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# Return of Private Foundation

## 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

2011

For calendar year 2011, or tax year beginning

, 2011, and ending

, 20

Name of foundation

KENNETH P &amp; SALLY RICH BURBIDGE FOUNDATION NO 2

A Employer identification number

27-1666803

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

1751 YALECREST AVE

Room/suite

B Telephone number (see instructions)

(801) 531-7313

City or town, state, and ZIP code

SALT LAKE CITY UT 84108

C If exempt application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 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 ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

\$ 2,638,136

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), &amp; (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)
<b>REVENUE</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
3 Interest on savings and temp. cash investments	1,893	1,893	1,893	
4 Dividends and interest from securities	37,205	37,205	37,205	
5 a Gross rents	7,250	7,250	7,250	
b Net rental income or (loss) 7,250				
6 a Net gain/(loss) from sale of assets not on line 10	48,834			
b Gross sales price for all assets on line 6a 3,529,716				
7 Capital gain net income (from Part IV, line 2)		48,834		
8 Net short-term capital gain			29,898	
9 Income modifications			0	
10 a Gross sales less rtns & allowances 0				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) #1	5,492	5,492	5,492	
12 <b>Total.</b> Add lines 1 through 11	100,674	100,674	81,738	
<b>OPERATING &amp; ADMINISTRATIVE EXPENSES</b>				
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule) #2	3,000	3,000	3,000	
c Other professional fees (attach schedule)	23,955	23,955	23,955	
17 Interest				
18 Taxes (attach schedule) (see instructions) #4	13,908	13,908	13,908	
19 Depreciation (attach sch.) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) #5	17,708	17,708	17,708	
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	58,571	58,571	58,571	0
25 Contributions, gifts, grants paid	140,800			140,800
26 <b>Total exp. &amp; disbursements.</b> Add lines 24 and 25	199,371	58,571	58,571	140,800
27 Subtract line 26 from line 12				
a <b>Excess of revenue over expenses and disbursements</b>	-98,697			
b <b>Net investment income</b> (if neg., enter -0-)		42,103		
c <b>Adjusted net income</b> (if neg., enter -0-)			23,167	

For Paperwork Reduction Act Notice, see the Instructions.

Form 990-PF (2011)

SCANNED AUG 20 2012

10

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See inst)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash -- non-interest-bearing . . . . .		939,282	1,029,681	1,029,681
	2	Savings and temporary cash investments . . . . .				
	3	Accounts receivable ▶ 2,960			2,960	2,960
		Less: allowance for doubtful accts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accts. ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the 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 . . . . .				
	10a	Investments -- U.S. and state govt obligations (attach schedule)				
	b	Investments -- corporate stock (attach schedule) . . . . #6	1,164,834	972,778	940,495	
	c	Investments -- corporate bonds (attach schedule) . . . . .				
	LIABILITIES	11	Investments -- land, buildings, and equipment basis ▶ 665,000 #7	665,000	665,000	665,000
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments -- mortgage loans . . . . .				
13		Investments -- other (attach schedule) . . . . .				
14		Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers -- see the instructions. Also, see page 1, item I) . . . . .	2,769,116	2,670,419	2,638,136	
17		Accounts payable and accrued expenses				
18		Grants payable . . . . .				
FUNDS	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22) . . . . .	0	0		
		Foundations that follow SFAS 117, check here . . . . <input type="checkbox"/>				
		and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
NET ASSETS OR FUND BALANCES		Foundations that do not follow SFAS 117, ck. here ▶ <input checked="" type="checkbox"/>				
		and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .	2,769,116	2,670,419		
	30	Total net assets or fund balances (see the instructions) . . . .	2,769,116	2,670,419		
31	Total liabilities and net assets/fund balances (see the inst)	2,769,116	2,670,419			

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year -- Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	2,769,116
2	Enter amount from Part I, line 27a . . . . .	2	-98,697
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	2,670,419
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) -- Part II, column (b), line 30 . . . . .	6	2,670,419

**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.)
<b>1a</b> SEE ATTACHMENT #8			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

(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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> Capital gain net income or (net capital loss) . . . . .	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	<b>2</b>	48,834
<b>3</b> 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 the instructions) . . . . . If (loss), enter -0- in Part I, line 8 . . . . .		<b>3</b>	29,898

**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.

(a) Base period years Calendar year (or tax year beg. in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	113,361	2,810,643	0.040333
2009	109,910	2,304,861	0.047686
2008	35,420	2,505,723	0.014136
2007	16,855	507,307	0.033224
2006	8,342	230,007	0.036268

