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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation FLORENCE V. BURDEN FOUNDATION		A Employer identification number 13-6224125
Number and street (or P O box number if mail is not delivered to street address) 805 THIRD AVENUE, 12TH FLOOR		B Telephone number (see instructions) (212) 872-1150
Room/suite		
City or town, state, and ZIP code NEW YORK, NY 10022		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <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 type="checkbox"/>
Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change <input type="checkbox"/>		E If private foundation status was terminated under section 507(b)(1)(A), check here <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		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 13,882,226.		
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		65.	65.		
4 Dividends and interest from securities		138,826.	138,826.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,160,866.			
b Gross sales price for all assets on line 6a 1,774,323.					
7 Capital gain net income (from Part IV, line 2)			1,160,866.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales, less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		67,278.	-849.		ATCH 1
12 Total. Add lines 1 through 11		1,367,035.	1,298,908.		
13 Compensation of officers, directors, trustees, etc		75,000.			75,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		38,522.			38,522.
16a Legal fees (attach schedule) ATCH 2		3,461.	692.		2,769.
b Accounting fees (attach schedule) ATCH 3		61,653.	12,331.		49,322.
c Other professional fees (attach schedule) *		80,578.	79,254.		1,324.
17 Interest		20,351.	20,351.		
18 Taxes (attach schedule) (see instructions) *		28,526.	447.		
19 Depreciation (attach schedule) and depletion		193.			
20 Occupancy ATCH 8A					
21 Travel, conferences, and meetings		9,638.			9,638.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6		19,488.	10,179.		9,016.
24 Total operating and administrative expenses. Add lines 13 through 23		337,410.	123,254.		185,591.
25 Contributions, gifts, grants paid		528,500.			693,101.
26 Total expenses and disbursements. Add lines 24 and 25		865,910.	123,254.	0	878,692.
27 Subtract line 26 from line 12		501,125.			
a Excess of revenue over expenses and disbursements			1,175,654.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

SCANNED NOV 21 2012 Revenue

Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	588,140.	147,725.	147,725.	
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	9,541.	21,246.	21,246.	
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	13,717,808.	10,981,360.	10,981,360.		
14	Land, buildings, and equipment basis	7,899.				
	Less accumulated depreciation (attach schedule)	7,899.	193.			
15	Other assets (describe)	500,000.	2,731,895.	2,731,895.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	14,815,682.	13,882,226.	13,882,226.		
Liabilities	17	Accounts payable and accrued expenses	55,495.	40,000.		
	18	Grants payable	194,601.	30,000.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)	140,569.	115,413.		
	23	Total liabilities (add lines 17 through 22)	390,665.	185,413.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	14,425,017.	13,696,813.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	14,425,017.	13,696,813.		
	31	Total liabilities and net assets/fund balances (see instructions)	14,815,682.	13,882,226.		

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	14,425,017.
2	Enter amount from Part I, line 27a	2	501,125.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	14,926,142.
5	Decreases not included in line 2 (itemize) ATTACHMENT 11	5	1,229,329.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,696,813.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	ATCH 1B 1,160,866.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	633,559.	14,104,575.	0.044919
2009	719,966.	12,512,458.	0.057540
2008	853,468.	15,006,076.	0.056875
2007	965,852.	15,647,573.	0.061725
2006	681,443.	14,475,426.	0.047076
2 Total of line 1, column (d)			2 0.268135
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.053627
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 15,863,200.
5 Multiply line 4 by line 3			5 850,696.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 11,757.
7 Add lines 5 and 6			7 862,453.
8 Enter qualifying distributions from Part XII, line 4 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			8 878,692.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, credits/payments, and tax due. Total tax due is 36.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and substantial contributors. Includes Yes/No columns.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of MARGARET CASSELLA Telephone no 212-872-1150
Located at 805 THIRD AVENUE, 12TH FLOOR NEW YORK, NY ZIP + 4 10022
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
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
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?
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
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)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

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

Table with 5 columns: (a) Name and address, (b) Title, and average hours per week devoted to position, (c) Compensation (if not paid, enter -), (d) Contributions to employee benefit plans and deferred compensation, (e) Expense account, other allowances. Row 1: ATTACHMENT 12, 75,000, 32,030, 0.

