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

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

2011

For calendar year 2011 or tax year beginning , and ending

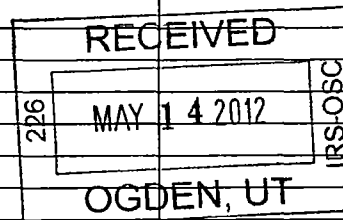
Name of foundation Walton E. and Mary T. Burdick Family Foundation		A Employer identification number 06-6379689
Number and street (or P.O. box number if mail is not delivered to street address) c/o Cummings & Lockwood P.O. Box 120	Room/suite	B Telephone number (203) 351-4343
City or town, state, and ZIP code Stamford, CT 06904-0120		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,082,431.	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		99,000.		N/A	
2 Check <input 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		9,518.	9,518.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		25,508.			
b Gross sales price for all assets on line 6a	179,446.				
7 Capital gain net income (from Part IV, line 2)			25,508.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		134,026.	35,026.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 2		3,632.	2,724.		908.
b Accounting fees					
c Other professional fees Stmt 3		9,951.	9,951.		0.
17 Interest					
18 Taxes Stmt 4		174.	174.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 5		375.	0.		375.
24 Total operating and administrative expenses. Add lines 13 through 23		14,132.	12,849.		1,283.
25 Contributions, gifts, grants paid		15,550.			15,550.
26 Total expenses and disbursements. Add lines 24 and 25		29,682.	12,849.		16,833.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		104,344.			
b Net investment income (if negative, enter -0-)			22,177.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 17 2012

Revenue

Operating and Administrative Expenses



**Walton E. and Mary T. Burdick Family
Foundation**

06-6379689

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1 Cash - non-interest-bearing	99,876.	109,319.	109,319.	
	2 Savings and temporary cash investments	76,618.	162,880.	162,880.	
	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 Stmt 6	824,224.	832,862.	810,232.	
	c Investments - corporate bonds				
Liabilities	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 Total assets (to be completed by all filers)	1,000,718.	1,105,061.	1,082,431.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>	27 Capital stock, trust principal, or current funds	637,324.	637,324.	
		28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
		29 Retained earnings, accumulated income, endowment, or other funds	363,394.	467,737.	
		30 Total net assets or fund balances	1,000,718.	1,105,061.	
	31 Total liabilities and net assets/fund balances	1,000,718.	1,105,061.		

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)	1,000,718.
2 Enter amount from Part I, line 27a	104,344.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	1,105,062.
5 Decreases not included in line 2 (itemize) ▶ Rounding adjustment	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,105,061.

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 Publicly Traded Securities	P		
b Publicly Traded Securities	P		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 10,172.		9,202.	970.
b 169,274.		144,736.	24,538.
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			970.
b			24,538.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	25,508.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2010	30,307.	855,309.	.035434
2009	22,466.	633,448.	.035466
2008	22,235.	775,733.	.028663
2007	40,255.	1,082,781.	.037177
2006	40,794.	897,774.	.045439

2 Total of line 1, column (d)	2	.182179
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	.036436
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,030,520.
5 Multiply line 4 by line 3	5	37,548.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	222.
7 Add lines 5 and 6	7	37,770.
8 Enter qualifying distributions from Part XII, line 4	8	16,833.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	444.
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	444.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	444.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,500.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,500.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,056.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 1,056. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► Cummings & Lockwood (NPM) Telephone no. ► (203) 351-4275 Located at ► Six Landmark Sq., P.O. Box 120, Stamford, CT ZIP+4 ► 06904-0120			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> 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 2011? 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? 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 2011 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 2011) 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 2011? 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 ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 7		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	
Total. 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.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	882,477.
b	Average of monthly cash balances	1b	163,736.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,046,213.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,046,213.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,693.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,030,520.
6	Minimum investment return. Enter 5% of line 5	6	51,526.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	51,526.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	444.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	444.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	51,082.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	51,082.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	51,082.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	16,833.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	16,833.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,833.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				51,082.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	2,774.			
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	2,774.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	16,833.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				16,833.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	2,774.			2,774.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				31,475.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

-

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- | Tax year | Prior 3 years | | | (e) Total |
|----------|---------------|----------|----------|-----------|
| (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | |
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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.