  

<b>2</b> Total of line 1, column (d) . . . . .	<b>2</b>	0.171647
<b>3</b> 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 . . . . .	<b>3</b>	0.034329
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 . . . . .	<b>4</b>	2,704,921
<b>5</b> Multiply line 4 by line 3 . . . . .	<b>5</b>	92,857
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	<b>6</b>	421
<b>7</b> Add lines 5 and 6 . . . . .	<b>7</b>	93,278
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .	<b>8</b>	140,800

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary -- see Inst.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	421
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-). . .		2	0
3 Add lines 1 and 2 . . . . .		3	421
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) .		4	0
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	421
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a		
b Exempt foreign organizations -- tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	1,200	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments Add lines 6a through 6d . . . . .	7	1,200	
8 Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9		
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	779	
11 Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> ▶ 779 <b>Refunded</b> ▶	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	N/A	
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		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .		X
7 Did the foundation have at least \$5,000 in assets at any time during the yr? If "Yes," complete Part II, col. (c), & Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ▶ UT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	N/A	

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>SEE ATTACHMENT #9</u> Telephone no. ▶ _____ Located at ▶ _____ ZIP+4 ▶ _____			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> -- Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. . . . . ▶ <b>15</b>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ _____	16	Yes	No X

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

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

	Yes	No
<b>1a</b> During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If any answer is "Yes" to 1a(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)? . . . . . <u>N/A</u>	1b	
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>		
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? . . . . .	1c	X
<b>2</b> 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))		
<b>a</b> 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years. . . ▶ 20____, 20____, 20____, 20____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement -- see instructions.) . . . . . <u>N/A</u>	2b	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) . . . . . <u>N/A</u>	3b	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? . . . . .	4b	X

**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 ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ 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 avg hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred comp.	(e) Expense account, other allowances
SEE ATTACHMENT #10				

**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 avg hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

**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 the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services .....

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 SEE ATTACHMENT #11	
	140,800
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See the instructions	
3	
<b>Total.</b> Add lines 1 through 3 .....	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities .....	<b>1a</b>	1,095,152
<b>b</b>	Average of monthly cash balances .....	<b>1b</b>	985,961
<b>c</b>	Fair market value of all other assets (see the instructions) .....	<b>1c</b>	665,000
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) .....	<b>1d</b>	2,746,113
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) .....	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets .....	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d .....	<b>3</b>	2,746,113
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see the instructions) .....	<b>4</b>	41,192
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	<b>5</b>	2,704,921
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 .....	<b>6</b>	135,246

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

<b>1</b>	Minimum investment return from Part X, line 6 .....	<b>1</b>	135,246
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5 .....	<b>2a</b>	421
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.) .....	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b .....	<b>2c</b>	421
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 .....	<b>3</b>	134,825
<b>4</b>	Recoveries of amounts treated as qualifying distributions .....	<b>4</b>	
<b>5</b>	Add lines 3 and 4 .....	<b>5</b>	134,825
<b>6</b>	Deduction from distributable amount (see the instructions) .....	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	<b>7</b>	134,825

**Part XII Qualifying Distributions** (see the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. -- total from Part I, column (d), line 26 .....	<b>1a</b>	140,800
<b>b</b>	Program-related investments -- total from Part IX-B .....	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes .....	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required) .....	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) .....	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 ..	<b>4</b>	140,800
<b>5</b>	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 the instructions) .....	<b>5</b>	421
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	<b>6</b>	140,379

**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 the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				134,825
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only . . . . .			139,893	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006 . . . . .				
<b>b</b> From 2007 . . . . .				
<b>c</b> From 2008 . . . . .				
<b>d</b> From 2009 . . . . .				
<b>e</b> From 2010 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .	0			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 140,800				
<b>a</b> Applied to 2010, but not more than line 2a			139,893	
<b>b</b> Applied to undistributed income of prior years (Election required -- see the instructions) . . .				
<b>c</b> Treated as distributions out of corpus (Election required -- see the instructions)				
<b>d</b> Applied to 2011 distributable amount, . . .				907
<b>e</b> Remaining amount distributed out of corpus, . .				
<b>5</b> Excess distributions carryover applied to 2011 . . (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount -- see the instructions . . . . .				
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount -- see the instructions . . . . .				
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				133,918
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see the instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007 . . . . .				
<b>b</b> Excess from 2008 . . . . .				
<b>c</b> Excess from 2009 . . . . .				
<b>d</b> Excess from 2010 . . . . .				
<b>e</b> Excess from 2011 . . . . .				

