efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491226004262

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 01-01-2011 , and ending 12-31-2011

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

Name of foundation
CHARLES E BURCHFIELD FOUNDATION INC
C/O BLAIR & ROACH LLP

A Employer identification number
16-6073522

Number and street (or P O box number if mail is not delivered to street address)
2645 SHERIDAN DR

Room/suite

B Telephone number (see page 10 of the instructions)
(716) 834-9181

City or town, state, and ZIP code
TONAWANDA, NY 14150

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,489,704

J Accounting method ☑ Cash ☐ Accrual
☐ 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 page 11 of the instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	33	33	33	
	4	Dividends and interest from securities.	55,284	55,284	55,284	
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	-12,194			
	b	Gross sales price for all assets on line 6a 418,202				
	7	Capital gain net income (from Part IV, line 2) . . .				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances 566,000				
	b	Less Cost of goods sold 376,625				
	c	Gross profit or (loss) (attach schedule)	189,375		189,375	
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	232,498	55,317	244,692	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	28,000		7,000	21,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).	13,772		3,443	10,329
	b	Accounting fees (attach schedule).	3,175		794	2,381
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	1,212	1,212		
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings	7,475		1,869	5,606
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,935		484	1,451
	24	**Total operating and administrative expenses.** Add lines 13 through 23	55,569	1,212	13,590	40,767
	25	Contributions, gifts, grants paid	80,000			80,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	135,569	1,212	13,590	120,767
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	96,929			
	b	**Net investment income** (if negative, enter -0-)		54,105		
	c	**Adjusted net income** (if negative, enter -0-) . . .			231,102	

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash—non-interest-bearing	-4		
2	Savings and temporary cash investments	105,027	134,676	134,676
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	75,463		
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use	1,283,901	1,201,026	1,201,026
9	Prepaid expenses and deferred charges	453		
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	447,487	530,466	526,140
c	Investments—corporate bonds (attach schedule)	109,481	164,755	168,704
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	410,795	498,609	459,158
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,432,603	2,529,532	2,489,704
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
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	2,432,603	2,529,532	
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,432,603	2,529,532	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,432,603	2,529,532	

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	2,432,603
2	Enter amount from Part I, line 27a	2	96,929
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,529,532
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,529,532

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	-12,194
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	-1,048

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 page 18 of 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	180,357	2,234,210	0 080725
2009	160,564	2,111,718	0 076035
2008	139,947	2,160,880	0 064764
2007	172,522	2,134,888	0 080811
2006	534,086	2,178,244	0 245191

2	**Total** of line 1, column (d).	2	0 547526
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 109505
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	2,375,347
5	Multiply line 4 by line 3.	5	260,112
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	541
7	Add lines 5 and 6.	7	260,653
8	Enter qualifying distributions from Part XII, line 4.	8	120,767

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 on page 18

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	1,082
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	
3	Add lines 1 and 2	3	1,082
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,082
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	20
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,102
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 0 **Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ 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*	8b	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶JOHN P DEE Telephone no ▶(716) 834-9181

Located at ▶2465 SHERIDAN DR TONAWANDA NY ZIP+4 ▶14150

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 |

			Yes	No
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?	16		

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.

				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?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ 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)?	☐ Yes ☑ 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).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	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?		1c		
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?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
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 page 20 of the instructions).		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 ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ 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.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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		No

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)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**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? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☐ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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 (see page 22 of the instructions).

(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 Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). 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 ▶

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 page 23 of the instructions). 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. . . . . ▶		

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 GRANT PAID TO BURCHFIELD PENNEY ART CENTER AT BUFFALO STATE COLLEGE, 1300 ELMWOOD AVENUE, BUFFALO, NY 14222 FOR OPERATIONS	75,000
2 GRANT PAID TO MEMORIAL SLOAN-KETTERING CANCER CENTER, 633 THIRD AVENUE, 28TH FLOOR,NEW YORK, NY 10017 FOR CANCER RESEARCH	2,000
3 GRANT PAID TO LAKE CHAMPLIAN MARITIME MUSEUM AT 4472 BASIN HARBOR RD, VERGENNES VT 05491 FOR OPERATIONS	2,000
4 GRANT PAID TO LINCOLN COUNTY ROAD RUNNERS AT 850 E CHERRY ST, STE 1, TROY MO 63379 FOR OPERATIONS	1,000

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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 page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,039,256
b	Average of monthly cash balances	1b	171,238
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,201,026
d	**Total** (add lines 1a, b, and c)	1d	2,411,520
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	2,411,520
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	36,173
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,375,347
6	**Minimum investment return.** Enter 5% of line 5	6	118,767