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.

- 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)				
a Paid during the year				
American Cancer Society 77 Pierce Drive Pleasantville, NY 10570		Public Charity	General Support	200.
Brunswick School 100 Maher Ave. Greenwich, CT 06830		Public Charity	General Support	500.
Catholic Faith Appeal, Diocese of Venice in Florida P.O. Box 60759 Fort Meyers, FL 33906		Public Charity	General Support	500.
Cornell University Willard Straight Hall Mailbox 86 Ithaca, NY 14853		Public Charity	General Support	250.
Greenwich Academy 200 N. Maple Ave. Greenwich, CT 06830		Public Charity	General Support	2,500.
Total			See continuation sheet(s) ▶ 3a	15,550.
b Approved for future payment				
None				
Total			▶ 3b	0.

Enter gross amounts unless otherwise indicated.

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

123621
12-02-11

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

Walton E. and Mary T. Burdick Family
Foundation

Employer identification number

06-6379689

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Walton E. and Mary T. Burdick Family
Foundation

Employer identification number

06-6379689

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Burdick Char. Lead Annuity Trust 13023 White Violet Drive Naples, FL 34119	\$ 99,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
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		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Walton E. and Mary T. Burdick Family
Foundation

Employer identification number

06-6379689

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
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		\$	
		\$	

Name of organization

Employer identification number

Walton E. and Mary T. Burdick Family
Foundation

06-6379689

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Form 990-PF	Dividends and Interest from Securities	Statement	1
Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
JP Morgan Clrg/Private Capital	9,518.	0.	9,518.
Total to Fm 990-PF, Part I, ln 4	9,518.	0.	9,518.

Form 990-PF	Legal Fees			Statement 2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Cummings & Lockwood	3,632.	2,724.		908.
To Fm 990-PF, Pg 1, ln 16a	3,632.	2,724.		908.

Form 990-PF	Other Professional Fees			Statement 3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Private Capital	9,951.	9,951.		0.
To Form 990-PF, Pg 1, ln 16c	9,951.	9,951.		0.

Form 990-PF	Taxes			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Private Capital Foreign taxes	174.	174.			0.
To Form 990-PF, Pg 1, ln 18	174.	174.			0.

Form 990-PF	Other Expenses			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
New York State Dept. of Law, filing fee	250.	0.		250.	
ALM - publication of notice	125.	0.		125.	
To Form 990-PF, Pg 1, ln 23	375.	0.		375.	

Form 990-PF	Corporate Stock		Statement	6
Description	Book Value		Fair Market Value	
Thru Private Capital, per attached	832,862.		810,232.	
Total to Form 990-PF, Part II, line 10b	832,862.		810,232.	

