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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0052

2011

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 , 2011, and ending , 20

Name of foundation: **BURKET-PLACK FOUNDATION INC 0649-01-4/9**

Room/suite: **1200**

Number and street (or P.O. box number if mail is not delivered to street address): **GLENMEDE TRUST CO., N.A., 1650 MARKET ST.**

City or town, state, and ZIP code: **PHILADELPHIA, PA 19103-7391**

A Employer identification number
23-2735643

B Telephone number (see instructions)
(215) 419-6000

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

G Check all that apply:

| | |
|---|--|
| <input type="checkbox"/> Initial return | <input type="checkbox"/> Initial return of a former public charity |
| <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return |
| <input type="checkbox"/> Address change | <input type="checkbox"/> Name change |

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) ▶ \$ **6,784,381.**

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 instructions).) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| 1 | Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| 2 | Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| 3 | Interest on savings and temporary cash investments | 17. | 2. | N/A | |
| 4 | Dividends and interest from securities | 137,788. | 137,127. | | |
| 5a | Gross rents | 11,061. | 11,061. | | |
| b | Net rental income or (loss) | 4,081 | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | 335,375. | | | |
| b | Gross sales price for all assets on line 6a | 2,731,906. | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 335,375. | | |
| 8 | Net short-term capital gain | | | | |
| 9 | Income modifications | | | | |
| 10a | Gross sales less returns and allowances | | | | |
| b | Less: Cost of goods sold | | | | |
| c | Gross profit or (loss) (attach schedule) | | | | |
| 11 | Other income (attach schedule) | -7,952. | -4,688. | | STMT 1 |
| 12 | Total. Add lines 1 through 11 | 476,289. | 478,877. | | |
| 13 | Compensation of officers, directors, trustees, etc. | | | | |
| 14 | Other employee salaries and wages | | | | |
| 15 | Pension plans, employee benefits | | | | |
| 16a | Legal fees (attach schedule) | | | | |
| b | Accounting fees (attach schedule) | 1,500. | NONE | NONE | 1,500. |
| c | Other professional fees (attach schedule) | 45,563. | 43,813. | | 1,750. |
| 17 | Interest | | | | |
| 18 | Taxes (attach schedule) (see instructions) | 4,372. | | | |
| 19 | Depreciation (attach schedule) and depletion | | | | |
| 20 | Occupancy | | | | |
| 21 | Travel, conferences, and meetings | | | | |
| 22 | Printing and publications | | | | |
| 23 | Other expenses (attach schedule) STMT. 2 | 13,690. | 6,980. | | 6,710. |
| 24 | Total operating and administrative expenses. Add lines 13 through 23 | 65,125. | 50,793. | NONE | 9,960. |
| 25 | Contributions, gifts, grants paid | 340,500. | | | 340,500. |
| 26 | Total expenses and disbursements. Add lines 24 and 25 | 405,625. | 50,793. | NONE | 350,460. |
| 27 | Subtract line 26 from line 12: | | | | |
| a | Excess of revenue over expenses and disbursements | 70,664. | | | |
| b | Net investment income (if negative, enter -0-) | | 428,084. | | |
| c | Adjusted net income (if negative, enter -0-) | | | N/A | |

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 OPERATING AND ADMINISTRATIVE EXPENSES

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2011)

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions) | | |
|---|---|---|----------------|-----------------------|
| | | Beginning of year | End of year | |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | 1,181. | 40,898. | 40,898. |
| | 2 Savings and temporary cash investments | 213,071. | 32,753. | 32,753. |
| | 3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10 a Investments - U.S. and state government obligations (attach schedule) | | | |
| | b Investments - corporate stock (attach schedule) | | | |
| | c Investments - corporate bonds (attach schedule) | | | |
| | 11 Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other (attach schedule) | 6,383,079. | 6,594,351. | 6,710,730. |
| | 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) | 6,597,331. | 6,668,002. | 6,784,381. | |
| 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) | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> | | | |
| | 27 Capital stock, trust principal, or current funds | 6,597,331. | 6,668,002. | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| 29 Retained earnings, accumulated income, endowment, or other funds | | | | |
| 30 Total net assets or fund balances (see instructions) | 6,597,331. | 6,668,002. | | |
| 31 Total liabilities and net assets/fund balances (see instructions) | 6,597,331. | 6,668,002. | | |

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 | 6,597,331. |
| 2 Enter amount from Part I, line 27a | 2 | 70,664. |
| 3 Other increases not included in line 2 (itemize) ▶ ROUNDING | 3 | 7. |
| 4 Add lines 1, 2, and 3 | 4 | 6,668,002. |
| 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 | 6,668,002. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | | (b) How acquired P-Purchase D-Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|-----------------------------------|--|--------------------------------------|----------------------------------|
| 1a | PUBLICLY TRADED SECURITIES | P | VARIOUS | VARIOUS |
| b | CAPITAL GAIN DIVIDENDS | P | VARIOUS | VARIOUS |
| 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 2,692,416. | | 2,396,531. | 295,885. |
| b 39,490. | | -0- | 39,490. |
| c | | | |
| d | | | |
| e | | | |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| a | | | 295,885. |
| b | | | 39,490. |
| 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 | 335,375. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 | | 3 | |

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

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

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

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 2010 | 247,705. | 6,728,761. | 0.036813 |
| 2009 | 209,050. | 5,925,690. | 0.035279 |
| 2008 | 191,779. | 6,103,321. | 0.031422 |
| 2007 | 92,200. | 2,931,354. | 0.031453 |
| 2006 | 32,300. | 651,775. | 0.049557 |

| | | |
|---|----------|------------|
| 2 Total of line 1, column (d) | 2 | 0.184524 |
| 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 | 0.036905 |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | 7,119,705. |
| 5 Multiply line 4 by line 3 | 5 | 262,753. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 4,281. |
| 7 Add lines 5 and 6 | 7 | 267,034. |
| 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions. | 8 | 350,460. |

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Credits/Payments'. Total tax due is 1,419.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and substantial contributors. Includes a handwritten entry 'PA' for line 8a.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of SEE STATEMENT 3 Telephone no.
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
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?

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official?
1b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?
1c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?
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?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, 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 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 instructions)? Yes No **5b** N/A

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 **6b** X

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? Yes No **7b** N/A

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? Yes No

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 4 | | -0- | -0- | -0- |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 | | NONE | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000 NONE

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | NONE |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| Total number of others receiving over \$50,000 for professional services | | NONE |

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 <u>N/A</u> ----- ----- | |
| 2 ----- ----- | |
| 3 ----- ----- | |
| 4 ----- ----- | |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount | |
|---|--------|--|
| 1 <u>NONE</u> ----- ----- | | |
| 2 ----- ----- | | |
| All other program-related investments. See instructions. 3 <u>NONE</u> ----- ----- | | |
| Total. Add lines 1 through 3 | | |

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

| | | | |
|----------|---|-----------|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 7,099,036. |
| b | Average of monthly cash balances | 1b | 129,091. |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | Total (add lines 1a, b, and c) | 1d | 7,228,127. |
| 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 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 7,228,127. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 108,422. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 7,119,705. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 355,985. |

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

| | | | |
|-----------|---|-----------|----------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 355,985. |
| 2a | Tax on investment income for 2011 from Part VI, line 5 | 2a | 4,281. |
| b | Income tax for 2011. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 4,281. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 351,704. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 351,704. |
| 6 | Deduction from distributable amount (see instructions) | 6 | NONE |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 351,704. |

Part XII Qualifying Distributions (see instructions)

| | | | |
|----------|--|-----------|----------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 350,460. |
| 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 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 350,460. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | 4,281. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 346,179. |

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

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2010 | (c) 2010 | (d) 2011 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7 | | | | 351,704. |
| 2 Undistributed income, if any, as of the end of 2011: | | | | |
| a Enter amount for 2010 only | | | 325,926. | |
| b Total for prior years: 20 09, 20 , 20 | | NONE | | |
| 3 Excess distributions carryover, if any, to 2011: | | | | |
| a From 2006 | NONE | | | |
| b From 2007 | NONE | | | |
| c From 2008 | NONE | | | |
| d From 2009 | NONE | | | |
| e From 2010 | NONE | | | |
| f Total of lines 3a through e | NONE | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 350,460. | | | | |
| a Applied to 2010, but not more than line 2a | | | 325,926. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | NONE | | |
| c Treated as distributions out of corpus (Election required - see instructions) | NONE | | | |
| d Applied to 2011 distributable amount | | | | 24,534. |
| e Remaining amount distributed out of corpus | NONE | | | |
| 5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).) | NONE | | | NONE |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | NONE | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | NONE | | |
| 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 | | NONE | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | NONE | | |
| e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions | | | NONE | |
| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 | | | | 327,170. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | NONE | | | |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) | NONE | | | |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a | NONE | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2007 | NONE | | | |
| b Excess from 2008 | NONE | | | |
| c Excess from 2009 | NONE | | | |
| d Excess from 2010 | NONE | | | |
| e Excess from 2011 | NONE | | | |

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

NOT APPLICABLE

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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with columns: Tax year (a) 2011, Prior 3 years (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include: 2a Adjusted net income, 2b 85% of line 2a, 2c Qualifying distributions, 2d Exempt activities, 2e Directly for active conduct, 3 Alternative tests (Assets, Endowment, Support).

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

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

N/A

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed: SEE STATEMENT 5

b The form in which applications should be submitted and information and materials they should include: SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines: SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors: SEE ATTACHED STATEMENT FOR LINE 2

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 <i>Paid during the year</i> SEE STATEMENT 6 | | | | 340,500. |
| Total ▶ 3a | | | | 340,500. |
| b <i>Approved for future payment</i> SEE STATEMENT 6 | | | | 80,000. |
| Total ▶ 3b | | | | 80,000. |

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

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

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: Barbara Reisman

Date: 9/30/12

Title: officer

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

Paid Preparer Use Only section containing fields for Print/Type preparer's name (FRANCIS X. MEHAFFEY), Preparer's signature, Date (9/21/12), Firm's name (THE GLENMEDE TRUST COMPANY, N.A.), Firm's address (1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA), Firm's EIN (32-0274136), and Phone no. (215-419-6000).