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

Table with 5 columns: (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. Row 1: NONE.

Total number of other employees paid over \$50,000 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 13		65,967.
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 (see instructions)

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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	14,156,292.
b	Average of monthly cash balances	1b	332,532.
c	Fair market value of all other assets (see instructions)	1c	1,615,948.
d	Total (add lines 1a, b, and c)	1d	16,104,772.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	16,104,772.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	241,572.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,863,200.
6	Minimum investment return. Enter 5% of line 5	6	793,160.

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	793,160.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	11,757.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	10,022.
c	Add lines 2a and 2b	2c	21,779.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	771,381.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	771,381.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	771,381.

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	878,692.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	878,692.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	11,757.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	866,935.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				771,381.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007		216,504.		
c From 2008		110,074.		
d From 2009		117,909.		
e From 2010				
f Total of lines 3a through e	444,487.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 878,692.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				771,381.
e Remaining amount distributed out of corpus	107,311.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	551,798.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	551,798.			
10 Analysis of line 9				
a Excess from 2007		216,504.		
b Excess from 2008		110,074.		
c Excess from 2009		117,909.		
d Excess from 2010				
e Excess from 2011		107,311.		

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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.

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHMENT 14				693,101.
Total ▶ 3a				693,101.
b Approved for future payment SEE ATTACHMENT 15				30,000.
Total ▶ 3b				30,000.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All cells contain 'N/A'.

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... [] Yes [X] No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee, Date 11/12/12, Title CEO.

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name JULIE FLOCH Preparer's signature Julie J Floch CPA Date NOV 7 2012 Check [] if self-employed PTIN P00736879 Firm's name EISNERAMPER LLP Firm's EIN 13-1639826 Firm's address 750 THIRD AVENUE NEW YORK, NY 10017-2703 Phone no 212-949-8700

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							<u>1,160,866.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORDINARY BUSINESS INCOME - PARTNERSHIPS	56,856.	
OTHER INCOME/LOSS - PARTNERSHIPS	10,422.	-849.
TOTALS	<u>67,278.</u>	<u>-849.</u>

Florence V. Burden Foundation
 12/31/2011
 EIN # 13-6224125
 Part IV, Line 2

(a) Name of Security	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost Basis	(h) Gain/(Loss)	Short-term
DWS Equity 500 Index Fund - Redeemed 1,905.052 shares	Purchase	5/5/1999	10/7/2011	250,000	327,174	-77,174	0
DWS Equity 500 Index Fund - Redeemed 1,775.316 shares	Purchase	5/5/1999	12/21/2011	250,000	304,893	-54,893	0
Vanguard Inflation Protected Securities Fund - Capital Gain Distribution 57.287 shares	Distribution	N/A	N/A	1,585	0	1,585	0
Publicly Traded Securities	Distribution	N/A	1/31/2011	267,038	250,000	17,038	0
Avalon - Partnership Investment	Purchase	N/A	N/A	N/A	N/A	106,544	-18,503
Reservoir Capital Investment Partners (Caymans), L.P. - Partnership Investment	Purchase	N/A	N/A	N/A	N/A	68,748	111,821
Reservoir Capital Overseas Partners, L.P. - Partnership Investment	Purchase	8/8/2007	12/31/2011	1,005,700	-	1,005,700	-
Totals				1,774,323	882,067	1,067,548	93,318
						Total Gain/(Loss)	1,160,866

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PATTERSON, BELKNAP, WEBB & TYLER	3,461.	692.		2,769.
TOTALS	<u>3,461.</u>	<u>692.</u>		<u>2,769.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING AND CLERICAL FEES	21,653.	4,331.		17,322.
AUDIT FEES	40,000.	8,000.		32,000.
TOTALS	<u>61,653.</u>	<u>12,331.</u>		<u>49,322.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PROGRAM CONSULTING FEES	1,324.		1,324.
PASS-THROUGH EXPENSES FROM LIMITED PARTNERSHIP INVSTMTS	79,254.	79,254.	
TOTALS	<u>80,578.</u>	<u>79,254.</u>	<u>1,324.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	447.	447.
FEDERAL EXCISE TAX	11,850.	
FED AND STATE UBIT	15,479.	
OTHER FILING FEES	750.	
TOTALS	<u>28,526.</u>	<u>447.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE SUPPLIES AND MISC. INSURANCE	3,815. 5,494.		3,815. 5,201.
FIDELITY BOND INSURANCE	10,179.	10,179.	
TOTALS	<u>19,488.</u>	<u>10,179.</u>	<u>9,016.</u>