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

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

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

<b>1</b> <b>Information Regarding Foundation Managers:</b>
<b>a</b> 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) ) NONE
<b>b</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
<b>2</b> <b>Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:</b>
Check here <input checked="" type="checkbox"/> 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 the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d
<b>a</b> The name, address, and telephone number of the person to whom applications should be addressed:
<b>b</b> The form in which applications should be submitted and information and materials they should include
<b>c</b> Any submission deadlines:
<b>d</b> Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<b>a</b> Paid during the year SEE ATTACHMENT #12				
<b>Total</b> .....			▶ <b>3a</b>	140,800
<b>b</b> Approved for future payment				
<b>Total</b> .....			▶ <b>3b</b>	

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

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions )
	(a) Business code	(b) Amount	(c) Excl. code	(d) Amount	
<b>1</b> Program service revenue:					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees & contracts from government agencies					
<b>2</b> Membership dues and assessments . .					
<b>3</b> Interest on savings and temporary cash investments . .			14	1,893	
<b>4</b> Dividends and interest from securities . . . . .			14	37,205	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property . . . . .					
<b>b</b> Not debt-financed property . . . . .			16	7,250	
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income . . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	48,834	
<b>9</b> Net income or (loss) from special events . . .					
<b>10</b> Gross profit or (loss) from sales of inventory . .					
<b>11</b> Other revenue: <b>a</b> _____					
<b>b</b> SEE ATTACHMENT #13				5,492	
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e).		0		100,674	0
<b>13</b> Total. Add line 12, columns (b), (d), and (e)			13	100,674	

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions )

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

<b>1</b>	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
<b>b</b>	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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

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

**b** If "Yes," complete the following schedule.

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

<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature of officer or trustee	Date	Title	May the IRS discuss this return with the preparer shown below (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed
	Randall R Call, CPA	Randall R Call, CPA	08-14-2012	PTIN P00090040
	Firm's name ▶ WEAVER & CALL LC	Firm's EIN ▶ 87-0542389	Phone no. (801) 947-1788	
	Firm's address ▶ 7135 HIGHLAND DR SUITE 201			

ATTACHMENT 1: PAGE 1 - 990-PF PAGE 1, PART I, LINE 11

`INSPECTION

For calendar year 2011 or tax period beginning

, and ending

KENNETH P &amp; SALLY RICH BURBIDGE FOUNDATION NO 2

27-1666803

**Totals:**

ATTACHMENT 2: PAGE 1 - 990-PF PAGE 1, PART I, LINE 16B

For calendar year 2011, or tax period beginning \_\_\_\_\_, and ending \_\_\_\_\_

KENNETH P &amp; SALLY RICH BURBIDGE FOUNDATION NO 2

27-1666803

**Total:**



ATTACHMENT 3: PAGE 1 - 990-PF PAGE 1, PART I, LINE 16C

For calendar year 2011, or tax period beginning

                    , and ending

KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2

27-1666803

**Total:**

ATTACHMENT 4: PAGE 1 - 990- PF PAGE 1, PART I, LINE 18

For calendar year 2011, or tax period beginning \_\_\_\_\_, and ending \_\_\_\_\_

KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2

27-1666803

[illegible]

## 990 OTHER EXPENSES SCHEDULE

ATTACHMENT 5: PAGE 1 990-PF PAGE 1, PART I, LINE 23

OPEN TO PUBLIC  
INSPECTION

For calendar year 2011, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

KENNETH P &amp; SALLY RICH BURBIDGE FOUNDATION NO 2

27-1666803

[illegible]

ATTACHMENT 6: PAGE 1 - 990-PF PAGE 2, PART II, LINE 10B

For calendar year 2011, or tax period beginning

, and ending

27-1666803

**Total:**

**990 SCHEDULE OF INVESTMENT LAND, BUILDINGS & EQUIPMENT**

ATTACHMENT 7: PAGE 1 - 990-PF PAGE 2, PART II, LINE 11

OPEN TO PUBLIC  
INSPECTION

For Calendar year 2011, or tax year period beginning

and ending

Name of Organization		Employer Identification Number		
KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2		27-1666803		
Category or Description of Property	Cost or Other Basis	Accumulated Depreciation	End of Year Book Value	Ending FML (990-PF Only)
HOUSE RANCHO MIRAGE CA	665,000		665,000	665,000
Total:		665,000	665,000	665,000