BURKET-PLACK FOUNDATION INC
 ACCOUNT #0649-01-4/9
 E.I.N. 23-2735643
 TAX YEAR ENDING 12/31/2011

**ATTACHMENTS PAGE 1 FORM 990-PF
 PART I ANALYSIS OF REVENUE AND EXPENSES**

| | <u>COLUMN A</u> | <u>COLUMN B</u> | <u>COLUMN D</u> |
|--|---------------------|---------------------|---------------------|
| REVENUE: | | | |
| LINE 3 | | | |
| INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS | | | |
| - MONEY MARKET INTEREST | 17 | 2 | |
| LINE 4 | | | |
| DIVIDENDS AND INTEREST FROM SECURITIES | | | |
| - DIVIDENDS AND INTEREST | 137,788 | 137,127 | |
| LINE 5 | | | |
| GROSS RENTS | | | |
| - GROSS RENTS | 11,061 | 11,061 | |
| - RENTAL EXPENSES | -6,980 | -6,980 | |
| - NET RENTAL INCOME | 4,081 | 4,081 | |
| LINE 11 | | | |
| OTHER INCOME | | | |
| - PARTNERSHIP INCOME PER K-1'S | -4,688 | -4,688 | |
| - PARTNERSHIP INCOME PER K-1'S PER FORM 990-T | -3,264 | 0 | |
| | -7,952 | -4,688 | |
| EXPENSES: | | | |
| LINE 16b | | | |
| ACCOUNTING FEES | | | |
| - THE GLENMEDE TRUST COMPANY TAX PREPARATION FEE | 1,500 | 0 | 1,500 |
| LINE 16c | | | |
| OTHER PROFESSIONAL FEES | | | |
| - THE GLENMEDE TRUST COMPANY INVESTMENT MANAGEMENT FEE | 43,813 | 43,813 | 0 |
| - THE GLENMEDE TRUST COMPANY, N.A. 2011 ANNUAL ADMINISTRATIVE FEE | 1,750 | 0 | 1,750 |
| | 45,563 | 43,813 | 1,750 |
| LINE 18 | | | |
| TAXES | | | |
| - EXCISE TAX PAYMENTS | 4,372 | 0 | 0 |
| LINE 23 | | | |
| OTHER EXPENSES | | | |
| - TRUSTEE LIABILITY INSURANCE | 2,250 | 0 | 2,250 |
| - GENERAL BUSINESS INSURANCE | 2,006 | 0 | 2,006 |
| - RENTAL REAL ESTATE TAX | 4,828 | 4,828 | 0 |
| - RENTAL PROPERTY INSURANCE | 883 | 883 | 0 |
| - RENTAL UTILITY EXPENSE | 1,269 | 1,269 | 0 |

BURKET-PLACK FOUNDATION INC
ACCOUNT #0649-01-4/9
E.I.N. 23-2735643
TAX YEAR ENDING 12/31/2011

ATTACHMENTS PAGE 1 FORM 990-PF
PART I ANALYSIS OF REVENUE AND EXPENSES

| | <u>COLUMN A</u> | <u>COLUMN B</u> | <u>COLUMN D</u> |
|------------------------------|---------------------|---------------------|---------------------|
| - NON RENTAL REAL ESTATE TAX | 1,306 | 0 | 1,306 |
| - NON RENTAL UTILITY EXPENSE | 321 | 0 | 321 |
| - MISCELLANEOUS EXPENSE | 827 | 0 | 827 |
| | <u>13,690</u> | <u>6,980</u> | <u>6,710</u> |

COMBINED STATEMENT OF ASSETS
 BURKET-PLACK FND INC INV ADV ACCT
 12/31/11
 0649-01-4/9

| Shares/Par | Description of Assets | Bond Rtg | Unit Tax Cost | Tax Cost | Market Price | Market Value | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|--|---|-------------|------------------|-----------|-----------------|-----------------|-------------------------|-------------------------------|------------------|
| Cash & Reserves | | | | | | | | | |
| 32753 | GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GOVTCASH) | | 1.00 | 32,753 | 1.00 | 32,753 | | 0 | 0.00 |
| 40897+ | Cash | | 1.00 | 40,898 | 1.00 | 40,898 | | 0 | 0.00 |
| Cash & Reserves Total | | | | | | | | | |
| | | | | 73,651 | | 73,651 | | 0 | 0.00 |
| Fixed Income | | | | | | | | | |
| Other Taxable Bond Mutual Funds | | | | | | | | | |
| 54267+ | GLENMEDE FUND INC-CORE FIXED INCOME PORTFOLIO (GTCGX) | | 10.96 | 594,890 | 11.50 | 624,075 | 29,185 | 21,490 | 3.44 *# |
| 15277+ | TEMPLETON GLOBAL BOND FD-AD (TGBAX) | | 13.04 | 199,229 | 12.37 | 188,980 | 10,249- | 9,686 | 5.13 # |
| 15179+ | LEGG MASON BW GLOBAL OP BD-IS (GOBSX) | | 10.47 | 158,986 | 10.85 | 164,688 | 5,702 | 4,757 | 2.89 # |
| 12193+ | TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2012 (TIHYX) | | 10.09 | 123,032 | 9.71 | 118,398 | 4,634- | 8,131 | 6.87 |
| Total | | | | | | | | | |
| | | | | 1,076,137 | | 1,096,141 | 20,005 | 44,064 | 4.02 |
| Fixed Income Total | | | | | | | | | |
| | | | | 1,076,137 | | 1,096,141 | 20,005 | 44,064 | 4.02 |
| Equities | | | | | | | | | |
| Basic Industries | | | | | | | | | |

COMBINED STATEMENT OF ASSETS
 BURKET-PLACK FND INC INV ADV ACCT
 12/31/11
 0649-01-4/9

| Shares/Par | Description of Assets | Bond Rtg | Unit Tax Cost | Tax Cost | Market Price | Market Value | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|-------------------------------|-------------------------------------|----------|---------------|----------|--------------|--------------|----------------------|-------------------------|---------------|
| 90 | AIR PRODUCTS & CHEMICALS INC. (APD) | | 90.73 | 8,166 | 85.19 | 7,667 | 499- | 209 | 2.72 |
| 140 | E I DU PONT DE NEMOURS & CO. (DD) | | 46.84 | 6,557 | 45.78 | 6,409 | 147- | 230 | 3.58 |
| 185 | EMERSON ELECTRIC CO. (EMR) | | 34.88 | 6,452 | 46.59 | 8,619 | 2,168 | 296 | 3.43 # |
| 230 | HONEYWELL INTERNATIONAL INC (HON) | | 36.91 | 8,490 | 54.35 | 12,501 | 4,010 | 343 | 2.74 # |
| 190 | J. B. HUNT (JBHT) | | 35.96 | 6,832 | 45.07 | 8,563 | 1,731 | 99 | 1.15 # |
| 110 | PARKER-HANNIFIN CORP. (PH) | | 87.17 | 9,589 | 76.25 | 8,388 | 1,202- | 163 | 1.94 # |
| 60 | PRECISION CASTPARTS CORP (PCP) | | 81.20 | 4,872 | 164.79 | 9,887 | 5,015 | 7 | 0.07 |
| 105 | ROCKWELL COLLINS (COL) | | 63.72 | 6,691 | 55.37 | 5,814 | 877- | 101 | 1.73 # |
| 75 | SIGMA-ALDRICH CORP. (SIAL) | | 60.75 | 4,556 | 62.46 | 4,685 | 129 | 54 | 1.15 # |
| | Total | | | 62,205 | | 72,533 | 10,328 | 1,502 | 2.07 |
| Consumer Discretionary | | | | | | | | | |
| 150 | COACH INC (COH) | | 14.29 | 2,143 | 61.04 | 9,156 | 7,013 | 135 | 1.47 # |
| 220 | DARDEN RESTAURANTS INC. (DRI) | | 47.05 | 10,351 | 45.58 | 10,028 | 324- | 378 | 3.77 # |
| 100 | DOLLAR TREE INC (DLTR) | | 50.19 | 5,019 | 83.11 | 8,311 | 3,292 | 0 | 0.00 # |
| 290 | HOME DEPOT INC. (HD) | | 32.07 | 9,301 | 42.04 | 12,192 | 2,891 | 336 | 2.76 # |
| 106 | ITT EDUCATIONAL SERVICES INC (ESI) | | 74.95 | 7,945 | 56.89 | 6,030 | 1,914- | 0 | 0.00 # |
| 225 | OMNICOM GROUP (OMC) | | 21.25 | 4,782 | 44.58 | 10,031 | 5,248 | 225 | 2.24 # |
| 205 | YUM BRANDS INC (YUM) | | 46.03 | 9,437 | 59.01 | 12,097 | 2,660 | 234 | 1.93 # |
| | Total | | | 48,978 | | 67,845 | 18,865 | 1,308 | 1.93 |
| Consumer Staples | | | | | | | | | |
| 105 | COLGATE PALMOLIVE CO. (CL) | | 50.14 | 5,265 | 92.39 | 9,701 | 4,436 | 244 | 2.51 |
| 210 | PHILIP MORRIS INTERNATIONAL (PM) | | 59.20 | 12,431 | 78.48 | 16,481 | 4,050 | 647 | 3.92 # |
| 201 | PROCTER & GAMBLE CO. (PG) | | 64.72 | 13,009 | 66.71 | 13,409 | 400 | 422 | 3.15 # |

