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## Form 990-PF

## **Return of Private Foundation**

OMB No 1545-0052 or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation Department of the Treasury Internal Revenue Service Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements. For calendar year 2011 or tax year beginning and ending Name of foundation A Employer identification number BURNINGHAM FOUNDATION 20-2942262 Number and street (or P O box number if mail is not delivered to street address) B Telephone number 4231 MARQUIS WAY 801-278-6678 City or town, state, and ZIP code C If exemption application is pending, check here SALT LAKE CITY UT G Check all that apply: Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, 2. check here and attach computation Address change Name change Check type of organization; X Section 501(c)(3) exempt private foundation E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year J Accounting method: X Cash Accrual F If the foundation is in a 60-month termination Other (specify) (from Part II, col. (c), line 16) under section 507(b)(1)(B), check here 392,469. (Part I, column (d) must be on cash basis) ▶\$ Part | Analysis of Revenue and Expenses (d) Disbursements for charitable purposes (cash basis only) (a) Revenue and (b) Net investment (c) Adjusted net (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) expenses per books income income Contributions, gifts, grants, etc., received 2 Check X if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments Dividends and interest 5a Gross rents **b** Net r 6a Net a b asse 0. Net short-term capital Income modification 10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) 10,491 0 10,491.STATEMENT 11 Other income 10,491 0. 10,491 12 Total Add lines 1 through 11 Compensation of officers, directors, trustees, etc 0. 0. 0. 0. 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees 600 0 STMT 2 0 **b** Accounting fees 0. c Other professional fees 17 Interest 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings SCANNED APR 19 2012 22 Printing and publications 23 Other expenses STMT 3 10 0 0 0. 24 Total operating and administrative 610. 0 0 expenses. Add lines 13 through 23 Ω. 20,514

c Adjusted net income (if negative, enter -0-) LHA For Paperwork Reduction Act Notice, see instructions.

8 Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

25 Contributions, gifts, grants paid

Add lines 24 and 25

27 Subtract line 26 from line 12:

26 Total expenses and disbursements.

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0

10,491

20,514.

20,514.

0

0

21,124

-10,633

D	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year	End of	year
뜨	ai t	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,702.	3,928.	3,928.
	3	Accounts receivable ►	3"		
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶		-	
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	-	Receivables due from officers, directors, trustees, and other			
	້	disqualified persons			
	7	Other notes and loans receivable		1	
	<b>'</b>	Less: allowance for doubtful accounts			
		Inventories for sale or use		-	-
Assets	l	Prepaid expenses and deferred charges			
Ass	ı				
	l	Investments - U.S. and state government obligations	300 400	200 541	200 541
	l	Investments - corporate stock STMT 4	399,400.	388,541.	388,541.
	l	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis			
		Less accumulated depreciation			
	15	Other assets (describe			<del></del>
_	16	Total assets (to be completed by all filers)	403,102.	392,469.	392,469.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
es	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
ap	21	Mortgages and other notes payable			
⊐	22	Other liabilities (describe  )			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here			
		and complete lines 24 through 26 and lines 30 and 31.			
ces	24	Unrestricted			
au	25	Temporarily restricted			
Ва	26	Permanently restricted			
nd		Foundations that do not follow SFAS 117, check here			
Net Assets or Fund Balance		and complete lines 27 through 31			
ō	27	Capital stock, trust principal, or current funds	0.	0.	
set	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
As	29	Retained earnings, accumulated income, endowment, or other funds	403,102.	392,469.	
žet	30	Total net assets or fund balances	403,102.	392,469.	
_				•	
	31	Total liabilities and net assets/fund balances	403,102.	392,469.	
	art			<u> </u>	
	art	III Analysis of Onlinges in Net Assets of Fund b			
1	Tota	net assets or fund balances at beginning of year - Part II, column (a), line	30		
	(mus	st agree with end-of-year figure reported on prior year's return)		1	403,102.
2	Ente	amount from Part I, line 27a		2	-10,633.
3	Othe	r increases not included in line 2 (itemize)		3	0.
4	Add	lines 1, 2, and 3		4	392,469.
5	Decr	eases not included in line 2 (itemize)		5	0.
6	Tota	net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30	6	392,469.
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BURNINGHAM FOUNDATION

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20,514.