# 990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ATTACHMENT 8: PAGE 1 - 990-PF PAGE 3, PART IV, LINE 1

OPEN TO PUBLIC INSPECTION		For calendar year 2011 or tax period beginning , and ending		
Name of Organization KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2			Employer Identification Number 27-1666803	
	(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.)
1	AES CORP	P	11-18-2010	03-24-2011
2	ABERCROMBIE AND FITCH	P	02-04-2011	03-24-2011
3	AFFILIATED MANAGERS GROUP	P	11-18-2010	03-24-2011
4	ALLEGHENY TECHNOLOGIES	P	11-18-2010	03-24-2011
5	ALPHA NATURAL RESOURCES	P	11-18-2010	03-24-2011
6	APPLE INC	P	11-18-2010	03-24-2011
7	AVNET INC	P	11-18-2010	03-24-2011
8	BLACKROCK INC	P	11-18-2010	03-24-2011
9	BLACKSTONE GSO	P	05-27-2011	10-04-2011
10	BLACKSTONE GSO	P	05-27-2011	10-07-2011
11	BLACKSTONE GSO	P	06-29-2011	10-14-2011
12	BLACKSTONE GSO	P	11-09-2011	12-29-2011
13	BROADCOM CORP	P	11-18-2010	02-02-2011
14	BRUKER CORP	P	11-18-2010	03-24-2011
15	CVS CAREMARK CORP	P	11-18-2010	03-24-2011
	(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)
1	10,188		9,305	883
2	8,654		7,853	801
3	16,901		14,261	2,640
4	15,837		12,175	3,662
5	11,659		9,285	2,374
6	19,886		17,948	1,938
7	12,121		11,386	735
8	9,970		9,169	801
9	8,676		10,168	-1,492
10	16,177		18,396	-2,219
11	12,925		14,178	-1,253
12	9,200		9,307	-107
13	10,355		10,108	247
14	12,852		10,373	2,479
15	13,269		12,000	1,269
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) Gain Minus Col. (k), But Not Less Than -0-) or Losses (from col (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted Basis as of 12/31/69	(k) Excess if Col. (i) Over Col (j), if Any	
1				883
2				801
3				2,640
4				3,662
5				2,374
6				1,938
7				735
8				801
9				-1,492
10				-2,219
11				-1,253
12				-107
13				247
14				2,479
15				1,269

# 990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ATTACHMENT 8: PAGE 2 - 990-PF PAGE 3, PART IV, LINE 1

*OPEN TO PUBLIC INSPECTION		For calendar year 2011 or tax period beginning _____, and ending _____	
Name of Organization KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2			Employer Identification Number 27-1666803
	<b>(a)</b> 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>(b)</b> How Acquired P -- Purchase D -- Donation	<b>(c)</b> Date Acquired (mo., day, yr )
			<b>(d)</b> Date Sold (mo., day, yr )
16	CANADIAN NATRES LIMTD	P	11-18-2010
17	CELGENE CORP	P	11-18-2010
18	CISCO SYS	P	11-18-2010
19	CLIFFS NAT RES	P	11-18-2010
20	COACH INC	P	11-18-2010
21	COMCAST	P	11-18-2010
22	CUMMINS INC	P	11-18-2010
23	DARDEN	P	11-18-2010
24	DENDREON CORP	P	11-18-2010
25	E M C CORP	P	11-18-2010
26	DIRECTV	P	02-28-2011
27	EATON CORP	P	03-14-2011
28	EBAY INC	P	02-11-2011
29	ENERGY TRANSFER PRTRNS	P	06-10-2011
30	ENERGY TRANSFER PRTRNS	P	08-12-2011
	<b>(e)</b> Gross Sales Price	<b>(f)</b> Depreciation Allowed (or allowable)	<b>(g)</b> Cost or Other Basis Plus Expense of Sale
			<b>(h)</b> Gain or (loss) (e) Plus (f) Minus (g)
16	14,227		11,490
17	10,588		11,902
18	6,908		7,168
19	16,566		11,917
20	11,909		11,877
21	13,747		11,512
22	15,001		13,760
23	12,697		13,085
24	7,479		8,787
25	13,038		10,478
26	9,387		9,293
27	8,385		8,100
28	6,264		6,918
29	20,475		23,177
30	17,700		17,056
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
	<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted Basis as of 12/31/69	<b>(k)</b> Excess if Col (i) Over Col. (j), if Any
			<b>(l)</b> Gains (Col. (h) Gain Minus Col (k), But Not Less Than -0-) or Losses (from col (h))
16			2,737
17			-1,314
18			-260
19			4,649
20			32
21			2,235
22			1,241
23			-388
24			-1,308
25			2,560
26			94
27			285
28			-654
29			-2,702
30			644