COMBINED STATEMENT OF ASSETS
 BURKET-PLACK FND INC INV ADV ACCT
 12/31/11
 0649-01-4/9

| Shares/Par | Description of Assets | Bond Rtg | Unit Tax Cost | Tax Cost | Market Price | Market Value | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|-------------------|--|-------------|------------------|----------|-----------------|-----------------|-------------------------|-------------------------------|------------------|
| 248 | WALGREEN CO. (WAG) | | 40.15 | 9,957 | 33.06 | 8,199 | 1,758- | 223 | 2.72 # |
| | Total | | | 40,662 | | 47,790 | 7,128 | 1,536 | 3.21 |
| Energy | | | | | | | | | |
| 145 | CHEVRON CORP (CVX) | | 64.22 | 9,312 | 106.40 | 15,428 | 6,116 | 470 | 3.05 # |
| 120 | ENSCO INTERNATIONAL PLC ADR (29358Q109) | | 54.07 | 6,488 | 46.92 | 5,630 | 858- | 168 | 2.98 # |
| 150 | HALIBURTON CO. (HAL) | | 32.20 | 4,830 | 34.51 | 5,177 | 347 | 54 | 1.04 # |
| 87 | NATIONAL OILWELL VARCO INC (NOV) | | 65.62 | 5,709 | 67.99 | 5,915 | 206 | 42 | 0.71 # |
| 85 | OCCIDENTAL PETROLEUM CORP. (OXY) | | 103.09 | 8,763 | 93.70 | 7,965 | 799- | 156 | 1.96 |
| 195 | SCHLUMBERGER LTD. (SLB) | | 65.12 | 12,699 | 68.31 | 13,320 | 622 | 195 | 1.46 # |
| | Total | | | 47,801 | | 53,435 | 5,634 | 1,085 | 2.03 |
| Financials | | | | | | | | | |
| 90 | ACE LTD (ACE) | | 69.24 | 6,232 | 70.12 | 6,311 | 78 | 169 | 2.68 # |
| 195 | AMERICAN EXPRESS CO. (AXP) | | 34.07 | 6,643 | 47.17 | 9,198 | 2,555 | 140 | 1.53 # |
| 462 | CHARLES SCHWAB CORP. (SCHW) | | 15.77 | 7,285 | 11.26 | 5,202 | 2,083- | 111 | 2.13 # |
| 56 | FRANKLIN RESOURCES INC. (BEN) | | 49.25 | 2,758 | 96.06 | 5,379 | 2,621 | 60 | 1.12 |
| 490 | PROGRESSIVE CORP OHIO (PGR) | | 19.50 | 9,555 | 19.51 | 9,560 | 5 | 196 | 2.05 # |
| 173 | STATE STREET CORP (STT) | | 41.34 | 7,151 | 40.31 | 6,974 | 178- | 125 | 1.79 # |
| 390 | US BANCORP (USB) | | 18.04 | 7,034 | 27.05 | 10,550 | 3,516 | 195 | 1.85 # |
| 458 | WELLS FARGO CO (WFC) | | 26.99 | 12,363 | 27.56 | 12,622 | 260 | 220 | 1.74 # |
| | Total | | | 59,021 | | 65,796 | 6,774 | 1,216 | 1.85 |

COMBINED STATEMENT OF ASSETS
 BURKET-PLACK FND INC INV ADV ACCT
 12/31/11
 0649-01-4/9

| Shares/Par | Description of Assets | Bond Rtg | Unit Tax Cost | Tax Cost | Market Price | Market Value | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---------------------|--|----------|---------------|----------|--------------|--------------|----------------------|-------------------------|---------------|
| Health Care | | | | | | | | | |
| 200 | BAXTER INTEL. INC. (BAX) | | 50.66 | 10,132 | 49.48 | 9,896 | 236- | 268 | 2.71 # |
| 215 | EXPRESS SCRIPTS (302182100) | | 48.89 | 10,512 | 44.69 | 9,608 | 903- | 0 | 0.00 # |
| 105 | LABORATORY CORP OF AMERICA HOLDINGS (LH) | | 58.18 | 6,109 | 85.97 | 9,027 | 2,918 | 0 | 0.00 # |
| 150 | UNITEDHEALTH GROUP INC (UNH) | | 43.97 | 6,596 | 50.68 | 7,602 | 1,006 | 98 | 1.28 # |
| 153 | VARIAN MEDICAL SYSTEMS INC (VAR) | | 30.45 | 4,659 | 67.13 | 10,271 | 5,611 | 0 | 0.00 # |
| 143 | WATERS CORP (WAT) | | 32.05 | 4,583 | 74.05 | 10,589 | 6,006 | 0 | 0.00 # |
| Total | | | | 42,591 | | 56,993 | 14,402 | 366 | 0.64 |
| Technology | | | | | | | | | |
| 165 | ACCENTURE PLC (ACN) | | 27.91 | 4,605 | 53.23 | 8,783 | 4,178 | 223 | 2.54 # |
| 175 | AMPHENOL CORP-CL A (APH) | | 27.09 | 4,740 | 45.39 | 7,943 | 3,203 | 11 | 0.13 # |
| 63 | APPLE INC. (AAPL) | | 46.40 | 2,923 | 405.00 | 25,515 | 22,592 | 0 | 0.00 # |
| 170 | AVAGO TECHNOLOGIES LTD (AVGO) | | 32.67 | 5,554 | 28.86 | 4,906 | 648- | 82 | 1.66 # |
| 80 | COGNIZANT TECH SOLUTIONS CRP (CTSH) | | 68.18 | 5,454 | 64.31 | 5,145 | 309- | 0 | 0.00 |
| 200 | MICROCHIP TECHNOLOGY INC. (MCHP) | | 34.12 | 6,824 | 36.63 | 7,326 | 502 | 278 | 3.80 # |
| 535 | MICROSOFT CORP. (MSFT) | | 23.96 | 12,818 | 25.96 | 13,889 | 1,071 | 428 | 3.08 # |
| 457 | ORACLE CORP (ORCL) | | 15.29 | 6,986 | 25.65 | 11,722 | 4,736 | 110 | 0.94 # |
| 255 | QUALCOMM CORP. (QCOM) | | 55.49 | 14,150 | 54.70 | 13,949 | 202- | 219 | 1.57 # |
| Total | | | | 64,054 | | 99,178 | 35,123 | 1,351 | 1.36 |
| Other Assets | | | | | | | | | |
| 165 | COOPER INDUSTRIES PLC CL A (CBE) | | 41.31 | 6,816 | 54.15 | 8,935 | 2,119 | 191 | 2.14 # |

COMBINED STATEMENT OF ASSETS
 BURKET-PLACK FND INC INV ADV ACCT
 12/31/11
 0649-01-4/9

| Shares/Par | Description of Assets | Bond Rtg | Unit Tax Cost | Tax Cost | Market Price | Market Value | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|----------------------------|---|-------------|------------------|-----------|-----------------|-----------------|-------------------------|-------------------------------|------------------|
| | Total | | | 6,816 | | 8,935 | 2,119 | 191 | 2.14 |
| U S Mutual Funds | | | | | | | | | |
| 5817+ | BRANDYWINE BLUE FUND (BLUEX) | | 23.14 | 134,632 | 22.99 | 133,744 | 888- | 0 | 0.00 # |
| 4371+ | GLENNEDE FUND INC - ADVISOR SMALL CAP EQUITY PORTFOLIO (GTCX) | | 12.88 | 56,286 | 16.28 | 71,167 | 14,881 | 66 | 0.09 *# |
| 32550+ | GLENNEDE FUND INC SECURED OPTIONS (GTSOX) | | 11.84 | 385,450 | 12.20 | 397,108 | 11,658 | 0 | 0.00 *# |
| 32946+ | GLENNEDE FUND INC-LARGE CAP VALUE PORTFOLIO (GTMEX) | | 8.48 | 279,416 | 9.59 | 315,950 | 36,533 | 2,800 | 0.89 *# |
| 27125+ | GLENNEDE TOTAL MARKET PORTFOLIO (GTTMX) | | 7.80 | 211,592 | 8.95 | 242,768 | 31,176 | 298 | 0.12 # |
| 17604+ | GMO QUALITY FUND IV (QOEFX) | | 19.87 | 349,739 | 22.06 | 388,350 | 38,611 | 7,429 | 1.91 # |
| 13039+ | MANAGERS TIMESSQ M/C GRW-IN (TMDIX) | | 12.54 | 163,558 | 13.34 | 173,938 | 10,380 | 0 | 0.00 # |
| 3756+ | ROYCE SPECIAL EQUITY FUND -IN (RSEIX) | | 17.69 | 66,453 | 19.63 | 73,731 | 7,278 | 443 | 0.60 # |
| | Total | | | 1,647,126 | | 1,796,756 | 149,629 | 11,036 | 0.61 |
| International Mutual Funds | | | | | | | | | |
| 7352+ | MATTHEWS PACIFIC TIGER FD - IS (MIPTX) | | 22.85 | 168,005 | 20.32 | 149,403 | 18,602- | 1,118 | 0.75 # |
| 25726+ | OAKMARK INTERNATIONAL FD I (OAKIX) | | 19.63 | 505,031 | 16.55 | 425,761 | 79,271- | 3,241 | 0.76 # |
| 5607+ | T ROWE PRICE INST EMERGING STOCK FD (IEMFX) | | 31.61 | 177,252 | 26.02 | 145,906 | 31,346- | 0 | 0.00 # |
| 17380+ | THORNBURG INTL VALUE FD-I (TGVIX) | | 25.20 | 438,050 | 24.58 | 427,210 | 10,840- | 6,674 | 1.56 # |

COMBINED STATEMENT OF ASSETS
 BURKET-PLACK FND INC INV ADV ACCT
 12/31/11
 0649-01-4/9

| Shares/Par | Description of Assets | Bond Rtg | Unit Tax Cost | Market Price | Tax Cost | Market Value | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|------------|---|-------------|------------------|-----------------|----------|-----------------|-------------------------|-------------------------------|------------------|
| | Total | | 1,288,338 | | | 1,148,280 | 140,058- | 11,033 | 0.96 |
| | Equities Total | | 3,307,592 | | | 3,417,541 | 109,943 | 30,624 | 0.90 |
| | Other | | | | | | | | |
| | Alternative Assets | | | | | | | | |
| 100000 | GLENMEDE PRIVATE INVESTMENT FUND VII UNFUNDED COMMITMENT (GPIF/COMMIT) | | 0.00 | 0.00 | 0 | 0 | 0 | 0 | 0.00 # |
| 150000 | GLENMEDE PRIVATE INVESTMENT FUND VII LLC (GPIF7) | | 1.00 | 1.56 | 150,000 | 234,090 | 84,090 | 0 | 0.00 # |
| 74496+ | PIMCO ALL ASSETS AUTH -IS (PAUIX) | | 10.85 | 10.03 | 808,381 | 747,192 | 61,188- | 63,768 | 8.53 # |
| 13725+ | THIRD AVENUE REAL ESTATE VAL (TAREX) | | 22.73 | 20.30 | 312,000 | 278,622 | 33,378- | 12,668 | 4.55 # |
| 979 | UNITED STATES COMMODITY INDEX (USCI) | | 68.71 | 58.37 | 67,269 | 57,144 | 10,124- | 0 | 0.00 # |
| | Total | | 1,337,650 | | | 1,317,048 | 20,601- | 76,436 | 5.80 |
| | Other Total | | 1,337,650 | | | 1,317,048 | 20,601- | 76,436 | 5.80 |
| | Reported At Client Direction | | | | | | | | |
| 1 | 130 FITZWATER STREET PHILADELPHIA PA (130FITZ) | | 195000.00 | 195000 | 195,000 | 195,000 | | 0 | 0.00 |