ATTACHMENT 7

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID TAXES	2,283.	13,680.	13,680.
OTHER PREPAID EXPESNES	7,258.	7,566.	7,566.
TOTALS	<u>9,541.</u>	<u>21,246.</u>	<u>21,246.</u>

Florence V. Burden Foundation
 12/31/2011
 EIN # 13-6224125

Part II, Line 13

Description	Ending Book Value	Ending FMV
Mutual Funds:		
DWS Equity 500 Index Fund	\$ 560,635	\$ 560,635
Vanguard Inflation-Protected Securities Fund	1,274,919	1,274,919
Limited partnerships and limited liability companies:		
Archstone Absolute Return Strategies, Ltd.	1,542,116	1,542,116
The Perennial Growth Fund Limited	4,903	4,903
Reservoir Capital Investment Partners (Cayman), L.P.	3,030,015	3,030,015
Reservoir Capital Overseas Partners, L.P.	1,757,742	1,757,742
York Investment Limited	2,811,030	2,811,030
Totals	\$ 10,981,360	\$ 10,981,360

Florence V. Burden Foundation
 12/31/2011
 EIN # 13-6224125

Part I, Line 19 and Part II, Line 14

Asset	Date Acquired	Cost	Beginning Accumulated Depreciation	Method	Life in Years	Depreciation	Ending Accumulated Depreciation
Furniture & Fixtures	Various	5,979	5,979	S/L	5	-	5,979
Dell Laptop	6/27/2006	1,920	1,727	S/L	5	193	1,920
		7,899	7,706			193	7,899

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PROCEEDS RECEIVABLE FROM TRADES NOT SETTLED	500,000.	2,731,895.	2,731,895.
TOTALS	<u>500,000.</u>	<u>2,731,895.</u>	<u>2,731,895.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
DEFERRED EXCISE TAX	138,985.	113,897.
FEDERAL EXCISE TAX PAYABLE	586.	
FEDERAL UBIT PAYABLE	998.	1,516.
TOTALS	<u>140,569.</u>	<u>115,413.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSSES ON INVESTMENTS (NET OF DEFERRED EXCISE TAX BENEFIT OF \$25,088)	1,229,329.
TOTAL	<u>1,229,329.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DANYLLE RUDIN 805 THIRD AVENUE, 12TH FLOOR NEW YORK, NY 10022	EXECUTIVE DIRECTOR 20.00	75,000.	32,030.	0
MARGARET B. CHILDS 805 THIRD AVENUE, 12TH FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0	0	0
EDWARD P.H. BURDEN 805 THIRD AVENUE, 12TH FLOOR NEW YORK, NY 10022	DIRECTOR & CO-CHAIRPERSON 1.00	0	0	0
FLORENCE C. MACDONALD 805 THIRD AVENUE, 12TH FLOOR NEW YORK, NY 10022	DIRECTOR & CO-CHAIRPERSON 1.00	0	0	0
ORDWAY P. BURDEN 805 THIRD AVENUE, 12TH FLOOR NEW YORK, NY 10022	DIRECTOR & VICE PRESIDENT 1.00	0	0	0
SUSAN L. BURDEN 805 THIRD AVENUE, 12TH FLOOR NEW YORK, NY 10022	DIRECTOR & SECRETARY / TREAS. 1.00	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12 (CONT'D)