Part XI **Distributable Amount** (see page 25 of the 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	118,767
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,082		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,082
3	Distributable amount before adjustments Subtract line 2c from line 1			3	117,685
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	117,685
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	117,685

Part XII **Qualifying Distributions** (see page 25 of the 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	120,767
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	120,767
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 page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	120,767

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				117,685
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006. 475,310				
b From 2007. 172,522				
c From 2008. 139,947				
d From 2009. 160,564				
e From 2010. 180,357				
f **Total** of lines 3a through e.	1,128,700			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 120,767				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	120,767			
d Applied to 2011 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	117,685			117,685
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,131,782			
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 page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	357,625			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	774,157			
10 Analysis of line 9				
a Excess from 2007. . . . 172,522				
b Excess from 2008. . . . 139,947				
c Excess from 2009. . . . 160,564				
d Excess from 2010. . . . 180,357				
e Excess from 2011. . . . 120,767				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
2a 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 organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the 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

JOHN P DEE
2645 SHERIDAN DRIVE
TONAWANDA, NY 14150
(716) 834-9181

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

LETTER FORM

c Any submission deadlines

NONE

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

NONE

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*				
BURCHFIELD PENNEY ART CEN 1300 ELMWOOD AVE BUFFALO, NY 14222			OPERATING	75,000
MEMORIAL SLOAN KETTERING CANCER CENTER 633 THIRD AVE 28TH FLOOR NEW YORK, NY 10017			CANCER RESEARCH	2,000
LINCOLN COUNTY ROAD RUNNERS 850 E CHERRY ST STE 1 TROY, MO 63379			OPERATING	1,000
LAKE CHAMPLAIN MARITIME MUSEUM 4472 BASIN HARBOR RD VERGENNES, VT 05491			OPERATING	2,000
Total . . . . ▶ **3a**				80,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					33
4 Dividends and interest from securities. . . .					55,284
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory					-12,194
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					189,375
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .					232,498

13 Total. Add line 12, columns (b), (d), and (e). 13 232,498

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
3	INTEREST IS USED TO OFFSET GENERAL OPERATING EXPENSES
4	INVEST INCOME IS USED TO OFFSET GENERAL OPERATING EXPENSES
8	INVEST INCOME IS USED TO OFFSET GENERAL OPERATING EXPENSES
10	SOLE SOURCE OF THE FOUNDATION'S REVENUE IS FROM THE SALE OF CHARLES E BURCHFIELD ART SALES OF PAINTINGS ARE FROM BASIC INVENTORY AND SUBSEQUENT ACQUISITIONS RECEIPTS OF SALES AND CORPUS ARE EXPENDED FOR QUALIFYING DISTRIBUTIONS OR ARE HELD FOR SUCH ULTIMATE PURPOSE

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		No
(2) Other assets.	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
(4) Reimbursement arrangements.	**1b(4)**		No
(5) Loans or loan guarantees.	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

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

******	2012-07-25	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature JOANNE L WASINGER	Date 2012-08-13	Check if self-employed ☐	PTIN
Firm's name ▶ BECHTEL & WASINGER CPAS PLLC		Firm's EIN ▶	
Firm's address ▶ 5350 MAIN ST WILLIAMSVILLE, NY 14221		Phone no (716) 204-8366	

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☐ **Yes** ☑ **No**

Additional Data

Software ID:	
Software Version:	
EIN:	16-6073522
Name:	CHARLES E BURCHFIELD FOUNDATION INC C/O BLAIR & ROACH LLP

Form 990PF - Special Condition Description:

Special Condition Description

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

(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)
20000 AMERICAN EXPRESS TRA	P	2007-09-17	2011-11-21
1000 VIACOM INC SR NTS 6 85%	P	2007-06-13	2011-12-12
800 AMERIPRISE FINL INC	P	2010-05-18	2011-11-03
1176 CBS CORP	P	2011-11-23	2011-12-01
1500 CITIGROUP FNDG INC 9%	P	2010-07-26	2011-01-26
1700 CITIGROUP FNDG INC 6 5%	P	2011-01-25	2011-07-27
3000 CITIGROUP FNDG INC 8%	P	2010-11-23	2011-05-25
2000 CITIGROUP FNDG INC 9 5%	P	2010-11-23	2011-05-25
950 COMCAST CORP 7%	P	2009-10-05	2011-10-19
800 CORTS TR VI IBM DEBS 6 375%	P	2009-01-13	2011-11-16
852 DOW CHEMICAL CO	P	2011-12-21	2011-12-23
1600 EATON VANCE RISK MANAGED	P	2008-10-07	2011-01-07
2300 ING GLOBAL EQUITY DIV & PREM OP	P	2005-03-28	2011-12-23
96000 MIDFIRST BANK CD	P	2009-07-15	2011-01-31
3000 MS 7% PA ELKS ON JBM	P	2010-12-27	2011-06-24
CASH IN LIEU SCHLUMBERGER LTD	P	2011-11-23	2011-11-23