COMBINED STATEMENT OF ASSETS
 BURKET-PLACK FND INC INV ADV ACCT
 12/31/11
 0649-01-4/9

| Shares/Par | Description of Assets | Bond Rtg | Unit Tax Cost | Tax Cost | Market Price | Market Value | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|------------------------------------|---|-------------|------------------|-----------|-----------------|-----------------|-------------------------|-------------------------------|------------------|
| 1 | 134 FITZWATER STREET PHILADELPHIA PA (134FITZ) | | 685000.00 | 685,000 | 685000 | 685,000 | 0 | 0 | 0.00 |
| Reported At Client Direction Total | | | | | | | | | |
| | | | | 880,000 | 880,000 | 880,000 | 0 | 0 | 0.00 |
| Grand Total | | | | | | | | | |
| | | | | 6,675,030 | 6,784,381 | 6,784,381 | 109,347 | 151,124 | 2.23 |

* AS A RESULT OF CAPITAL GAIN DISTRIBUTIONS, THE TAX COST COLUMN DOES NOT REFLECT ADJUSTED INVESTMENT.
 # INDICATES MULTIPLE TAX LOTS
 + FRACTIONAL SHARE EXISTS

COMBINED STATEMENT OF ASSETS
BURKET-PLACK FND INC
12/31/11
0649-01-4/9

| Shares/Par | Description of Assets | Tax Cost | Market Value | Unrealized Gain/Loss | Estimated Annual Income |
|---------------------|--|-----------|--------------|----------------------|-------------------------|
| | Grand Total From Page 7 | 6,675,030 | 6,784,381 | 109,351 | 151,124 |
| ADJUSTMENTS: | | | | | |
| | Other | | | | |
| | Alternative Assets Adjustments to page 6 | | | | |
| | GLENMEDE PRIVATE INVESTMENT FUND VII LLC | 4,585 | - | (4,585) | - |
| | ADJUSTMENT TO BASIS PER K-1 | | | | |
| | UNITED STATES COMMODITY INDEX | (11,613) | - | 11,613 | - |
| | ADJUSTMENT TO BASIS PER K-1 | | | | |
| | Other Total | -7,028 | - | 7,028 | - |
| | Adjusted Grand Total | 6,668,002 | 6,784,381 | 116,379 | 151,124 |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 4,697.00 | | TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS | | | | | 4,697. | |
| 34,793.00 | | TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS | | | | | 34,793. | |
| 10,999.00 | | 230. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES 11,850.00 | | | | | 10/21/2009 | 01/11/2011 |
| 3,386.00 | | 40. AIR PRODUCTS & CHEMICALS INC. PROPERTY TYPE: SECURITIES 3,629.00 | | | | | 06/07/2011 | 10/26/2011 |
| 2,938.00 | | 60. AMERICAN EXPRESS CO. PROPERTY TYPE: SECURITIES 2,006.00 | | | | | 08/19/2009 | 06/07/2011 |
| 4,034.00 | | 80. AMERICAN EXPRESS CO. PROPERTY TYPE: SECURITIES 2,533.00 | | | | | 08/19/2009 | 10/26/2011 |
| 1,375.00 | | 25. AMPHENOL CORP-CL A PROPERTY TYPE: SECURITIES 1,066.00 | | | | | 06/03/2008 | 01/26/2011 |
| 2,834.00 | | 60. AMPHENOL CORP-CL A PROPERTY TYPE: SECURITIES 1,787.00 | | | | | 03/16/2009 | 10/26/2011 |
| 8,008.00 | | 20. APPLE COMPUTER INC. PROPERTY TYPE: SECURITIES 3,700.00 | | | | | 03/05/2009 | 10/26/2011 |
| 2,293.00 | | 59. BMC SOFTWARE PROPERTY TYPE: SECURITIES 2,794.00 | | | | | 01/11/2011 | 10/07/2011 |
| 2,554.00 | | 66. BMC SOFTWARE PROPERTY TYPE: SECURITIES 3,126.00 | | | | | 01/11/2011 | 10/07/2011 |
| 1,335.00 | | 35. BMC SOFTWARE PROPERTY TYPE: SECURITIES 1,658.00 | | | | | 01/11/2011 | 10/07/2011 |

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
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| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 3,853.00 | | 70. BAXTER INTL. INC. PROPERTY TYPE: SECURITIES 4,275.00 | | | | 10/01/2008 | 10/26/2011 -422.00 | |
| 3,817.00 | | 40. BHP LIMITED - SPONS ADR PROPERTY TYPE: SECURITIES 1,832.00 | | | | 03/19/2009 | 02/08/2011 1,985.00 | |
| 7,263.00 | | 70. BHP LIMITED - SPONS ADR PROPERTY TYPE: SECURITIES 3,164.00 | | | | 03/19/2009 | 04/11/2011 4,099.00 | |
| 9,000.00 | | 347.088 BRANDYWINE BLUE FUND PROPERTY TYPE: SECURITIES 7,924.00 | | | | 03/25/2010 | 06/29/2011 1,076.00 | |
| 35,766.00 | | 1536.34 BRANDYWINE BLUE FUND PROPERTY TYPE: SECURITIES 39,100.00 | | | | 12/21/2010 | 09/01/2011 -3,334.00 | |
| 8,000.00 | | 327.869 BRANDYWINE BLUE FUND PROPERTY TYPE: SECURITIES 8,344.00 | | | | 12/21/2010 | 10/27/2011 -344.00 | |
| 5,322.00 | | 50. CHEVRON CORP PROPERTY TYPE: SECURITIES 4,413.00 | | | | 05/29/2008 | 10/26/2011 909.00 | |
| 813.00 | | 15. COACH INC PROPERTY TYPE: SECURITIES 239.00 | | | | 02/06/2009 | 01/26/2011 574.00 | |
| 1,083.00 | | 20. COACH INC PROPERTY TYPE: SECURITIES 313.00 | | | | 02/06/2009 | 02/01/2011 770.00 | |
| 687.00 | | 12. COACH INC PROPERTY TYPE: SECURITIES 177.00 | | | | 03/16/2009 | 02/17/2011 510.00 | |
| 571.00 | | 10. COACH INC PROPERTY TYPE: SECURITIES 148.00 | | | | 03/16/2009 | 02/17/2011 423.00 | |

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

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| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 2,163.00 | | 38. COACH INC PROPERTY TYPE: SECURITIES 562.00 | | | | | 03/16/2009 | 02/17/2011 |
| | | | | | | | 1,601.00 | |
| 522.00 | | 10. COACH INC PROPERTY TYPE: SECURITIES 148.00 | | | | | 03/16/2009 | 03/25/2011 |
| | | | | | | | 374.00 | |
| 1,928.00 | | 35. COACH INC PROPERTY TYPE: SECURITIES 517.00 | | | | | 03/16/2009 | 04/19/2011 |
| | | | | | | | 1,411.00 | |
| 3,733.00 | | 60. COACH INC PROPERTY TYPE: SECURITIES 887.00 | | | | | 03/16/2009 | 10/26/2011 |
| | | | | | | | 2,846.00 | |
| 1,425.00 | | 20. COGNIZANT TECH SOLUTIONS CRP PROPERTY TYPE: SECURITIES 1,363.00 | | | | | 06/17/2011 | 10/26/2011 |
| | | | | | | | 62.00 | |
| 2,361.00 | | 30. COLGATE PALMOLIVE CO. PROPERTY TYPE: SECURITIES 1,504.00 | | | | | 05/27/2005 | 03/22/2011 |
| | | | | | | | 857.00 | |
| 4,515.00 | | 50. COLGATE PALMOLIVE CO. PROPERTY TYPE: SECURITIES 3,213.00 | | | | | 05/27/2005 | 10/26/2011 |
| | | | | | | | 1,302.00 | |
| 2,809.00 | | 60. DARDEN RESTAURANTS INC. PROPERTY TYPE: SECURITIES 2,950.00 | | | | | 02/17/2011 | 10/26/2011 |
| | | | | | | | -141.00 | |
| 936.00 | | 20. DARDEN RESTAURANTS INC. PROPERTY TYPE: SECURITIES 951.00 | | | | | 12/22/2010 | 10/26/2011 |
| | | | | | | | -15.00 | |
| 1,971.00 | | 30. DOLLAR TREE INC PROPERTY TYPE: SECURITIES 1,582.00 | | | | | 02/17/2011 | 06/24/2011 |
| | | | | | | | 389.00 | |
| 686.00 | | 10. DOLLAR TREE INC PROPERTY TYPE: SECURITIES 526.00 | | | | | 02/17/2011 | 08/16/2011 |
| | | | | | | | 160.00 | |