NAME AND ADDRESS

TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION

COMPENSATION

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS

EXPENSE ACCT AND OTHER ALLOWANCES

0

0

0

0

DIRECTOR
1.00

JEAN E. P. BURDEN
805 THIRD AVENUE, 12TH FLOOR
NEW YORK, NY 10022

0

0

0

0

DIRECTOR
1.00

DONALD A. MACDONALD III
805 THIRD AVENUE, 12TH FLOOR
NEW YORK, NY 10022

0

0

0

0

DIRECTOR
1.00

CHARMAINE S. BURDEN
805 THIRD AVENUE, 12TH FLOOR
NEW YORK, NY 10022

0

0

0

0

DIRECTOR
1.00

WENDY L. BURDEN
805 THIRD AVENUE, 12TH FLOOR
NEW YORK, NY 10022

0

0

0

0

DIRECTOR
1.00

MEGAN STEWART BURDEN
805 THIRD AVENUE, 12TH FLOOR
NEW YORK, NY 10022

0

0

0

0

DIRECTOR
1.00

FLOBELLE BURDEN DAVIS
805 THIRD AVENUE, 12TH FLOOR
NEW YORK, NY 10022

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12 (CONT'D)

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS

EXPENSE ACCT AND OTHER ALLOWANCES

TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION

NAME AND ADDRESS

0

0

0

DIRECTOR

1.00

ALEXANDRA C. MCKEE
805 THIRD AVENUE, 12TH FLOOR
NEW YORK, NY 10022

75,000.

32,030.

0

GRAND TOTALS

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
RESERVOIR CAPITAL INVESTMENT PARTNERS 650 MADISON AVENUE, 26TH FLOOR NEW YORK, NY 10022	INVESTMENT MGMT	65,967.
	TOTAL COMPENSATION	<u>65,967.</u>

Florence V. Burden Foundation
12/31/2011
EIN # 13-6224125
Schedule of Grants Paid
Part XV 3a

Recipient	Relationship	Tax Status	Purpose of Grant	Amount
Alstrom Syndrome International 14 Whitney Farm Road Mount Desert, ME 04660	N/A	Public Charity	Medicine	500
American Farmland Trust 1200 18th Street, NW, Suite 800 Washington, DC 20036	N/A	Public Charity	Environment	1,000
Astor Services for Children and Families 6339 Mill Street, Box 5005 Rhinebeck, NY 12572	NA	Public Charity	Youth	500
Beacon School Parent Association 227 West 61st St. New York, NY 10023	N/A	Public Charity	Youth	20,000
Brooks School 1160 Great Pond Road North Andover, MA 01845	N/A	Public Charity	Education	1,000
Burden Center for the Aging 1484 First Avenue New York, NY 10075	N/A	Public Charity	Aging	23,000
Carl Schurz Park Association 217 East 85th Street New York, NY 10028	N/A	Public Charity	Community Services	1,000
Carroll School Corp. 25 Baker Bridge Road Lincoln, MA 01773	N/A	Public Charity	Education	2,000

Florence V. Burden Foundation
12/31/2011
EIN # 13-6224125
Schedule of Grants Paid
Part XV 3a

Recipient	Relationship	Tax Status	Purpose of Grant	Amount
City of Lake Oswego Public Library 706 Fourth Street Lake Oswego, OR 97034	N/A	Public Charity	Education	10,000
Collegiate School, Inc. 260 West 78th Street New York, NY 10024	N/A	Public Charity	Education	18,000
College of the Atlantic 105 Eden St Bar Harbor, ME 04609	N/A	Public Charity	Education	500
Columbia University 475 Riverside Dr New York, NY 10115	NA	Public Charity	Education	1,500
Concerts in Motion, Inc 139 West 74th Street, Suite 4A New York, NY 10023	N/A	Public Charity	General Support	20,000
Council of Senior Centers and Services 49 West 45th Street, 7th Floor New York, NY 10036	NA	Public Charity	Aging	20,000
Crispus Attucks Children's Center 105 Crawford Street Dorchester, MA 02121	NA	Public Charity	Youth	10,000
Electronic Music Foundation 176 3rd Street Troy, NY 12180	NA	Public Charity	General Support	500
Far Hills Country Day School P O Box 8, Route 202 Far Hills, NJ 07931	N/A	Public Charity	Education	1,000
Friends of Acadia 43 Cottage St , P O Box 45 Bar Harbor, ME 04609	N/A	Public Charity	Environment	1,500
Friends of the Kotzschmar Organ, Inc. PO Box 7455 Portland, ME 04112	NA	Public Charity	General Support	500
Good Shepard Food Bank 3121 Hotel Road Auburn, ME 04210	NA	Public Charity	Hunger Relief	30,000
Gracie Square Hospital 420 East 76th Street New York, NY 10021	N/A	Public Charity	Medicine	3,000