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
20,000		20,000	
24,734		23,712	1,022
22,023		20,690	1,333
29,727		29,773	-46
15,620		15,000	620
17,501		17,000	501
31,089		30,000	1,089
20,873		20,000	873
23,874		23,769	105
20,898		20,419	479
23,890		28,935	-5,045
20,920		21,507	-587
19,861		33,578	-13,717
96,000		96,000	
30,962		30,000	962
11		13	-2

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,022
			1,333
			-46
			620
			501
			1,089
			873
			105
			479
			-5,045
			-587
			-13,717
			962
			-2

Form 990PF Part VIII Line 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
C ARTHUR BURCHFIELD 37 SCHYLER DRIVE POUGHKEEPSIE, NY 12603	PRES & DIR 4 00	7,000	0	6,852
VIOLET P BURCHFIELD 37 SCHYLER DRIVE POUGHKEEPSIE, NY 12603	DIRECTOR 1 00	5,000	0	0
JAMES M BURCHFIELD 3 SUNRISE ROAD CAMBRIDGE, VT 05444	VP & DIR 1 00	4,000	0	623
NANCY BURCHFIELD CLARK 15 BREAKERS ISLE DANA POINT, CA 92629	DIRECTOR 1 00	4,000	0	0
LAURA J BURCHFIELD 3 SUNRISE ROAD CAMBRIDGE, VT 05444	DIRECTOR 1 00	4,000	0	0
JAMES P MUSTAIN 75 SOUTHGATE DRIVE TROY, MO 63379	SEC & DIR 1 00	4,000	0	0

TY 2011 Accounting Fees Schedule

Name: CHARLES E BURCHFIELD FOUNDATION INC
C/O BLAIR & ROACH LLP

EIN: 16-6073522

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BECHTEL & WASINGER CPAS PLLC	3,175		794	2,381

TY 2011 Compensation Explanation

Name: CHARLES E BURCHFIELD FOUNDATION INC
C/O BLAIR & ROACH LLP

EIN: 16-6073522

Person Name	Explanation
C ARTHUR BURCHFIELD	
VIOLET P BURCHFIELD	
JAMES M BURCHFIELD	
NANCY BURCHFIELD CLARK	
LAURA J BURCHFIELD	
JAMES P MUSTAIN	

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491226004262

TY 2011 General Explanation Attachment

Name: CHARLES E BURCHFIELD FOUNDATION INC
C/O BLAIR & ROACH LLP

EIN: 16-6073522

Identifier	Return Reference	Explanation
GENERAL ELECTIONS		YEAR ENDED DECEMBER 31, 2011 16-6073522 CHARLES E BURCHFIELD FOUNDATION INC C/O BLAIR & ROACH LLP 2645 SHERIDAN DR TONAWANDA, NY 14150 TREATMENT OF QUALIFYING DISTRIBUTIONS ELECTION UNDER IRC SECTION 4942(H)(2) AND REG 53 4942(A)-3(D)(2), THE NONOPERATING PRIVATE FOUNDATION ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF UNDISTRIBUTED INCOME FROM THE TAX YEARS ENDING TAX YEAR AMOUNT ________ ___________ ________ ___________ ________ ___________ CORPUS /S/ ______________________________ NAME ______________________________ TITLE ______________________________

TY 2011 Investments Corporate Bonds Schedule

Name: CHARLES E BURCHFIELD FOUNDATION INC
C/O BLAIR & ROACH LLP

EIN: 16-6073522

Name of Bond	End of Year Book Value	End of Year Fair Market Value
20,000 AMERICAN EXPRESS TRA		
45,000 AMERICAN EXPRESS BAN	45,324	47,036
45,000 JP MORGAN CHASE & CO	43,876	46,680
19,000 INTL BUSINESS MACHINES CORP	25,300	25,351
25,000 PNC FINANCIAL	24,381	24,448
25,000 AMERIPRISE FINL	25,874	25,189