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

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| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 2,745.00 | | 40. DOLLAR TREE INC PROPERTY TYPE: SECURITIES 2,015.00 | | | | 02/14/2011 | 08/16/2011 | |
| | | | | | | 730.00 | | |
| 2,399.00 | | 30. DOLLAR TREE INC PROPERTY TYPE: SECURITIES 1,511.00 | | | | 02/14/2011 | 10/11/2011 | |
| | | | | | | 888.00 | | |
| 3,186.00 | | 40. DOLLAR TREE INC PROPERTY TYPE: SECURITIES 2,014.00 | | | | 02/14/2011 | 10/26/2011 | |
| | | | | | | 1,172.00 | | |
| 2,308.00 | | 50. E I DU PONT DE NEMOURS & CO. PROPERTY TYPE: SECURITIES 2,342.00 | | | | 08/17/2011 | 10/26/2011 | |
| | | | | | | -34.00 | | |
| 5,473.00 | | 50. EOG RESOURCES INC PROPERTY TYPE: SECURITIES 4,469.00 | | | | 11/05/2010 | 04/19/2011 | |
| | | | | | | 1,004.00 | | |
| 8,209.00 | | 75. EOG RESOURCES INC PROPERTY TYPE: SECURITIES 7,780.00 | | | | 04/07/2010 | 04/19/2011 | |
| | | | | | | 429.00 | | |
| 3,303.00 | | 70. EMERSON ELECTRIC CO. PROPERTY TYPE: SECURITIES 2,517.00 | | | | 08/05/2009 | 10/26/2011 | |
| | | | | | | 786.00 | | |
| 1,099.00 | | 15. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES 1,676.00 | | | | 09/20/2007 | 01/21/2011 | |
| | | | | | | -577.00 | | |
| 2,394.00 | | 30. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES 3,352.00 | | | | 09/20/2007 | 07/21/2011 | |
| | | | | | | -958.00 | | |
| 1,491.00 | | 20. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES 1,445.00 | | | | 09/20/2007 | 08/26/2011 | |
| | | | | | | 46.00 | | |
| 2,249.00 | | 30. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES 1,377.00 | | | | 03/16/2009 | 08/26/2011 | |
| | | | | | | 872.00 | | |

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

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| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 724.00 | | 10. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES 459.00 | | | | 03/16/2009 | 09/07/2011 | |
| 972.00 | | 14. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES 643.00 | | | | 03/16/2009 | 09/09/2011 | |
| 345.00 | | 5. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES 230.00 | | | | 03/16/2009 | 09/09/2011 | |
| 3,441.00 | | 50. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES 2,290.00 | | | | 03/05/2009 | 09/09/2011 | |
| 1,371.00 | | 20. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES 1,321.00 | | | | 02/01/2011 | 09/09/2011 | |
| 1,028.00 | | 15. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES 978.00 | | | | 11/02/2010 | 09/09/2011 | |
| 617.00 | | 9. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES 360.00 | | | | 03/05/2009 | 09/09/2011 | |
| 1,995.00 | | 40. ENSCO INTERNATIONAL PLC ADR PROPERTY TYPE: SECURITIES 2,224.00 | | | | 04/19/2011 | 10/26/2011 | |
| 3,074.00 | | 70. EXPRESS SCRIPTS PROPERTY TYPE: SECURITIES 3,981.00 | | | | 01/11/2011 | 10/26/2011 | |
| 12,971.00 | | 152. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 2,477.00 | | | | 10/28/1994 | 02/25/2011 | |
| 306,290.00 | | 28307.775 ABSOLUTE STRATEGIES FUND-I PROPERTY TYPE: SECURITIES 298,000.00 | | | | 02/16/2010 | 04/01/2011 | |

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| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 101,501.00 | | 9380.863 ABSOLUTE STRATEGIES FUND-I PROPERTY TYPE: SECURITIES 100,000.00 | | | | 05/18/2010 | 04/01/2011 | |
| | | | | | | 1,501.00 | | |
| 79,852.00 | | 7380.074 ABSOLUTE STRATEGIES FUND-I PROPERTY TYPE: SECURITIES 80,000.00 | | | | 12/21/2010 | 04/01/2011 | |
| | | | | | | -148.00 | | |
| 3,043.00 | | 30. FRANKLIN RESOURCES INC. PROPERTY TYPE: SECURITIES 3,372.00 | | | | 10/28/2010 | 10/26/2011 | |
| | | | | | | -329.00 | | |
| 3,432.00 | | 34. FRANKLIN RESOURCES INC. PROPERTY TYPE: SECURITIES 2,363.00 | | | | 09/25/2008 | 12/07/2011 | |
| | | | | | | 1,069.00 | | |
| 505.00 | | 5. FRANKLIN RESOURCES INC. PROPERTY TYPE: SECURITIES 559.00 | | | | 12/20/2010 | 12/07/2011 | |
| | | | | | | -54.00 | | |
| 64,000.00 | | 3530.061 GLENMEDE FUND INC-ADVISOR SMALL PROPERTY TYPE: SECURITIES 50,901.00 | | | | | 06/02/2011 | |
| | | | | | | 13,099.00 | | |
| 7,000.00 | | 380.642 GLENMEDE FUND INC-ADVISOR SMALL PROPERTY TYPE: SECURITIES 12,127.00 | | | | 01/25/2007 | 06/29/2011 | |
| | | | | | | -5,127.00 | | |
| 36,000.00 | | 2100.35 GLENMEDE FUND INC-ADVISOR SMALL PROPERTY TYPE: SECURITIES 37,453.00 | | | | 01/25/2007 | 10/27/2011 | |
| | | | | | | -1,453.00 | | |
| 127,328.00 | | 11491.702 LEGG MASON BRANDYWINE GLOBAL O PROPERTY TYPE: SECURITIES 118,824.00 | | | | 07/25/2008 | 10/24/2011 | |
| | | | | | | 8,504.00 | | |
| 38,911.00 | | 3511.853 LEGG MASON BRANDYWINE GLOBAL OP PROPERTY TYPE: SECURITIES 40,000.00 | | | | 08/22/2011 | 10/24/2011 | |
| | | | | | | -1,089.00 | | |
| 4,237.00 | | 40. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 6,329.00 | | | | 01/21/2011 | 10/26/2011 | |
| | | | | | | -2,092.00 | | |

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| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 5,912.00 | | 65. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 10,410.00 | | | | | 08/18/2009 | 12/20/2011 |
| | | | | | | | -4,498.00 | |
| 455.00 | | 5. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 761.00 | | | | | 04/20/2011 | 12/20/2011 |
| | | | | | | | -306.00 | |
| 1,819.00 | | 20. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 2,563.00 | | | | | 07/19/2011 | 12/20/2011 |
| | | | | | | | -744.00 | |
| 1,525.00 | | 30. HALLIBURTON CO. PROPERTY TYPE: SECURITIES 952.00 | | | | | 04/07/2010 | 08/04/2011 |
| | | | | | | | 573.00 | |
| 2,662.00 | | 70. HALLIBURTON CO. PROPERTY TYPE: SECURITIES 2,221.00 | | | | | 04/07/2010 | 08/19/2011 |
| | | | | | | | 441.00 | |
| 2,143.00 | | 60. HALLIBURTON CO. PROPERTY TYPE: SECURITIES 2,187.00 | | | | | 11/23/2010 | 10/26/2011 |
| | | | | | | | -44.00 | |
| 42,000.00 | | 2267.819 OAKMARK INTERNATIONAL FD I PROPERTY TYPE: SECURITIES 45,969.00 | | | | | 06/02/2011 | 10/27/2011 |
| | | | | | | | -3,969.00 | |
| 2,330.00 | | 319. HEALTH MANAGEMENT CLASS A PROPERTY TYPE: SECURITIES 3,298.00 | | | | | 04/15/2011 | 08/18/2011 |
| | | | | | | | -968.00 | |
| 2,317.00 | | 318. HEALTH MANAGEMENT CLASS A PROPERTY TYPE: SECURITIES 3,224.00 | | | | | 04/18/2011 | 08/18/2011 |
| | | | | | | | -907.00 | |
| 1,912.00 | | 263. HEALTH MANAGEMENT CLASS A PROPERTY TYPE: SECURITIES 2,538.00 | | | | | 04/18/2011 | 08/18/2011 |
| | | | | | | | -626.00 | |
| 4,012.00 | | 110. HOME DEPOT INC. PROPERTY TYPE: SECURITIES 3,537.00 | | | | | 08/18/2011 | 10/26/2011 |
| | | | | | | | 475.00 | |

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| 4,639.00 | | 90. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES 3,924.00 | | | | 09/14/2010 | 10/26/2011 | |
| | | | | | | 715.00 | | |
| 2,923.00 | | 70. J. B. HUNT PROPERTY TYPE: SECURITIES 2,485.00 | | | | 10/07/2010 | 10/26/2011 | |
| | | | | | | 438.00 | | |
| 227.00 | | 3. ITT EDUCATIONAL SERVICES INC PROPERTY TYPE: SECURITIES 256.00 | | | | 07/22/2010 | 04/05/2011 | |
| | | | | | | -29.00 | | |
| 2,043.00 | | 27. ITT EDUCATIONAL SERVICES INC PROPERTY TYPE: SECURITIES 2,189.00 | | | | 07/02/2010 | 04/05/2011 | |
| | | | | | | -146.00 | | |
| 2,600.00 | | 40. ITT EDUCATIONAL SERVICES INC PROPERTY TYPE: SECURITIES 3,739.00 | | | | 10/28/2009 | 10/26/2011 | |
| | | | | | | -1,139.00 | | |
| 8,747.00 | | 155. ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES 7,315.00 | | | | 03/19/2010 | 07/20/2011 | |
| | | | | | | 1,432.00 | | |
| 6,772.00 | | 120. ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES 5,754.00 | | | | 09/24/2010 | 07/20/2011 | |
| | | | | | | 1,018.00 | | |
| 11,251.00 | | 525. INTEL CORP. PROPERTY TYPE: SECURITIES 11,848.00 | | | | 03/23/2010 | 02/09/2011 | |
| | | | | | | -597.00 | | |
| 7,179.00 | | 330. INTEL CORP. PROPERTY TYPE: SECURITIES 7,447.00 | | | | 03/23/2010 | 02/11/2011 | |
| | | | | | | -268.00 | | |
| 1,704.00 | | 50. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 1,998.00 | | | | 11/09/2010 | 10/26/2011 | |
| | | | | | | -294.00 | | |
| 2,727.00 | | 80. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 3,506.00 | | | | 04/06/2006 | 10/26/2011 | |
| | | | | | | -779.00 | | |