Florence V. Burden Foundation
12/31/2011
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Schedule of Grants Paid
Part XV 3a

Recipient	Relationship	Tax Status	Purpose of Grant	Amount
Greenwich Country Day School 401 Old Church Road Greenwich, CT 06836-0623	N/A	Public Charity	Education	2,000
Harvard Graduate School of Design 48 Quincy Street Cambridge, MA 01238	N/A	Public Charity	Education	1,000
Heights and Hills Community Council 57 Willoughby Street Brooklyn, NY 11201	N/A	Public Charity	Aging	20,000
Hour Children, Inc. 13-07 37th Ave. Long Island City, NY 11101	NA	Public Charity	Youth	15,000
Isamu Noguchi Foundation & Garden Museum 32-37 Vernon Boulevard Long Island City, NY 11106	N/A	Public Charity	Arts	1,500
Jumpstart for Young Children, Inc. 308 Congress Street, 6th Fl Boston, MA 02210	N/A	Public Charity	Youth	40,000
Legal Aid Society 199 Water Street New York, NY 10038	NA	Public Charity	Social Services	1,000
Legal Information for Families 350 Broadway, Suite 400 New York, NY 10013-3911	N/A	Public Charity	Family	25,000
Maine Farmland Trust 97 Main Street Belfast, ME 04915	N/A	Public Charity	Agriculture	1,000
Maine Maritime Academy 54 Pleasant Street Castine, Maine 04420	N/A	Public Charity	Education	1,000
Maine Sea Coast Missionary Society 127 West Street Bar Harbor, ME 04609	N/A	Public Charity	Environment	500
Massachusetts Society/Prevention of Cruelty to Children 99 Summer Street, 6th Floor Boston, MA 02110	N/A	Public Charity	Youth	11,000

Florence V. Burden Foundation
12/31/2011
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Schedule of Grants Paid
Part XV 3a

Recipient	Relationship	Tax Status	Purpose of Grant	Amount
Mid-Hudson Alcoholism Recovery Center 51 Cannon Street Poughkeepsie, NY 12601	N/A	Public Charity	Medicine Community	4,000
Mount Desert Island Hospital 10 Wayman Lane, P.O. Box 8 Bar Harbor, ME 04609-0008	N/A	Public Charity	Medicine	1,000
Mt Desert Island Community Sailing and Maritime Education 168 Clark Point Road Southwest Harbor, ME 04679-0000	N/A	Public Charity	General Support	500
Mount Desert Island - Land & Garden Preserve P.O. Box 208 257 Peabody Drive Seal Harbor, ME 04675	N/A	Public Charity	General Support	1,000
Mount Desert Island Search and Rescue Association PO Box 493 Bar Harbor, ME 04609-0020	N/A	Public Charity	General Support	500
Mount Desert Island Regional School District PO Box 60 Mount Desert, ME 04660	NA	Public Charity	Education	500
National Crime Prevention Council 2345 Crystal Dr , Suite 500 Arlington, VA 22202	N/A	Public Charity	Criminal Justice	15,000
National Law Enforcement Officers Memorial Fund 901 E Street NW, Suite 100 Washington, DC 20004	N/A	Public Charity	Criminal Justice	2,000
Nativity School of Worcester, Inc 67 Lincoln St. Worcester, MA 01605	N/A	Public Charity	Education	5,000
Neighborhood House of Oregon 7780 SW Capitol Highway Portland, OR 97219	N/A	Public Charity	Education and Social Services	5,000
The Neighborhood House P O. Box 332 Northeast Harbor, ME 04662	N/A	Public Charity	Social Services	1,500
New Alternatives for Children 37 W 26th St New York, NY 10010	N/A	Public Charity	Youth	2,500
New Canaan Country Day School P O. Box 997 New Canaan, CT 06840	N/A	Public Charity	Education	1,000