0.

0.

6

7

8

Add lines 5 and 6

See the Part VI instructions.

6 Enter 1% of net investment income (1% of Part I, line 27b)

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.

	n 990-PF (2011) BURNINGHAM FOUNDATION			<u> 29422</u>		F	Dage 4
Pa	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940	)(b), 4940(e), or	4948 -	see in	stru	ction	<u>ıs)</u>
1a	Exempt operating foundations described in section 4940(d)(2), check here  and enter "N/A" on li	ine 1.					
	Date of ruling or determination letter: (attach copy of letter if necessary-see in	nstructions)					
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and eight	· ·	1				0.
	of Part I, line 27b						
C	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line	e 12. col. (b).					
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-	, , ,	2				0.
	Add lines 1 and 2	,	3				0.
	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0	)-1	4				0.
	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	,	5				0.
	Credits/Payments:						
	a 2011 estimated tax payments and 2010 overpayment credited to 2011 6a						
	Exempt foreign organizations - tax withheld at source		-				
	Tax paid with application for extension of time to file (Form 8868)  6c		1 1				
	I Backup withholding erroneously withheld  6d		.l				
	Total credits and payments. Add lines 6a through 6d	<del></del>	┨, │				Λ
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached		7				0.
		_	8				
	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed		9				0.
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	1- 4	10				
	Enter the amount of line 10 to be: Credited to 2012 estimated tax ▶  art VII-A Statements Regarding Activities	Refunded >	11				
		<del></del>	-	<del></del> r		Vaal	Na
1a	a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it	t participate or interven	e in	-		Yes	
	any political campaign?			-	_1a		<u>X</u>
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instru	•			1b		<u> </u>
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of a	any matenals publish	ed or				
	distributed by the foundation in connection with the activities						
	: Did the foundation file Form 1120-POL for this year?			- }	1c		<u> </u>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:						
	(1) On the foundation. ► \$ 0 . (2) On foundation managers. ► \$	0	<u>•</u>	}			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax impos	sed on foundation			1		
	managers. ▶ \$0 .						
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?				2		X
	If "Yes," attach a detailed description of the activities				ŀ		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, are	ticles of incorporation,	or	-	ŀ	ŀ	
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			L	3		_X_
<b>4</b> a	a Did the foundation have unrelated business gross income of \$1,000 or more during the year?			ļ	4a		X
b	olf "Yes," has it filed a tax return on Form 990-T for this year?		N,	/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?				5		_X_
	If "Yes," attach the statement required by General Instruction T			1			
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 the	hat conflict with the star	te law				
	remain in the governing instrument?			L	6		Х
7	Did the foundation have at least \$5,000 in assets at any time during the year?				7	X	
	If "Yes," complete Part II, col. (c), and Part XV						
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) $ ightharpoonup$	NONE			1	1	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney Gener	ral (or designate)				1	
	of each state as required by General Instruction G? If "No," attach explanation	. • • •			8b	х	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942())(	(3) or 4942(1)(5) for ca	lendar	Ī			
	year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Par				9		х
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their na			Ī	10		X
	and the state of t			Form		-PF (	
						٧.	/