# 990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ATTACHMENT 8: PAGE 3 - 990-PF PAGE 3, PART IV, LINE 1

* OPEN TO PUBLIC INSPECTION		For calendar year 2011 or tax period beginning , and ending	
Name of Organization KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2			Employer Identification Number 27-1666803
	(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.)
31	EXPRESS SCRIPTS INC	P	11-18-2010
32	EXXON MOBIL	P	11-18-2010
33	GE	P	11-18-2010
34	GOOGLE INC	P	11-18-2010
35	GRUPO TELEVISIA SA	P	11-18-2010
36	HARTFORD FINL SVCS	P	11-18-2010
37	HP	P	11-18-2010
38	IPG PHOTONICS CORP	P	02-28-2011
39	INCYTE CORP	P	11-18-2010
40	INTEL CORP	P	11-18-2010
41	INTUITIVE SURGICAL	P	11-18-2010
42	JPMORGAN CHASE COMPANY	P	11-18-2010
43	JUNIPER NETWORKS INC	P	11-18-2010
44	KOHL'S CORPORATION	P	11-18-2010
45	LAM RESEARCH	P	11-18-2010
	(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)
31	8,258		7,735
32	12,037		10,252
33	10,097		8,279
34	11,071		11,379
35	11,620		11,057
36	9,651		8,764
37	6,597		6,328
38	9,865		9,320
39	2,812		3,017
40	9,409		9,750
41	12,737		10,347
42	9,923		8,711
43	14,912		12,552
44	8,941		9,143
45	11,797		10,067
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 if 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))
31			523
32			1,785
33			1,818
34			-308
35			563
36			887
37			269
38			545
39			-205
40			-341
41			2,390
42			1,212
43			2,360
44			-202
45			1,730



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

ATTACHMENT 8: PAGE 4 - 990-PF PAGE 3, PART IV, LINE 1

OPEN TO PUBLIC INSPECTION		For calendar year 2011 or tax period beginning , and ending		
Name of Organization KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2				Employer Identification Number 27-1666803

	(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 )
46	MBIA INC	P	12-03-2010	03-24-2011
47	METROPCS	P	11-18-2010	03-24-2011
48	MICROCHIP TECH	P	11-18-2010	03-24-2011
49	MOLYCORP INC	P	12-15-2010	03-24-2011
50	NII	P	11-18-2010	03-24-2011
51	NORDSTROM INC	P	11-18-2010	03-24-2011
52	OCCIDENTAL PETE CORP	P	02-02-2011	03-24-2011
53	ORACLE CORP	P	11-18-2010	03-24-2011
54	PEABODY ENERGY	P	11-18-2010	03-24-2011
55	PIMCO ETF	P	04-08-2011	10-28-2011
56	PIMCO ETF	P	04-08-2011	11-01-2011
57	PIMCO ETF	P	04-08-2011	11-01-2011
58	QUALCOMM INC	P	11-18-2010	03-24-2011
59	SPDR SERIES TRUST	P	04-08-2011	11-01-2011
60	ST JUDE MED INC	P	11-18-2010	03-24-2011

	(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)
46	8,619		8,496	123
47	7,216		5,520	1,696
48	8,350		7,539	811
49	11,148		7,615	3,533
50	12,556		13,011	-455
51	10,474		10,267	207
52	10,451		10,372	79
53	13,879		12,414	1,465
54	13,723		11,122	2,601
55	75,565		75,371	194
56	45,908		38,438	7,470
57	40,894		37,944	2,950
58	11,671		10,569	1,102
59	40,687		37,848	2,839
60	9,818		7,587	2,231

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) Gain Minus Col (k), But Not Less Than -0-) or Losses (from col. (h))
	(i) FMV as of 12/31/69	(j) Adjusted Basis as of 12/31/69	(k) Excess if Col. (i) Over Col. (j), if Any	
46				123
47				1,696
48				811
49				3,533
50				-455
51				207
52				79
53				1,465
54				2,601
55				194
56				7,470
57				2,950
58				1,102
59				2,839
60				2,231