Florence V. Burden Foundation
12/31/2011
EIN # 13-6224125
Schedule of Grants Paid
Part XV 3a

Recipient	Relationship	Tax Status	Purpose of Grant	Amount
New York University Annual Fund 25 West Fourth Street New York, NY 10012	NA	Public Charity	Education	500
Next Step Domestic Violence PO Box 1466 Ellsworth, ME 04605	NA	Public Charity	Family Services	500
Northeast Harbor Ambulance Service P.O. Box 122 Northeast Harbor, ME 04662	N/A	Public Charity	Community Services	500
Northeast Harbor Fleet/Sailing School P O Box 12 Northeast Harbor, ME 04662	N/A	Public Charity	Education	1,000
Northeast Harbor Library P O Box 279 Northeast Harbor, ME 04662	N/A	Public Charity	Education	500
Oberlin College 50 West Lorain St Oberlin, OH 44074	N/A	Public Charity	Education	1,500
The Osborne Association 809 Westchester Ave Bronx, NY 10455	NA	Public Charity	Family Services	15,000
Pew Charitable Trusts 901 E St NW Washington, DC 20004-2008	NA	Public Charity	General Support	2,500
Phillips Exeter Academy 20 Main Street Exeter, NH 03833	N/A	Public Charity	Education	30,000
The Phoenix School 89 Margin St Salem, MA 01970	N/A	Public Charity	Education	10,000
Portsmouth Abbey School 285 Cory's Lane Portsmouth, RI 02871	N/A	Public Charity	Education	8,000
Portland Parks Foundation 506 SW Sixth Avenue, Suite 1100 Portland, OR 97204	N/A	Public Charity	Community Services	7,000

Florence V. Burden Foundation
12/31/2011
EIN # 13-6224125
Schedule of Grants Paid
Part XV 3a

Recipient	Relationship	Tax Status	Purpose of Grant	Amount
Proctor Academy 204 Main St , P.O. Box 500 Andover, NH 03216	N/A	Public Charity	Education	1,000
Pulling Together Youth Dog Sledding Program P.O. Box 396 Mount Desert, ME 04660	N/A	Public Charity	Youth	27,000
Rainbow Community Child Care Center 2 Stilago Road Eglish, Dungannon Co Tyrone Ireland	NA	Equivalency Determination	Youth	10,000
Reach Beyond Domestic Violence Inc PO Box 540024 Waltham, MA 02454	N/A	Public Charity	Family Services	3,000
Riverview Medical Center Auxillary 1 Riverview Plaza Red Bank, NJ 07701	N/A	Public Charity	Medicine	1,000
Rockend, Inc P O. Box 296 Northeast Harbor, ME 04662	N/A	Public Charity	General Support	1,000
Rumson Country Day School 35 Bellevue Avenue Rumson, NJ 07760	N/A	Public Charity	Education	9,000
Sailors for the Sea 18 Market Square Newport, RI 02840	N/A	Public Charity	Environment	1,500
Sanctuary for Families P.O Box 1406, Wall Street Station New York, NY 10268	N/A	Public Charity	Family Services	55,000
Spectrum Health Systems, Inc 10 Mechanic St., Suite 302 Worcester, MA 01608	N/A	Public Charity	Health	34,601
St Lawrence University 23 Romoda Dr. Canton, NY 13617	N/A	Public Charity	Education	1,000
Sts. Mary & Jude Church The Parish of St Mary and St Jude P O Box 105 Northeast Harbor, ME 04662	N/A	Public Charity	Education	1,000
St. Thomas Church 1 West 53rd Street New York, NY 10019	N/A	Public Charity	Community	2,000

Florence V. Burden Foundation
12/31/2011
EIN # 13-6224125
Schedule of Grants Paid
Part XV 3a