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Part VII-A   Statement	s Regarding Activities (continued)			
11 At any time during the year,	did the foundation, directly or indirectly, own a controlled entity within the meaning of			1
section 512(b)(13)? If "Yes,"	attach schedule (see instructions)		11	x
12 Did the foundation make a di	istribution to a donor advised fund over which the foundation or a disqualified person had advisory j	privileges?		
If "Yes," attach statement (se	e instructions)		12	X
	with the public inspection requirements for its annual returns and exemption application?		13 X	
	N/A	_	- 1	
14 The books are in care of	DALE A. BURNINGHAM Telephone no.	▶801-278	-667	<del></del>
Located at ▶ 4231 M	ARQUIS WAY, SALT LAKE CITY, UT	ZIP+4 ▶841		
15 Section 4947(a)(1) nonexem	npt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> - Check here			ightharpoons
and enter the amount of tax-	exempt interest received or accrued during the year	15	N/A	
16 At any time during calendar	year 2011, did the foundation have an interest in or a signature or other authority over a bank,		Yes	s No
securities, or other financial	account in a foreign country?	[	16	X
See the instructions for exce	ptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign		•	T
<u>c</u> ountry				
Part VII-B   Statement	s Regarding Activities for Which Form 4720 May Be Required			
File Form 4720 if any ite	em is checked in the "Yes" column, unless an exception applies.		Yes	s No
1a During the year did the found	dation (either directly or indirectly):			
(1) Engage in the sale or ex	change, or leasing of property with a disqualified person?	es X No		
(2) Borrow money from, ler	nd money to, or otherwise extend credit to (or accept it from)			
a disqualified person?	Y	es X No		
(3) Furnish goods, services	, or facilities to (or accept them from) a disqualified person?	es X No		
(4) Pay compensation to, o	r pay or reimburse the expenses of, a disqualified person?	es X 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)?	es X 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 governm	ent service, if terminating within 90 days.)	es X No		
	1)-(6), did <b>any</b> 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)?	N/A_	1b	
Organizations relying on a cu	urrent notice regarding disaster assistance check here			
	n a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected			
before the first day of the tax	year beginning in 2011?		1c	X
	ncome (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) beginnii	·		
before 2011?	Y	es X No		
If "Yes," list the years ▶	11			
	2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrec			
	ear's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attack	1		
statement - see instructions.	•	N/A	2b	ļ
c If the provisions of section 4	1942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.	ĺ	į	
<b>-</b>	1			
	e than a 2% direct or indirect interest in any business enterprise at any time			
during the year?		es X No	ļ	
	usiness holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons at	Ţ.		
	of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to o			
	or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C	·		
	if the foundation had excess business holdings in 2011.)	N/A L	3b	
	ring the year any amount in a manner that would jeopardize its charitable purposes?	L	4a	<u> </u>
	y investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpos	e that		
had not been removed from	jeopardy before the first day of the tax year beginning in 2011?		4b	<u> </u>
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Part VII-B   Statements Regarding Activities for Which I	Form 4720 May Be I	Required (continu	ued)	
5a During the year did the foundation pay or incur any amount to:		-		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n 4945(e))?	☐ Ye	s X No	
(2) Influence the outcome of any specific public election (see section 4955); of	or to carry on, directly or indir			
any voter registration drive?			s X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes	?	☐ Ye	s X No	
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section			
509(a)(1), (2), or (3), or section 4940(d)(2)?		Ye	s 🗶 No	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or			
the prevention of cruelty to children or animals?			s X No	
<b>b</b> If any answer is "Yes" to 5a(1)-(5), did <b>any</b> of the transactions fail to qualify unit	der the exceptions described	ın Regulations		
section 53.4945 or in a current notice regarding disaster assistance (see instru	ictions)?		N/A L	ib
Organizations relying on a current notice regarding disaster assistance check h				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption for				
expenditure responsibility for the grant?		I∕A ∐ Ye	s L No	
If "Yes," attach the statement required by Regulations section 53 494				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on			
a personal benefit contract?		Ye	s X No	
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a p	personal benefit contract?		<u> </u>	Sb X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax s		Ye	s X No	
b If "Yes," did the foundation receive any proceeds or have any net income attributions. About Officers Directors Trust				7b
Part VIII Information About Officers, Directors, Trust Paid Employees, and Contractors	ees, Foundation Wid	inagers, migniy	1	
1 List all officers, directors, trustees, foundation managers and their	, <u>i.</u>			
/-> Name and address	(b) Title, and average hours per week devoted	(c) Compensation (If not paid,	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other
(a) Name and address	to position	enter -0-)	compensation	allowances
DALE A. BURNINGHAM	DIRECTOR			
4231 MARQUIS WAY				
SALT LAKE CITY, UT 84124	1.00	0.	0.	0.
JANEEL O. BURNINGHAM	DIRECTOR			
4231 MARQUIS WAY	1 00			•
SALT LAKE CITY, UT 84124	1.00	0.	0.	0.
CLAYTON A. BURNINGHAM	DIRECTOR		}	
4231 MARQUIS WAY	1 00			0
SALT LAKE CITY, UT 84124	1.00	0.	0.	0.
	DIRECTOR			
4231 MARQUIS WAY SALT LAKE CITY, UT 84124	1.00	0.	0.	0
2 Compensation of five highest-paid employees (other than those inc			0.1	0.
(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				
	_			
	1			
Total number of other employees paid over \$50,000			<b>&gt;</b>	0