PORTFOLIO APPRAISAL
Walton E. and Mary T. Burdick Family Foundation

December 31, 2011

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
COMMON STOCK							
Energy							
675	Golar LNG Limited	12 15	8,200 19	44.45	30,003 75	3 1	2.7
500	Golar LNG Partners, LP	22.51	11,255.00	30 66	15,330.00	1.6	5.2
475	Noble Corporation	34 25	16,269 52	30 22	14,354.50	1 5	2 0
425	Swift Energy Company	31 35	13,321.70	29.72	12,631.00	1.3	0 0
400	Ultra Petroleum Corp.	43 67	17,467.98	29.63	11,852.00	1 2	0 0
			66,514.39		84,171.25	8.6	2.2
Industrials							
900	Air Transport Services Group, Inc.	5.26	4,731.41	4.72	4,248 00	0 4	0.0
100	Consolidated Graphics Inc	41 74	4,173 70	48.28	4,828.00	0 5	0 0
600	UTi Worldwide Inc.	13 67	8,203.47	13 29	7,974.00	0 8	0 5
			17,108 58		17,050 00	1.8	0 2
Consumer Discretionary							
550	AutoNation Inc.	12.98	7,138.54	36 87	20,278.50	2 1	0 0
225	DeVry Inc	51 70	11,633.36	38 46	8,653 50	0.9	0 8
3,300	Dover Downs Gaming & Entmt , Inc.	7.55	24,913 71	2.14	7,062.00	0.7	5 6
2,900	Eastman Kodak Co.	11 58	33,580 02	0.65	1,883 55	0 2	0 0
950	H&R Block, Inc.	16 66	15,826 66	16.33	15,513 50	1 6	4 9
400	John Wiley & Sons Inc CL A	34 87	13,948 98	44 40	17,760.00	1.8	1.8
1,000	Marcus Corp.	22 81	22,805 35	12.61	12,610.00	1.3	2.7
			129,846.61		83,761 05	8.6	2 2
Consumer Staples							
550	Nu Skin Enterprises Inc.	29.47	16,210 61	48 57	26,713 50	2 7	1.3
1,200	Prestige Brands Holdings, Inc.	10 83	12,995 36	11 27	13,524 00	1 4	0.0
			29,205.97		40,237 50	4 1	0.9
Health Care							
800	Alere Inc	33 83	27,066 86	23 09	18,472 00	1.9	0 0
400	Covidien plc	37 39	14,957.20	45.01	18,004.00	1.8	2 0
600	Universal Health Services Inc CL B	27 02	16,212.11	38 86	23,316 00	2 4	0 5
650	Valeant Pharmaceuticals International Inc	16.03	10,420 69	46 69	30,348 50	3 1	0 0
1,325	Warner Chilcott PLC	21 31	28,236 05	15 13	20,047 25	2 1	0 0
225	Zimmer Holdings Inc	43 22	9,725 47	53 42	12,019 50	1 2	1 3
			106,618 38		122,207 25	12 5	0 5
Financials							
300	Bank of Hawaii Corp	53 56	16,068 00	44 49	13,347 00	1 4	4 0
900	Brookline Bancorp Inc	13 23	11,902 59	8 44	7,596 00	0 8	4 0
600	Dundee Corp CL A	7 10	4,259 82	23 20	13,920 00	1 4	0 0
825	EZCORP, Inc	18 61	15,354 66	26 37	21,755 25	2 2	0 0
325	Federated Investors, Inc	14 93	4,851 11	15 15	4,923 75	0 5	6 3