Recipient	Relationship	Tax Status	Purpose of Grant	Amount
Santa Catalina School 1500 Mark Thomas Drive Monterey, CA 93940	N/A	Public Charity	Education	1,000
Sarah Lawrence College Swinford House, 1 Mead Way Bronxville, NY 10708	N/A	Public Charity	Education	2,000
Shady Hill School 178 Coolidge Hill Cambridge, MA 02138-5520	N/A	Public Charity	Education	1,000
Skowhegan School of Painting & Sculpture 200 Park Avenue South, #1116 New York, NY 10003	N/A	Public Charity	Education	500
Songbird Sings 7683 SE 27th St. #317 Mercer Island, WA 98040	N/A	Public Charity	General Support	1,000
SPCA of Hancock County 141 Bar Harbour Rd. Trenton, ME 04605	N/A	Public Charity	General Support	2,000
The Spence School 22 East 91st Street New York, NY 10128	N/A	Public Charity	Education	500
Squashbusters 795 Columbus Avenue Roxbury Crossing, MA 02120	N/A	Public Charity	Youth	1,000
Tedford Housing P.O. Box 958 14 Middle Street Brunswick, ME 04011	N/A	Public Charity	Social Services	15,000
Trustees of Boston College / JRAP 140 Commonwealth Avenue Chestnut Hill, MA 02467	NA	Public Charity	Youth	25,000

Florence V. Burden Foundation
12/31/2011
EIN # 13-6224125
Schedule of Grants Paid
Part XV 3a

Recipient	Relationship	Tax Status	Purpose of Grant	Amount
Ubuntu Education Fund 32 Broadway, Suite 414 New York, NY 10004	N/A	Public Charity	Education	500
United Neighborhood Houses 70 West 36th Street, #503 New York, NY 10018-8028	N/A	Public Charity	Social Services	30,000
University of Vermont & State Agricultural Center University of Vermont Burlington , VT 05405	N/A	Public Charity	Education	1,000
Up2Us, Inc 520 8th Ave, 2nd Floor New York, NY 10018	N/A	Public Charity	Youth	25,000
Urban Gleaners 4500 SW Humphrey Portland, OR 97221	N/A	Public Charity	Social Services	5,000
VERA Institute of Justice 233 Broadway New York, NY 10279	NA	Public Charity	Social Services	25,000
VH1 Save the Music Foundation 1515 Broadway New York, NY 10036	N/A	Public Charity	Youth	2,500
Wesleyan University Wesleyan Station Middletown, CT 06459	N/A	Public Charity	Education	5,000
The Windward School 13 Windward Avenue White Plains, NY 10605	N/A	Public Charity	Education	2,000
Total Paid in 2011				693,101

Florence V. Burden Foundation
12/31/2011
EIN # 13-6224125
Schedule of Grants Approved for Future Payment

Part XV 3b

Recipient	Relationship	Tax Status	Purpose of Grant	
Council of Senior Centers and Services 49 West 45th Street, 7th Floor New York, NY 10036	NA	Public Charity	Aging	10,000
Tedford Housing P.O. Box 958 14 Middle Street Brunswick, ME 04011	N/A	Public Charity	Social Services	10,000
Up2Us, Inc. 520 8th Ave, 2nd Floor New York, NY 10018	N/A	Public Charity	Youth	10,000
Total Approved for Future Payment - 3b				30,000

Application for Extension of Time To File an Exempt Organization Return

THIS FORM HAS BEEN
 FILED BY OUR OFFICE
 ON YOUR BEHALF
 OMB No. 1545-1709
 THIS IS YOUR COPY

▶ File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
 - If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization Florence V Burden Foundation	Employer identification number 1 3 6 2 2 4 1 2 5
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 805 Third Avenue, 12th Fl	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. New York NY 10022	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Florence V Burden Foundation
- Telephone No. ▶ _____ FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
 - If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/2012 to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 20 11 or

▶ tax year beginning _____, 20____, and ending _____/20____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 33,413
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 23,413
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 10,000

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization Florence V Burden Foundation	Employer identification number 1 3 6 2 2 4 1 2 5
	Number, street, and room or suite no. If a P.O. box, see instructions. 805 Third Avenue, 12th Fl	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. New York NY 10022	

THIS FORM HAS BEEN FILED BY OUR OFFICE ON YOUR BEHALF

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4
THIS IS YOUR COPY

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of Florence V Burden Foundation
 Telephone No. _____ FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15/2012

5 For calendar year 2011, or other tax year beginning _____, 20____, and ending _____/20____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension Awaiting third party information necessary for filing a complete and accurate return

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	33,413
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	33,413
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title Date