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Part VIII Information About Officers, Directors, Trustees, For Paid Employees, and Contractors (continued)	ındation Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none,	enter "NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services  Part IX-A Summary of Direct Charitable Activities		▶ 0
List the foundation's four largest direct charitable activities during the tax year. Include relevant number of organizations and other beneficiaries served, conferences convened, research paper	statistical information such as the s produced, etc.	Expenses
1N/A		
2		
3		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax years.	ear on lines 1 and 2.	Amount
1 N/A		
2		
All other program-related investments. See instructions.		
3		
Total Add lines 1 through 2		

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a Average monthly fair market value of securities b Average of monthly cash balances c Fair market value of all other assets t	1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		N/A
b Average of monthly cash balances 6 Far market value of all other assets 6 Tan market value of all other assets 7 Tan market value of all other assets 8 Tan market value of all other assets 9 Reduction claimed for blockage or other factors reported on lines ta and 1 to (attach detailed explanation) 1 to (attach detailed explanation) 1 to Acquisition indebtedness applicable to line 1 assets 9 Subtract line 2 from line 1d 1 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 1 At a see instructions 2 A see instructions 2 A see instructions 3 A see instructions 4 A see instructions 5 Add lines 2a and 2b 6 Distributable amount before adjustments. Subtract line 2c from line 1 8 A secoveries of amounts treated as qualifying distributions 4 A secoveries of amounts treated as qualifying distributions 4 A secoveries of amounts treated as qualifying distributions 5 A see instructions 6 A separate and a substact. Subtract line 6 from line 5 Enter here and on Part XIII, line 1  Part XII Qualifying Distributions (see instructions)  Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: a Expenses, contributions, gits, etc total from Part I, column (d), line 26 b Program-related investments - total from Part IX-8 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 Amounts set asset for specific charitable projects that statsfy the: a Suitability test (prior IRS approval required) Cash distribu		1.	N/A
to Fair market value of all other assets    Te   Id   Id   Id   Id   Id   Id   Id   I			
d Total (add lines 1a, b, and c)  Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) Acquisition indebtedness applicable to line 1 assets Subtract line 2 from line 1d Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4.  Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 Minimum investment return. Enter 5% of line 5  Part XII Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain from part X, line 6 1 Tax on investment return from Part X, line 6 1 Tax on investment income for 2011 from Part VI, line 5 1 Income tax for 2011. (This does not include the tax from Part VI.) 2 Income tax for 2011. (This does not include the tax from Part VI.) 3 Recoveries of amounts treated as qualifying distributions 4 Add lines 3 and 4  Deduction from distributable amount (see instructions) Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1  Part XII Qualifying Distributions (see instructions)  Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  a Expenses, contributions, gifts, etc total from Part IX-8  Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 Amounts set aside for specific charitable projects that satisfy the: 3 Sutability test (prior IRS approved required) b Cash distributions Add lines 1a through 3b. Enter here and on Part X, line 8, and Part XIII, line 4  4 20,51  Adjusted qualifying distributions. Subtract line 5 from line 4  6 20,551  Adjusted qualifying distributions. Subtract line 5 from line 4	•	- i	
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)  Acquisition indebtedness applicable to line 1 assets  Subtract line 2 from line 1d  Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  At 1 Cash deemed held for charitable activities. Enter 1 1/2% of line 3. Enter here and on Part V, line 4  Minimum investment return. Enter 5% of line 5  Part XI  Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here   X 2 and do not complete this part.)  Minimum investment return from Part X, line 6  1 Tax on investment income for 2011 from Part VI, line 5  2 a			