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| 10,201.00 | | 302. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 9,963.00 | | | | | 04/06/2006 | 12/07/2011 |
| | | | | | | | 238.00 | |
| 3,811.00 | | 70. KELLOGG CO. PROPERTY TYPE: SECURITIES 3,886.00 | | | | | 09/16/2008 | 10/26/2011 |
| | | | | | | | -75.00 | |
| 10,049.00 | | 205. KELLOGG CO. PROPERTY TYPE: SECURITIES 8,070.00 | | | | | 09/16/2008 | 12/01/2011 |
| | | | | | | | 1,979.00 | |
| 4,170.00 | | 50. LABORATORY CORP OF AMERICAN HLDGS PROPERTY TYPE: SECURITIES 3,135.00 | | | | | 08/20/2008 | 10/26/2011 |
| | | | | | | | 1,035.00 | |
| 737.00 | | 15. LAM RESEARCH CORP PROPERTY TYPE: SECURITIES 792.00 | | | | | 09/20/2007 | 01/04/2011 |
| | | | | | | | -55.00 | |
| 2,267.00 | | 48. LAM RESEARCH CORP PROPERTY TYPE: SECURITIES 1,494.00 | | | | | 09/20/2007 | 01/07/2011 |
| | | | | | | | 773.00 | |
| 3,985.00 | | 85. LAM RESEARCH CORP PROPERTY TYPE: SECURITIES 1,928.00 | | | | | 03/05/2009 | 01/07/2011 |
| | | | | | | | 2,057.00 | |
| 70,000.00 | | 2288.33 LONGLEAF PARTNERS FUND PROPERTY TYPE: SECURITIES 55,561.00 | | | | | 12/30/2009 | 03/29/2011 |
| | | | | | | | 14,439.00 | |
| 130,595.00 | | 4210.036 LONGLEAF PARTNERS FUND PROPERTY TYPE: SECURITIES 102,220.00 | | | | | 12/30/2009 | 05/26/2011 |
| | | | | | | | 28,375.00 | |
| 26,000.00 | | 841.969 LONGLEAF PARTNERS FUND PROPERTY TYPE: SECURITIES 20,443.00 | | | | | 12/30/2009 | 06/02/2011 |
| | | | | | | | 5,557.00 | |
| 52,000.00 | | 1687.764 LONGLEAF PARTNERS FUND PROPERTY TYPE: SECURITIES 40,979.00 | | | | | 12/30/2009 | 06/29/2011 |
| | | | | | | | 11,021.00 | |

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| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 45,083.00 | | 1680.303 PROPERTY TYPE: SECURITIES 40,798.00 | | | | 12/30/2009 | 10/19/2011 | |
| | | | | | | 4,285.00 | | |
| 37,333.00 | | 2836.879 PROPERTY TYPE: SECURITIES 40,000.00 | | | | 12/21/2010 | 09/01/2011 | |
| | | | | | | -2,667.00 | | |
| 56,623.00 | | 4302.653 PROPERTY TYPE: SECURITIES 54,041.00 | | | | 05/10/2010 | 09/01/2011 | |
| | | | | | | 2,582.00 | | |
| 9,000.00 | | 631.579 PROPERTY TYPE: SECURITIES 7,933.00 | | | | 05/10/2010 | 10/27/2011 | |
| | | | | | | 1,067.00 | | |
| 29,000.00 | | 1216.953 PROPERTY TYPE: SECURITIES 27,880.00 | | | | 12/21/2010 | 06/29/2011 | |
| | | | | | | 1,120.00 | | |
| 11,000.00 | | 502.283 PROPERTY TYPE: SECURITIES 11,507.00 | | | | 12/21/2010 | 08/22/2011 | |
| | | | | | | -507.00 | | |
| 590.00 | | 26. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES 443.00 | | | | 08/04/2008 | 03/01/2011 | |
| | | | | | | 147.00 | | |
| 338.00 | | 15. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES 105.00 | | | | 03/16/2009 | 03/01/2011 | |
| | | | | | | 233.00 | | |
| 562.00 | | 25. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES 174.00 | | | | 03/16/2009 | 03/01/2011 | |
| | | | | | | 388.00 | | |
| 1,208.00 | | 54. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES 376.00 | | | | 03/16/2009 | 03/01/2011 | |
| | | | | | | 832.00 | | |
| 1,600.00 | | 110. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES 1,754.00 | | | | 08/04/2011 | 10/26/2011 | |
| | | | | | | -154.00 | | |