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491226004262

TY 2011 Investments Corporate Stock Schedule

Name: CHARLES E BURCHFIELD FOUNDATION INC
C/O BLAIR & ROACH LLP

EIN: 16-6073522

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,000 SHS VIACOM INC P/S		
1,732 SHS GENERAL ELECTRIC CAP P/S	45,705	45,610
2,300 SHS MISSISSIPPI POWER CO P/S	56,515	60,145
800 SHS CORTS TR VI IBM DEBS		
800 SHS MERRILL LYNCH TR P/S	18,630	16,472
950 SHS COMCAST CORP		
800 SHS AMERIPRISE FINL INC P/S		
1200 SHS COUNTRYWIDE CAP V P/S	29,533	24,336
1600 SHS ENTERGY ARKANSAS P/S	40,560	43,696
2300 SHS GOLDMAN SACHS GROUP P/S	58,322	56,971
1000 SHS JP MORGAN CHASE CAP XI P/S	24,840	25,010
2000 SHS JPM CHASE CAP XXIX P/S	51,500	51,040
775 SHS SUNTRUST CAPITAL IX P/S	20,383	19,608
835 SHS USB CAPITAL X P/S	20,230	21,284
252 SHS SCHLUMBERGER LTD C/S	20,226	17,214
1000 SHS PARTNERRE LTD 7.25% P/S	26,289	26,500
800 SHS ARES CAPITAL CORP 7.75% P/S	20,392	20,208
1050 SHS CITIGROUP CAP VII 7.125%P/S	25,878	25,410
1000 SHS FIRST NIAGARA 8.625% P/S	25,968	25,600
975 SHS QWEST CORP 7.5% P/S	24,703	25,740
800 SHS US CELLULAR CORP 6.95% P/S	20,792	21,296

TY 2011 Investments - Other Schedule

Name: CHARLES E BURCHFIELD FOUNDATION INC
C/O BLAIR & ROACH LLP

EIN: 16-6073522

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EATON VANCE RISK MNGD DIV EQUITY FND	AT COST		
ING ASIA PAC HIGH DIV EQUITY FUND	AT COST	28,477	18,457
ING GLOBAL EQUITY DIV FUND	AT COST		
MIDFIRST BANK CD	AT COST		
CLEARBRIDGE ENERGY MLP FD INC	AT COST	9,879	11,422
WESTERN ASSETS HIGH YIELD DEF OPP FD	AT COST	50,683	42,229
NUVEEN BUILD AMER BD OPP FND	AT COST	50,632	54,776
PUTNAM ABSOLUTE RET 500 FND	AT COST	46,871	45,462
CFI PA ELKS 9%/APPLE	AT COST		
CFI PA ELKS 8%/SLB	AT COST		
CFI PA ELKS 9.5%/WFC	AT COST		
MS PA ELKS 7%/JPM	AT COST		
BROOKFIELD GLOBAL LISTED INF INC FND	AT COST	38,000	33,459
DUFF & PHELPS GLOBAL UTILITY FND	AT COST	30,460	28,411
ING EMERGING MARKETS HIGH DIV EQ FND	AT COST	38,518	28,760
WESTERN ASSET HIGH INC FND II INC	AT COST	20,441	20,244
ALLIANCEBERNSTEIN HIGH INC FND	AT COST	38,648	37,286
MORGAN STANLEY 9.5% PA ELKS	AT COST	20,000	13,810
MS CONTINGENT 17.4%	AT COST	30,000	28,842
NEWBURYPORT FIVE CENTS SVGS BK	AT COST	96,000	96,000

TY 2011 Legal Fees Schedule

Name: CHARLES E BURCHFIELD FOUNDATION INC
C/O BLAIR & ROACH LLP

EIN: 16-6073522

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BLAIR & ROACH LLP	13,772			

TY 2011 Other Expenses Schedule

Name: CHARLES E BURCHFIELD FOUNDATION INC
C/O BLAIR & ROACH LLP

EIN: 16-6073522

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK SERVICE CHARGES	183		46	137
FILING FEES	250		63	187
INSURANCE	750		187	563
OTHER EXHIBITION EXPENSES	752		188	564

TY 2011 Sales Of Inventory Schedule

Name: CHARLES E BURCHFIELD FOUNDATION INC
C/O BLAIR & ROACH LLP

EIN: 16-6073522

Category	Gross Sales	Cost of Goods Sold	Net (Gross Sales Minus Cost of Goods Sold)
PAINTINGS	566,000	376,625	189,375

TY 2011 Taxes Schedule

Name: CHARLES E BURCHFIELD FOUNDATION INC
C/O BLAIR & ROACH LLP

EIN: 16-6073522

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	1,212	1,212		
FOREIGN TAX PAID				