1c (attach detailed explanation) Acquisition indebtedness applicable to line 1 assets Subtract line 2 from line 1d Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 5 Minimum investment return. Enter 5% of line 5 Part XII Distributable Amount (see instructions) (Section 4942(I)(3) and (I)(5) private operating foundations and certain foreign organizations check here ▶ ▼ and do not complete this part.)  Minimum investment return from Part X, line 6 a 1 a 1 a 1 a 1 a 1 a 1 a 1 a 1 a 1 a		10	-
Acquisition indebtedness applicable to line 1 assets  Subtract line 2 from line 1d  Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  At a see instructions)  Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4  5  Minimum investment return. Enter 5% of line 5  Part XII  Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  X and do not complete this part.)  Minimum investment return from Part X, line 6  a Tax on investment income for 2011 from Part VI, line 5  b income tax for 2011. (This does not include the tax from Part VI.)  c Add lines 2a and 2b  Distributable amount before adjustments. Subtract line 2c from line 1  Recoveries of amounts treated as qualifying distributions  Add lines 3 and 4  Deduction from distributable amount (see instructions)  Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1  Part XII  Qualifying Distributions (see instructions)  Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  a Expenses, contributions, girts, etc total from Part IX-B  Amounts paid to acquire assets used for held for usely directly in carrying out charitable, etc., purposes  2 Amounts set aside for specific charitable projects that satisfy the:  a Suitability test (prior IRS approval required)  b Cash distribution test (attach the required schedule)  Qualifying distributions Add lines 1 at hrough 3b. Enter here and on Part V, line 8, and Part XIII, line 4  4 A 20,51  Adjusted qualifying distributions. Subtract line 5 from line 4  6 20,53  Adjusted qualifying distributions. Subtract line 5 from line 4	· · · · · · · · · · · · · · · · · · ·		
Subtract line 2 from line 1d Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 5 Minimum investment return. Enter 5% of line 5 Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here	· · · · · · · · · · · · · · · · · · ·		
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Part XI   Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here	•	<del></del>	
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Recoveries of amounts treated as qualifying distributions  Add lines 3 and 4  Deduction from distributable amount (see instructions)  Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1  Part XII Qualifying Distributions (see instructions)  Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  a Expenses, contributions, gifts, etc total from Part I, column (d), line 26  b Program-related investments - total from Part IX-B  Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  Amounts set aside for specific charitable projects that satisfy the:  a Suitability test (prior IRS approval required)  b Cash distribution test (attach the required schedule)  Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4  Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b  Adjusted qualifying distributions. Subtract line 5 from line 4  6  20,51	c Add lines 2a and 2b	2c	
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Amounts set aside for specific charitable projects that satisfy the:  a Suitability test (prior IRS approval required)  b Cash distribution test (attach the required schedule)  Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4  Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b  Adjusted qualifying distributions. Subtract line 5 from line 4  A 20,51	·	h	0
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Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b  Adjusted qualifying distributions. Subtract line 5 from line 4  5  20,51	b Cash distribution test (attach the required schedule)	3b	
Income. Enter 1% of Part I, line 27b  Adjusted qualifying distributions. Subtract line 5 from line 4  5  20,51		4	20,514
Adjusted qualifying distributions. Subtract line 5 from line 4	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
———······	income. Enter 1% of Part I, line 27b	5	0
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	6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,514
. , , . ,	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the fo	oundation qualifies for the	section