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| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 582.00 | | 40. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES 519.00 | | | | 08/27/2010 | 10/26/2011 63.00 | |
| 436.00 | | 30. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES 583.00 | | | | 01/20/2011 | 10/26/2011 -147.00 | |
| 674.00 | | 64. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES 536.00 | | | | 03/16/2009 | 11/28/2011 138.00 | |
| 2,308.00 | | 219. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES 1,526.00 | | | | 03/16/2009 | 11/28/2011 782.00 | |
| 1,973.00 | | 190. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES 1,154.00 | | | | 03/05/2009 | 11/28/2011 819.00 | |
| 1,126.00 | | 30. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES 849.00 | | | | 10/14/2008 | 01/21/2011 277.00 | |
| 1,690.00 | | 45. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES 1,274.00 | | | | 10/14/2008 | 02/23/2011 416.00 | |
| 910.00 | | 24. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES 954.00 | | | | 06/24/2011 | 08/18/2011 -44.00 | |
| 190.00 | | 5. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES 199.00 | | | | 06/24/2011 | 08/18/2011 -9.00 | |
| 38.00 | | 1. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES 40.00 | | | | 06/24/2011 | 08/18/2011 -2.00 | |
| 716.00 | | 19. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES 538.00 | | | | 10/14/2008 | 08/18/2011 178.00 | |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 7,147.00 | | 190. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES 4,226.00 | | | | | 10/14/2008 | 08/18/2011 |
| | | | | | | | 2,921.00 | |
| 1,306.00 | | 35. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES 1,231.00 | | | | | 11/18/2010 | 08/18/2011 |
| | | | | | | | 75.00 | |
| 2,275.00 | | 61. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES 1,202.00 | | | | | 03/05/2009 | 08/18/2011 |
| | | | | | | | 1,073.00 | |
| 1,829.00 | | 65. MICROSOFT CORP. PROPERTY TYPE: SECURITIES 1,319.00 | | | | | 05/04/2009 | 01/11/2011 |
| | | | | | | | 510.00 | |
| 458.00 | | 19. MICROSOFT CORP. PROPERTY TYPE: SECURITIES 386.00 | | | | | 05/04/2009 | 06/17/2011 |
| | | | | | | | 72.00 | |
| 265.00 | | 11. MICROSOFT CORP. PROPERTY TYPE: SECURITIES 223.00 | | | | | 05/04/2009 | 06/17/2011 |
| | | | | | | | 42.00 | |
| 2,397.00 | | 100. MICROSOFT CORP. PROPERTY TYPE: SECURITIES 2,027.00 | | | | | 05/04/2009 | 06/17/2011 |
| | | | | | | | 370.00 | |
| 968.00 | | 40. MICROSOFT CORP. PROPERTY TYPE: SECURITIES 810.00 | | | | | 05/04/2009 | 06/24/2011 |
| | | | | | | | 158.00 | |
| 5,310.00 | | 200. MICROSOFT CORP. PROPERTY TYPE: SECURITIES 4,048.00 | | | | | 05/04/2009 | 10/26/2011 |
| | | | | | | | 1,262.00 | |
| 2,465.00 | | 70. MICROCHIP TECHNOLOGY INC. PROPERTY TYPE: SECURITIES 2,441.00 | | | | | 01/07/2011 | 10/26/2011 |
| | | | | | | | 24.00 | |
| 641.00 | | 14. NORDSTROM INC. PROPERTY TYPE: SECURITIES 464.00 | | | | | 11/13/2009 | 02/14/2011 |
| | | | | | | | 177.00 | |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 6,487.00 | | 142. NORDSTROM INC. PROPERTY TYPE: SECURITIES 4,707.00 | | | | 11/13/2009 | 02/14/2011 | |
| | | | | | | 1,780.00 | | |
| 2,516.00 | | 55. NORDSTROM INC. PROPERTY TYPE: SECURITIES 2,055.00 | | | | 10/22/2010 | 02/14/2011 | |
| | | | | | | 461.00 | | |
| 2,013.00 | | 44. NORDSTROM INC. PROPERTY TYPE: SECURITIES 1,459.00 | | | | 11/13/2009 | 02/14/2011 | |
| | | | | | | 554.00 | | |
| 6,632.00 | | 196. NUCOR CORP. PROPERTY TYPE: SECURITIES 8,542.00 | | | | 09/20/2007 | 08/17/2011 | |
| | | | | | | -1,910.00 | | |
| 3,484.00 | | 40. OCCIDENTAL PETROLEUM CORP. PROPERTY TYPE: SECURITIES 4,124.00 | | | | 02/25/2011 | 10/26/2011 | |
| | | | | | | -640.00 | | |
| 1,526.00 | | 35. OMNICOM GROUP PROPERTY TYPE: SECURITIES 1,630.00 | | | | 04/19/2011 | 10/26/2011 | |
| | | | | | | -104.00 | | |
| 436.00 | | 10. OMNICOM GROUP PROPERTY TYPE: SECURITIES 462.00 | | | | 06/24/2011 | 10/26/2011 | |
| | | | | | | -26.00 | | |
| 1,962.00 | | 45. OMNICOM GROUP PROPERTY TYPE: SECURITIES 964.00 | | | | 07/03/2002 | 10/26/2011 | |
| | | | | | | 998.00 | | |
| 165.00 | | 5. ORACLE SYSTEMS PROPERTY TYPE: SECURITIES 105.00 | | | | 09/20/2007 | 02/01/2011 | |
| | | | | | | 60.00 | | |
| 5,817.00 | | 180. ORACLE SYSTEMS PROPERTY TYPE: SECURITIES 3,591.00 | | | | 09/20/2007 | 10/26/2011 | |
| | | | | | | 2,226.00 | | |
| 3,138.00 | | 40. PARKER-HANNIFIN CORP. PROPERTY TYPE: SECURITIES 3,487.00 | | | | 07/20/2011 | 10/26/2011 | |
| | | | | | | -349.00 | | |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---------------------------|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 194,268.00 | | 26216.95 | | | | | 03/16/2009 | 05/05/2011 |
| | | | | | | | | |
| | | 161,492.00 | | | | | 32,776.00 | |
| 3,498.00 | | 50. | | | | | 11/11/2010 | 08/30/2011 |
| | | | | | | | | |
| | | 2,984.00 | | | | | 514.00 | |
| 5,648.00 | | 80. | | | | | 11/11/2010 | 10/26/2011 |
| | | | | | | | | |
| | | 4,774.00 | | | | | 874.00 | |
| 2,005.00 | | 20. | | | | | 02/04/2011 | 06/07/2011 |
| | | | | | | | | |
| | | 1,902.00 | | | | | 103.00 | |
| 10,027.00 | | 100. | | | | | 10/08/2010 | 06/07/2011 |
| | | | | | | | | |
| | | 9,058.00 | | | | | 969.00 | |
| 1,415.00 | | 10. | | | | | 08/27/2009 | 01/11/2011 |
| | | | | | | | | |
| | | 957.00 | | | | | 458.00 | |
| 4,271.00 | | 30. | | | | | 08/05/2009 | 01/21/2011 |
| | | | | | | | | |
| | | 2,581.00 | | | | | 1,690.00 | |
| 3,463.00 | | 20. | | | | | 08/05/2009 | 10/26/2011 |
| | | | | | | | | |
| | | 1,624.00 | | | | | 1,839.00 | |
| 23,000.00 | | 719.65 | | | | | 12/21/2010 | 06/29/2011 |
| | | | | | | | | |
| | | 22,748.00 | | | | | 252.00 | |
| 1,520.00 | | 80. | | | | | 11/19/2010 | 10/26/2011 |
| | | | | | | | | |
| | | 1,620.00 | | | | | -100.00 | |
| 2,280.00 | | 120. | | | | | 04/07/2010 | 10/26/2011 |
| | | | | | | | | |
| | | 2,346.00 | | | | | -66.00 | |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 4,897.00 | | 95. QUALCOMM CORP. PROPERTY TYPE: SECURITIES 5,497.00 | | | | | 06/01/2011 | 10/26/2011 |
| | | | | | | | -600.00 | |
| 258.00 | | 5. QUALCOMM CORP. PROPERTY TYPE: SECURITIES 280.00 | | | | | 02/09/2011 | 10/26/2011 |
| | | | | | | | -22.00 | |
| 1,208.00 | | 20. ROCKWELL COLLINS INC. PROPERTY TYPE: SECURITIES 1,275.00 | | | | | 01/21/2011 | 06/28/2011 |
| | | | | | | | -67.00 | |
| 2,707.00 | | 50. ROCKWELL COLLINS INC. PROPERTY TYPE: SECURITIES 3,187.00 | | | | | 01/21/2011 | 10/26/2011 |
| | | | | | | | -480.00 | |
| 47,000.00 | | 2220.123 ROYCE SPECIAL EQUITY FUND -IN PROPERTY TYPE: SECURITIES 41,761.00 | | | | | 03/25/2010 | 06/02/2011 |
| | | | | | | | 5,239.00 | |
| 5,000.00 | | 235.516 ROYCE SPECIAL EQUITY FUND -IN PROPERTY TYPE: SECURITIES 4,430.00 | | | | | 03/25/2010 | 06/29/2011 |
| | | | | | | | 570.00 | |
| 43,000.00 | | 2023.529 ROYCE SPECIAL EQUITY FUND -IN PROPERTY TYPE: SECURITIES 37,211.00 | | | | | 12/30/2009 | 10/27/2011 |
| | | | | | | | 5,789.00 | |
| 3,704.00 | | 163. SEI INVESTMENTS CO PROPERTY TYPE: SECURITIES 3,203.00 | | | | | 01/15/2010 | 04/20/2011 |
| | | | | | | | 501.00 | |
| 5,832.00 | | 257. SEI INVESTMENTS CO PROPERTY TYPE: SECURITIES 5,045.00 | | | | | 01/15/2010 | 04/20/2011 |
| | | | | | | | 787.00 | |
| 5,575.00 | | 80. SCHLUMBERGER LTD. PROPERTY TYPE: SECURITIES 5,293.00 | | | | | 04/07/2010 | 10/26/2011 |
| | | | | | | | 282.00 | |
| 1,451.00 | | 120. CHARLES SCHWAB CORP. PROPERTY TYPE: SECURITIES 1,945.00 | | | | | 06/07/2011 | 10/26/2011 |
| | | | | | | | -494.00 | |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 1,934.00 | | 160. CHARLES SCHWAB CORP. PROPERTY TYPE: SECURITIES 3,116.00 | | | | | 04/07/2010 | 10/26/2011 |
| | | | | | | | -1,182.00 | |
| 2,845.00 | | 233. CHARLES SCHWAB CORP. PROPERTY TYPE: SECURITIES 4,531.00 | | | | | 04/07/2010 | 12/07/2011 |
| | | | | | | | -1,686.00 | |
| 2,204.00 | | 35. SIGMA-ALDRICH CORP. PROPERTY TYPE: SECURITIES 2,168.00 | | | | | 10/08/2010 | 08/17/2011 |
| | | | | | | | 36.00 | |
| 945.00 | | 15. SIGMA-ALDRICH CORP. PROPERTY TYPE: SECURITIES 920.00 | | | | | 02/09/2011 | 08/17/2011 |
| | | | | | | | 25.00 | |
| 1,971.00 | | 30. SIGMA-ALDRICH CORP. PROPERTY TYPE: SECURITIES 1,822.00 | | | | | 10/08/2010 | 10/26/2011 |
| | | | | | | | 149.00 | |
| 877.00 | | 30. SYSCO CORP PROPERTY TYPE: SECURITIES 826.00 | | | | | 10/21/2009 | 02/01/2011 |
| | | | | | | | 51.00 | |
| 4,637.00 | | 164. SYSCO CORP PROPERTY TYPE: SECURITIES 4,501.00 | | | | | 10/21/2009 | 02/17/2011 |
| | | | | | | | 136.00 | |
| 4,689.00 | | 166. SYSCO CORP PROPERTY TYPE: SECURITIES 4,530.00 | | | | | 10/22/2009 | 02/17/2011 |
| | | | | | | | 159.00 | |
| 168,795.00 | | 5580. THORNBURG INTL VALUE FD-I PROPERTY TYPE: SECURITIES 142,681.00 | | | | | 03/25/2010 | 06/02/2011 |
| | | | | | | | 26,114.00 | |
| 21,974.00 | | 878.594 THORNBURG INTL VALUE FD-I PROPERTY TYPE: SECURITIES 22,466.00 | | | | | 03/25/2010 | 08/22/2011 |
| | | | | | | | -492.00 | |
| 3,615.00 | | 134.725 THORNBURG INTL VALUE FD-I PROPERTY TYPE: SECURITIES 4,000.00 | | | | | 06/29/2011 | 10/27/2011 |
| | | | | | | | -385.00 | |

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

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|--|---------------------------------------|---|--------------------------|---------------------------------|------------------------------------|--------------|--------------------------|-----------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 12,385.00 | | 461.622 THORNBURG INTL VALUE FD-I PROPERTY TYPE: SECURITIES 11,804.00 | | | | 03/25/2010 | 10/27/2011 581.00 | |
| 67,000.00 | | 7060.063 TIAA CREF HIGH YIELD FUND - IN PROPERTY TYPE: SECURITIES 71,236.00 | | | | 05/05/2011 | 08/22/2011 -4,236.00 | |
| 4,072.00 | | 160. U S BANCORP PROPERTY TYPE: SECURITIES 2,816.00 | | | | 05/12/2009 | 10/26/2011 1,256.00 | |
| 62,922.00 | | 977. U.S. COMMODITY INDEX FUND LP PROPERTY TYPE: SECURITIES 63,665.00 | | | | 03/29/2011 | 08/22/2011 -743.00 | |
| | | . U.S. COMMODITY INDEX FUND LP PROPERTY TYPE: SECURITIES 14,362.00 | | | | 03/29/2011 | 12/31/2011 -14,362.00 | |
| 2,451.00 | | 50. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES 2,307.00 | | | | 09/09/2011 | 10/26/2011 144.00 | |
| 70,000.00 | | 1221.214 VAN ECK GLOBAL HARD ASSETS -I PROPERTY TYPE: SECURITIES 32,704.00 | | | | 03/16/2009 | 03/29/2011 37,296.00 | |
| 50,000.00 | | 917.6 VAN ECK GLOBAL HARD ASSETS -I PROPERTY TYPE: SECURITIES 38,576.00 | | | | 05/10/2010 | 06/02/2011 11,424.00 | |
| 100,628.00 | | 2037.833 VAN ECK GLOBAL HARD ASSETS -I PROPERTY TYPE: SECURITIES 58,720.00 | | | | 03/16/2009 | 08/11/2011 41,908.00 | |
| 29,043.00 | | 588.147 VAN ECK GLOBAL HARD ASSETS -I PROPERTY TYPE: SECURITIES 30,919.00 | | | | 12/21/2010 | 08/11/2011 -1,876.00 | |
| 1,071.00 | | 15. VARIAN MEDICAL SYSTEMS INC PROPERTY TYPE: SECURITIES 619.00 | | | | 05/14/2008 | 01/21/2011 452.00 | |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 717.00 | | 10. VARIAN MEDICAL SYSTEMS INC PROPERTY TYPE: SECURITIES 354.00 | | | | 08/05/2009 | 01/26/2011 | |
| 1,372.00 | | 20. VARIAN MEDICAL SYSTEMS INC PROPERTY TYPE: SECURITIES 708.00 | | | | 08/05/2009 | 04/07/2011 | |
| 3,417.00 | | 60. VARIAN MEDICAL SYSTEMS INC PROPERTY TYPE: SECURITIES 1,948.00 | | | | 03/16/2009 | 10/26/2011 | |
| 1,987.00 | | 60. WALGREEN CO. PROPERTY TYPE: SECURITIES 2,580.00 | | | | 06/21/2011 | 10/26/2011 | |
| 2,318.00 | | 70. WALGREEN CO. PROPERTY TYPE: SECURITIES 2,975.00 | | | | 02/17/2011 | 10/26/2011 | |
| 2,686.00 | | 82. WALGREEN CO. PROPERTY TYPE: SECURITIES 3,485.00 | | | | 02/17/2011 | 12/20/2011 | |
| 2,597.00 | | 30. WATERS CORP PROPERTY TYPE: SECURITIES 962.00 | | | | 03/16/2009 | 03/04/2011 | |
| 3,848.00 | | 50. WATERS CORP PROPERTY TYPE: SECURITIES 2,768.00 | | | | 03/16/2009 | 10/26/2011 | |
| 4,234.00 | | 80. YUM BRANDS INC PROPERTY TYPE: SECURITIES 3,402.00 | | | | 08/27/2010 | 10/26/2011 | |
| 2,153.00 | | 40. ACCENTURE PLC PROPERTY TYPE: SECURITIES 932.00 | | | | 05/27/2005 | 06/17/2011 | |
| 3,497.00 | | 60. ACCENTURE PLC PROPERTY TYPE: SECURITIES 1,397.00 | | | | 05/27/2005 | 10/26/2011 | |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 1,200.00 | | 20. COOPER INDUSTRIES PLC CL A PROPERTY TYPE: SECURITIES 797.00 | | | | 10/21/2009 | 01/11/2011 | |
| | | | | | | 403.00 | | |
| 4,497.00 | | 75. COOPER INDUSTRIES PLC CL A PROPERTY TYPE: SECURITIES 2,989.00 | | | | 10/21/2009 | 01/21/2011 | |
| | | | | | | 1,508.00 | | |
| 2,117.00 | | 40. COOPER INDUSTRIES PLC CL A PROPERTY TYPE: SECURITIES 1,842.00 | | | | 09/14/2010 | 10/26/2011 | |
| | | | | | | 275.00 | | |
| 1,588.00 | | 30. COOPER INDUSTRIES PLC CL A PROPERTY TYPE: SECURITIES 1,770.00 | | | | 07/20/2011 | 10/26/2011 | |
| | | | | | | -182.00 | | |
| | | . GAIN/LOSS SHORT-TERM, LONG-TERM AND 12 PROPERTY TYPE: SECURITIES -7,491.00 | | | | | 12/31/2011 | |
| | | | | | | 7,491.00 | | |
| 1,699.00 | | 50. AVAGO TECHNOLOGIES LTD PROPERTY TYPE: SECURITIES 1,663.00 | | | | 02/11/2011 | 10/26/2011 | |
| | | | | | | 36.00 | | |
| TOTAL GAIN (LOSS) | | | | | | | 335,375. | |
| | | | | | | | ===== | |
| | | <u>SUMMARY OF GAIN/LOSS</u> | | | | | | |
| 2,731,906.00 | | 2,396,171.00 | -0- | -0- | -0- | 335,375. | | |
| | | | ===== | ===== | ===== | ===== | | |

