Please refer to the gain / loss section of the disclosures for important information about gain / loss reporting.

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney Account. Another financial institution has provided Morgan Stanley Smith Barney the transaction detail for this position.