Form **990-PF** (2011)

Part XIII Undistributed Income (se	e instructions)	N/A		
	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d)
A Postshutship assess to 20044 to an Post VI	Corpus	Tears prior to 2010	2010	2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior	<del></del>			
years (Election required - see instructions)				
c Treated as distributions out of corpus				
(Election required - see instructions)		ļ		
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) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			- T	
<b>b</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 instr				
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)				
8 Excess distributions carryover from 2006				
not applied on line 5 or line 7				
9 Excess distributions carryover to 2012.				<u> </u>
Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
		1		
e Excess from 2011				<u> </u>

	HAM FOUNDAT				942262 Page 10
Part XIV Private Operating F			II-A, question 9)	N/A	
1 a If the foundation has received a ruling	or determination letter tha	t it is a private operating			
foundation, and the ruling is effective fo	or 2011, enter the date of	the ruling	▶		
b Check box to indicate whether the found	dation is a private operati	ng foundation described		4942(j)(3)_or4	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		_
income from Part I or the minimum	(a) 2011	<b>(b)</b> 2010	(c) 2009	(d) 2008	(e) Total
investment return from Part X for					
each year listed					
<b>b</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			<del></del>		
for active conduct of exempt activities.					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the					<del> </del>
alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets			<del> </del>	-	<del> </del>
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</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)	<u> </u>				
(3) Largest amount of support from					
an exempt organization					<u> </u>
(4) Gross investment income					<u> </u>
Part XV Supplementary Info					ore in assets
at any time during	the year-see inst	ructions.)	N/A		
1 Information Regarding Foundati	on Managers:				
a List any managers of the foundation w	ho have contributed more	than 2% of the total co	ntributions received by th	ne foundation before the cl	ose 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 w	ho own 10% or more of t	he stock of a corporation	n (or an equally large por	tion of the ownership of a	partnership or
other entity) of which the foundation h					
2 Information Regarding Contribu	tion, Grant, Gift, Loan	. Scholarship, etc., F	Programs:		
Check here ► X if the foundation			_	not accept unsolicited rec	inests for funds. If
the foundation makes gifts, grants, etc					
a The name, address, and telephone nur	· · · · · · · · · · · · · · · · · · ·		<del></del>		
a The hame, address, and telephone had	inder of the person to wife	m applications should b	c addicased.		
b The form in which applications should	be submitted and informa	ation and materials they	should include:		
c Any submission deadlines;					
d Any restrictions or limitations on awar	ds, such as by geographic	cal areas, charitable field	s, kınds of ınstitutions, o	r other factors:	
					Farm 000 DE (0044)

3 Grants and Contributions Paid During th		<sup>2</sup> ayment		
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	or substantial contributor	Toolplone		
a Talo during the year				
BOY SCOUTS OF AMERICA	INDEPENDENT/NO		GENERAL PURPOSE	
525 FOOTHILL BLVD	RESTRICT			
SALT LAKE CITY, UT 84113				10
GRANITE EDUCATION FOUNDATION	INDEPENDENT/NO		GENERAL PURPOSE	
2500 SOUTH STATE	RESTRICT			
SALT LAKE CITY, UT 84115				600
		: 		
HENRY'S FORK FOUNDATION	INDEPENDENT/NO		GENERAL PURPOSE	
PO BOX 550	RESTRICT			,
ASHTON, ID 83420		<del></del>		1,080
HUNTSMAN CANCER INSTITUTE	INDEPENDENT/NO		GENERAL PURPOSE	
2000 CIRCLE OF HOPE	RESTRICT			
SALT LAKE CITY, UT 84112		<del></del>		5,000
KUED-7	INDEPENDENT/NO		GENERAL PURPOSE	
101 WASATCH DRIVE	RESTRICT			
SALT LAKE CITY, UT 84112				1,000
	CONTINUATION SHEE	T(S)	<b>▶</b> 3a	20,514
<b>b</b> Approved for future payment				
NONE				
				<del> </del>
Total	<u> </u>	<u> </u>	- <b>▶</b> 3b	0
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BURNINGHAM FOUNDATION

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, show any relationship to Recipient Foundation Purpose of grant or Amount status of contribution any foundation manager Name and address (home or business) recipient or substantial contributor LDS CHURCH VARIOUS HUMANITARIAN INDEPENDENT/NO GENERAL PURPOSE PROJECTS RESTRICT VARIOUS SALT LAKE CITY, UT 84121 2,759. MORAN EYE CENTER INDEPENDENT/NO GENERAL PURPOSE 50 NORTH MEDICAL DRIVE RESTRICT SALT LAKE CITY, UT 84132 5,000. YOUTH LINC INDEPENDENT/NO GENERAL PURPOSE RESTRICT 1140 BRICKYARD ROAD SALT LAKE CITY UT 84106 539. KIMBALL ARTS CENTER INDEPENDENT/NO GENERAL PURPOSE 638 PARK- AVENUE RESTRICT PARK CITY UT 84060 10. SERENICARE MORTUARY INDEPENDENT/NO GENERAL PURPOSE RESTRICT 12278 LONE PEAK PKWY #103 DRAPER UT 84105 1,000. ST JUDES CHILDREN HOSPITAL INDEPENDENT/NO GENERAL PURPOSE 262 DANNY THOMAS PLACE RESTRICT MEMPHIS, TN 38105 20. TROUT UNLIMITED INDEPENDENT/NO GENERAL PURPOSE RESTRICT 1300 N 17TH ST SUITE 500 ARLINGTON VA 22209 100. PRIMARY CHILDRENS HOSPITAL INDEPENDENT/NO GENERAL PURPOSE 100 MARIO CAPECCHI DRIVE RESTRICT SALT LAKE CITY, UT 84113 202. MILLCREEK ELEMENTARY INDEPENDENT/NO GENERAL PURPOSE 3761 SOUTH 1100 EAST RESTRICT SALT LAKE CITY UT 84102 2,000. MACYS THANKS FOR SHARING INDEPENDENT/NO GENERAL PURPOSE RESTRICT SALT LAKE CITY, UT 25. Total from continuation sheets 12.824.