PORTFOLIO APPRAISAL
Walton E. and Mary T. Burdick Family Foundation

December 31, 2011

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
650	First Financial Holdings Inc.	24.14	15,690.49	8.93	5,804.50	0.6	2.2
500	Glacier Bancorp Inc.	23.57	11,782.95	12.03	6,015.00	0.6	4.3
500	Independent Bank Corp.-MA	33.60	16,802.05	27.29	13,645.00	1.4	2.8
350	National Financial Partners Corp.	11.71	4,099.14	13.52	4,732.00	0.5	0.0
500	Oppenheimer Holdings Inc.	33.85	16,924.69	16.10	8,050.00	0.8	2.7
750	Raymond James Financial Inc.	29.47	22,105.75	30.96	23,220.00	2.4	1.7
300	Suffolk Bancorp	37.99	11,397.00	10.79	3,237.00	0.3	0.0
200	WSFS Financial Corp.	65.09	13,017.70	35.96	7,192.00	0.7	1.3
550	Willis Group Holdings PLC	28.25	15,539.42	38.80	21,340.00	2.2	2.7
			179,795.37		154,777.50	15.9	2.1
Information Technology							
1,025	Avid Technology Inc.	11.91	12,209.01	8.53	8,743.25	0.9	0.0
2,300	CA Technologies	25.82	59,389.73	20.22	46,494.50	4.8	4.9
1,300	Cisco Systems Inc.	18.49	24,030.57	18.08	23,504.00	2.4	1.3
875	CoreLogic Inc.	18.46	16,149.70	12.93	11,313.75	1.2	0.0
2,000	Global Cash Access Hldgs Inc.	2.86	5,716.42	4.45	8,900.00	0.9	0.0
750	Hewlett-Packard Co.	41.47	31,102.50	25.76	19,320.00	2.0	1.9
850	Imation Corp.	8.20	6,970.68	5.73	4,870.50	0.5	0.0
2,050	Mentor Graphics Corp.	10.29	21,091.24	13.56	27,798.00	2.9	0.0
450	Motorola Mobility Holdings Inc.	39.67	17,852.46	38.80	17,460.00	1.8	0.0
575	Novellus Systems Inc.	23.41	13,463.28	41.29	23,741.75	2.4	0.0
425	Qualcomm Inc.	39.45	16,764.80	54.70	23,247.50	2.4	1.6
7,825	Quantum Corp.	2.30	18,025.62	2.40	18,780.00	1.9	0.0
650	SAIC, Inc.	16.24	10,559.22	12.29	7,988.50	0.8	0.0
2,000	Symantec Corp	16.40	32,806.60	15.65	31,300.00	3.2	0.0
850	Tibco Software Inc.	7.01	5,955.34	23.91	20,323.50	2.1	0.0
			292,087.17		293,785.25	30.2	1.1
Utilities							
100	Black Hills Corp.	26.43	7,929.75	33.58	10,074.00	1.0	4.4
75	National Fuel Gas Co.	50.07	3,755.50	55.58	4,168.50	0.4	2.6
			11,685.25		14,242.50	1.5	3.9
COMMON STOCK Total			832,861.72		810,232.30	83.2	1.5

Form 990-PF

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

Statement 7

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan	Expense Contrib	Account
Mary T. Burdick c/o Cummings & Lockwood (JRM), P.O. Box 120 Stamford, CT 06904-0120	Trustee 0.50	0.	0.	0.	
Rebecca T. Wilburne c/o Cummings & Lockwood (JRM), P.O. Box 120 Stamford, CT 06904-0120	Trustee 0.50	0.	0.	0.	
Kelly B. Fischetti c/o Cummings & Lockwood (JRM), P.O. Box 120 Stamford, CT 06904-0120	Trustee 0.50	0.	0.	0.	
Jeffrey J. Burdick c/o Cummings & Lockwood (JRM), P.O. Box 120 Stamford, CT 06904-0120	Trustee 1.00	0.	0.	0.	
Christopher T. Burdick c/o Cummings & Lockwood (JRM), P.O. Box 120 Stamford, CT 06904-0120	Trustee 0.50	0.	0.	0.	
Thomas W. Burdick c/o Cummings & Lockwood (JRM), P.O. Box 120 Stamford, CT 06904-0120	Trustee 0.50	0.	0.	0.	
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.	

Walton E. and Mary T. Burdick Family
Foundation

06-6379689

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Guadalupe Center, Inc. Hope Circle Immokalee, FL 34142		Public Charity	General Support	500.
I Hope Immokalee Helping Our People in Emergencies P.O. Box 777 Immokalee, FL 34143		Public Charity	General Support	500.
Katonah Museum of Art 134 Jay Street Katonah, NY 10536		Public Charity	General Support	700.
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028		Public Charity	General Support	600.
Northern Ireland Childrens Enterprise, Inc. (N.I.C.E.) P.O. Box 802 Putnam Valley, NY 10520		Public Charity	General Support	250.
Northern Westchester Hospital 400 E. Main St. Mt Kisco, NY 10549		Public Charity	General Support	1,300.
Rippowam Cisca School W. Patent Rd. Mt Kisco, NY 10549		Public Charity	General Support	3,800.
Salvation Army 2050 Commerce Ave. Immokalee, FL 34142		Public Charity	General Support	200.
St. Agnes Chapel 625 111th Ave. Naples, FL 34108		Public Charity	General Support	200.
St. Georges School 372 Purgatory Road Middletown, RI 02842		Public Charity	General Support	2,700.
Total from continuation sheets				11,600.

06-6379689

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