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: THE GLENMEDE TRUST COMPANY

ADDRESS: 1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391

TELEPHONE NUMBER: (215)419-6000

BURKET-PLACK FOUNDATION INC
 ACCOUNT #0649-01-4/9
 E.I.N. 23-2735643
 TAX YEAR ENDING 12/31/2011

ATTACHMENTS PAGE 6 FORM 990-PF
 PART VIII LIST OF OFFICERS, DIRECTORS, TRUSTEES, ETC.

| NAME AND ADDRESS | TITLE | AVERAGE HOURS PER WEEK | COMPEN- SATION | EXPENSE ACCT | EMPLOYEE BEN PLAN CONTRIB |
|--|----------|------------------------------|-------------------|-----------------|---------------------------------|
| 1. HOWARD WELLENS C/O THE GLENMEDE TRUST CO., N.A., 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391 | DIRECTOR | 1 | 0 | 0 | 0 |
| 2. NANCY C. SMITH C/O THE GLENMEDE TRUST CO., N.A., 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391 | DIRECTOR | 1 | 0 | 0 | 0 |
| 3. BARBARA REIBMAN C/O THE GLENMEDE TRUST CO., N.A., 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391 | DIRECTOR | 10 | 0 | 0 | 0 |

BURKET-PLACK FOUNDATION INC
ACCOUNT #0649-01-4/9
E.I.N. 23-2735643
TAX YEAR ENDING 12/31/2011

ATTACHMENTS PAGE 10 FORM 990-PF
PART XV - 2a THROUGH 2d

- 2a NINA COHEN
C/O THE GLENMEDE TRUST COMPANY, N.A.
1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103
215-419-6000
- 2b NO SPECIAL FORM
- 2c NONE
- 2d THE FOUNDATION IS FORMED FOR CHARITABLE PURPOSES
SPECIFICALLY INCLUDING THE PREVENTION TO CRUELTY TO
ANIMALS AND PRESERVING THE ENVIRONMENT.

BURKET-PLACK FOUNDATION INC
ACCOUNT #0649-01-4/9
E.I.N. 23-2735643
TAX YEAR ENDING 12/31/2011

PART XV, FORM 990-PF, PAGE 11
2011 GRANTS AND CONTRIBUTION -PAID-

| NO. | CHARITY | AMOUNT | DATE |
|-----|---|-----------|-----------|
| 1 | Wilson College Chambersburg, PA For supplies and equipment for the Wilson College VMT Surgical Course (VMT415 - Clinical Experience). | 20,000.00 | 2/9/2011 |
| 2 | Marine Mammal Stranding Center Brigantine, NJ General Charitable Purposes | 40,000.00 | 2/15/2011 |
| 3 | The Science and Conservation Center Billings, MT General Charitable Purposes | 20,000.00 | 6/17/2011 |
| 4 | Animal Rescue Network Philadelphia, PA General Charitable Purposes | 5,000.00 | 6/27/2011 |
| 5 | Animals in Crisis Philadelphia, PA General Charitable Purposes | 2,500.00 | 6/27/2011 |
| 6 | C.A.R.E. Compassionate Animal Relief Effort, Inc. Philadelphia, PA General Charitable Purposes | 7,000.00 | 6/27/2011 |
| 7 | Diamond Rock Wildlife Rehabilitation Malvern, PA General Charitable Purposes | 5,000.00 | 6/27/2011 |
| 8 | Mobilization for Animals Eagleville, PA General Charitable Purposes | 5,000.00 | 6/27/2011 |
| 9 | PACT Gladwyne, PA General Charitable Purposes | 15,000.00 | 6/27/2011 |
| 10 | PAWS (Philadelphia Animal Welfare Society) Philadelphia, PA General Charitable Purposes | 50,000.00 | 6/27/2011 |

BURKET-PLACK FOUNDATION INC
ACCOUNT #0649-01-4/9
E.I.N. 23-2735643
TAX YEAR ENDING 12/31/2011

PART XV, FORM 990-PF, PAGE 11
2011 GRANTS AND CONTRIBUTION -PAID-

| NO. | CHARITY | AMOUNT | DATE |
|------------|---|---------------|-------------|
| 11 | Pennsylvania Veterinary Foundation Hummelstown, PA Native American Veterinary Service | 5,000.00 | 6/27/2011 |
| 12 | Pet Helpers Rescue & Adoption Center Charleston, SC General Charitable Purposes | 5,000.00 | 6/27/2011 |
| 13 | Queen Village Neighbors Association Philadelphia, PA For the dog run in Mario Lanza Park in Memory of Connie W. Burket | 6,000.00 | 6/27/2011 |
| 14 | Riverbend Environmental Education Center Inc. Gladwyne, PA General Charitable Purposes | 1,000.00 | 6/27/2011 |
| 15 | Ryerss Farm for Aged Equines Pottstown, PA General Charitable Purposes | 1,000.00 | 6/27/2011 |
| 16 | Spay & Save Lafayette Hill, PA General Charitable Purposes | 2,500.00 | 6/27/2011 |
| 17 | Spayed Club Frazer, PA General Charitable Purposes | 10,000.00 | 6/27/2011 |
| 18 | The Schuylkill Center Wildlife Rehabilitation Clinic Philadelphia, PA General Charitable Purposes | 15,000.00 | 6/27/2011 |
| 19 | WVU Foundation Morgantown, WV To support research of Todd Katzner, Ph.D. at the Division of Forestry and Natural Resources, West Virginia University | 15,000.00 | 6/27/2011 |

BURKET-PLACK FOUNDATION INC
ACCOUNT #0649-01-4/9
E.I.N. 23-2735643
TAX YEAR ENDING 12/31/2011

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2011 GRANTS AND CONTRIBUTION -PAID-

| NO. | CHARITY | AMOUNT | DATE |
|---------------------|---|-------------------|-------------|
| 20 | Animal Rescue Network Philadelphia, PA General Charitable Purposes | 2,500.00 | 11/2/2011 |
| 21 | City Kitties Philadelphia, PA General Charitable Purposes | 5,000.00 | 12/1/2011 |
| 22 | Mobilization for Animals Eagleville, PA General Charitable Purposes | 5,000.00 | 12/1/2011 |
| 23 | The Science and Conservation Center Billings, MT General Charitable Purposes | 20,000.00 | 12/1/2011 |
| 24 | 22 Reasons Gwynedd Valley, PA General Charitable Purposes | 10,000.00 | 12/20/2011 |
| 25 | Friends of Southern Ocean County Animal Shelter Barnegat Light, NJ Restricted for the Spay-Neuter Feral Cats Program (Island Cats) | 5,000.00 | 12/20/2011 |
| 26 | Trustees of the University of Pennsylvania Philadelphia, PA Special Species Program of the University of Pennsylvania Veterinary School | 60,000.00 | 12/20/2011 |
| 27 | C.A.R.E. Compassionate Animal Relief Effort, Inc. Philadelphia, PA General Charitable Purposes | 3,000.00 | 12/29/2011 |
| Grand Totals | | 340,500.00 | |

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GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTS

| Organization | Remaining |
|---|------------------|
| Grant Amount | Balance |
| The Science and Conservation Center | 80,000.00 |
| \$100,000 (5 years) <i>General Operating Support</i> | |
| Grand Total | <u>80,000.00</u> |
| TOTAL 3B APPROVED FOR FUTURE PAYMENT | 80,000.00 |