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, show any relationship to any foundation manager or substantial contributor Recipient Foundation Purpose of grant or Amount status of contribution Name and address (home or business) recipient INDEPENDENT/NO GENERAL PURPOSE CHRISTMAS CANE RESTRICT SALT LAKE CITY UT 112. UTAH DOWN SYNDROME FOUNDATION INDEPENDENT/NO GENERAL PURPOSE RESTRICT SALT LAKE CITY, UT 48. SUB FOR SANTA INDEPENDENT/NO GENERAL PURPOSE RESTRICT SALT LAKE CITY, UT 859. ADOPT A NATIVE ELDER PROGRAM INDEPENDENT/NO GENERAL PURPOSE PO BOX 3401 RESTRICT 50. PARK CITY UT 84060 UNIVERSITY OF UTAH INDEPENDENT/NO GENERAL PURPOSE RESTRICT 201 PRESIDENTS CIRCLE 100. SALT LAKE CITY, UT 84112 Total from continuation sheets

Enter gross amounts unless otherwise indicated.

Excluded by section 512, 513, or 514

## Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated	d business income	Exclud	ed by section 512, 513, or 514	(e)
1 Program service rèvenue;	(a) Business code	( <b>b)</b> Amount	(C) Exclu- sion code	( <b>d)</b> Amount	Related or exempt function income
	Code		code		
a b	<del></del>				<u> </u>
<u> </u>					
d					
e	1				
f		-			
g Fees and contracts from government agencies				<del></del>	
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		··			
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	1				
7 Other investment income					
8 Gain or (loss) from sales of assets other					
than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a INTEREST INCOME		8.	01		
b DIVIDEND INCOME		7,780.			
c GAIN ON SALE OF					
d SECURITIES		2,703.	01		
e				· · · · · · · · · · · · · · · · · · ·	
12 Subtotal. Add columns (b), (d), and (e)		10,491.		0.	0.
13 Total Add line 12, columns (b), (d), and (e)					10,491.
(See worksheet in line 13 instructions to verify calculations.)					<u> </u>
Part XVI-B Relationship of Activities to	o tne Acco	emplishment of Ex	empt	Purposes	
Line No Explain below how each activity for which income	me is renorted in	n column (e) of Part XVI-A	contribi	ited importantly to the accom	anlishment of
the foundation's exempt purposes (other than			COMMIND	ated importantly to the decon	ipiisiimont oi
	-, p				
		1			<del></del>
			_	#**I	
		<del></del>			
				<del></del>	<del>_</del>
		···	-	<del></del>	<del>-</del>
1					

Unrelated business income

Part 2			egarding Trans			and Relations	ships With Noncha			ye is
		Exempt Organ			and managements		mps with Honoria	, itabi	•	
1 Did	the ord	· · · · · · · · · · · · · · · · · · ·		of the followin	g with any other organizati	on described in sec	tion 501(c) of		Yes	No
					7, relating to political orga					
	•	rom the reporting founda								
(1)	Cash			·	•			1a(1)		X
(2)	Other	assets						1a(2)		Х
		sactions:								
(1)	Sales	of assets to a noncharital	ble exempt organizat	tion				1b(1)		X
(2)	Purch	ases of assets from a no	ncharitable exempt o	rganization			•	1b(2)	1	Х
		of facilities, equipment,		_				1b(3)		X
		oursement arrangements						1b(4)	1	X
(5)	Loans	or loan guarantees						1b(5)		X
(6)	Perfor	mance of services or me	mbership or fundrais	sing solicitatio	ins			1b(6)		X
c Sha	aring of	facilities, equipment, ma	iling lists, other asse	ts, or paid em	ployees			1c		Х
d If th	ne answ	er to any of the above is	"Yes," complete the f	following sche	dule. Column (b) should a	lways show the fair	market value of the goods,	other as:	sets,	
or s	services	given by the reporting fo	oundation. If the four	ndation receive	ed less than fair market val	ue in any transactio	n or sharing arrangement, s	show in		
		) the value of the goods,								
(a) Line n	0	(b) Amount involved	(c) Name of	noncharitable	e exempt organization	(d) Description	n of transfers, transactions, and	sharing a	rangeme	nts
				N/A						
	_									
	_									
	<u> </u>									
		<del></del>				<del></del>				
				<del></del>			<del></del>			
		·					· · · · · · · · · · · · · · · · · · ·	<del></del>		
				· · ·						
2n let	ho four	idation directly or indirec	thy affiliated with or i	related to one	or more tax-exempt organ	NIZOTIONO docoribad	<del></del>			
		501(c) of the Code (other	-			iizations described	Г	Yes	T	No
		mplete the following sch		/(U)) UI III 3001	11011 JZ7 ·		L		L43	_ INO
	100, 00	(a) Name of org			(b) Type of organization		(c) Description of relations	hip		
		N/A					· / /			
· · · · · ·										
						<u> </u>				_
					ng accompanying schedules and n taxpayer) is based on all infor		Ma	y the IRS	discuss	this
Sign		1/1/1	· /				sho	um with thown below	v (see ins	er tr/)?
Here		Wallet	mung han	<u> </u>	Apr 13, 2012		DENT	X Yes	<b>.</b> L	_ No
	Sign	ature of officer or trustee			Date	Title				
		Print/Type preparer's na		Preparer's s	ignature 1	Date	Check if PTIN			
D-:-I		BRENT W. D	AINES,	A	Li CA	4.11.2012	self- employed			
Paid		CPA			( )//	1.11. 2012		0439		
Prepa Use (		Firm's name DAI	NES GOODW	1TN & C	OMPANY PC		Firm's EIN ► 87 – 0	6484	132	
USE (	J111 y	Firm's address > 20	U GUILLIA	በበ አመር	T, SUITE 220	<u> </u>	_			
			LT LAKE C			•	Phone no. (801	)363	3 – 3 1	იი
			<del></del>	<del></del>	<del> </del>		1	,	<del></del>	

(801)363-3400 Form **990-PF** (2011)

	OTHER :	INCOME		STATEMENT
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME DIVIDEND INCOME GAIN ON SALE OF SECURITIES		8. 7,780. 2,703.	0.0	. 7,780
TOTAL TO FORM 990-PF, PART I	, LINE 11 =	10,491.	0.	10,491
FORM 990-PF	ACCOUNT	ING FEES		STATEMENT
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITABI E PURPOSES
DAINES GOODWIN	600	. 0	. (	0.
TO FORM 990-PF, PG 1, LN 16B	600	. 0		0.
FORM 990-PF	OTHER	EXPENSES		STATEMENT
	(A)	(B)	(C)	(D)
DESCRIPTION	EXPENSES PER BOOKS	NET INVEST-	ADJUSTED	CHARITABI
DESCRIPTION LICENSE	EXPENSES	NET INVEST- MENT INCOME	ADJUSTED NET INCOME	CHARITABI
	EXPENSES PER BOOKS	NET INVEST- MENT INCOME	ADJUSTED NET INCOME	CHARITABI E PURPOSES
LICENSE	PER BOOKS  10	NET INVEST- MENT INCOME	ADJUSTED NET INCOME	CHARITABI E PURPOSES
LICENSE TO FORM 990-PF, PG 1, LN 23	PER BOOKS  10	NET INVEST- MENT INCOME  0  TE STOCK	ADJUSTED NET INCOME	CHARITABI E PURPOSES  O. (
LICENSE TO FORM 990-PF, PG 1, LN 23 FORM 990-PF	PER BOOKS  10	NET INVEST- MENT INCOME  0  TE STOCK	ADJUSTED NET INCOME	CHARITABIE PURPOSES  O. (  STATEMENT  FAIR MARKET