# 990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ATTACHMENT 8: PAGE 5 - 990-PF PAGE 3, PART IV, LINE 1

*OPEN TO PUBLIC INSPECTION		For calendar year 2011 or tax period beginning _____, and ending _____	
Name of Organization KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2			Employer Identification Number 27-1666803
	<b>(a)</b> 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>(b)</b> How Acquired P -- Purchase D -- Donation	<b>(c)</b> Date Acquired (mo , day, yr )
			<b>(d)</b> Date Sold (mo., day, yr.)
61	SANDISK CORPORATION	P	11-18-2010
62	SUBURBAN PROPANE PARTNERS	P	06-10-2011
63	SUBURBAN PROPANE PARTNERS	P	06-10-2011
64	VISA INC COM	P	11-18-2010
65	XILINX INC	P	11-18-2010
66	ASSURED GUARANTY LTD	P	11-18-2010
67	ASML HOLDING	P	11-18-2010
68	AK STEEL	P	03-29-2011
69	ATT	P	01-04-2011
70	ATT'	P	01-04-2011
71	AEROVIRONMENT INC	P	05-06-2011
72	ALTRIA GROUP	P	01-12-2011
73	ALTRIA GROUP	P	01-27-2011
74	AMERICAN INTERNATIONAL	P	02-02-2011
75	AMERICAN SELECT PORTFOLIO	P	12-27-2011
	<b>(e)</b> Gross Sales Price	<b>(f)</b> Depreciation Allowed (or allowable)	<b>(g)</b> Cost or Other Basis Plus Expense of Sale
			<b>(h)</b> Gain or (loss) (e) Plus (f) Minus (g)
61	6,873		6,022
62	9,032		10,071
63	14,082		15,344
64	8,045		8,597
65	11,957		9,854
66	7,972		9,742
67	14,561		11,139
68	7,952		8,228
69	8,658		8,940
70	11,345		11,594
71	14,554		14,514
72	13,291		12,024
73	8,575		7,209
74	11,040		12,369
75	1,973		1,999
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
	<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted Basis as of 12/31/69	<b>(k)</b> Excess if Col (i) Over Col. (j), if Any
			<b>(l)</b> Gains (Col (h) Gain Minus Col. (k), But Not Less Than -0-) or Losses (from col (h))
61			851
62			-1,039
63			-1,262
64			-552
65			2,103
66			-1,770
67			3,422
68			-276
69			-282
70			-249
71			40
72			1,267
73			1,366
74			-1,329
75			-26

# 990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ATTACHMENT 8: PAGE 6 - 990-PF PAGE 3, PART IV, LINE 1

OPEN TO PUBLIC INSPECTION		For calendar year 2011 or tax period beginning _____, and ending _____		
Name of Organization KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2			Employer Identification Number 27-1666803	
(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)	
76	APACHE CORP	P	01-31-2011	06-06-2011
77	BP PLC	P	01-04-2011	09-09-2011
78	BP PLC	P	01-04-2011	09-27-2011
79	BP PLC	P	01-05-2011	09-29-2011
80	BP PLC	P	04-11-2011	10-14-2011
81	BP PLC	P	04-11-2011	11-15-2011
82	BPZ RESOURCES INC	P	01-31-2011	05-05-2011
83	BPZ RESOURCES INC	P	11-17-2011	12-07-2011
84	BPZ RESOURCES INC	P	11-17-2011	12-19-2011
85	BMC SOFTWARE INC	P	12-13-2011	12-20-2011
86	BANCO SANTANDER SA	P	03-11-2011	09-29-2011
87	BANCO SANTANDER SA	P	03-11-2011	09-30-2011
88	BANK OF AMERICA	P	04-20-2010	03-21-2011
89	BANK OF AMERICA	P	08-25-2011	09-29-2011
90	BANK OF AMERICA	P	09-02-2011	10-14-2011
(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)	
76	35,614	35,326	288	
77	3,602	4,586	-984	
78	11,499	13,827	-2,328	
79	11,115	13,795	-2,680	
80	3,956	4,699	-743	
81	13,144	13,358	-214	
82	7,877	10,296	-2,419	
83	9,933	8,578	1,355	
84	5,542	5,718	-176	
85	13,644	13,660	-16	
86	6,746	9,044	-2,298	
87	8,186	8,672	-486	
88	35,048	38,198	-3,150	
89	6,336	8,015	-1,679	
90	6,176	6,770	-594	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) Gain Minus Col. (k), But Not Less Than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted Basis as of 12/31/69	(k) Excess if Col. (i) Over Col. (j), if Any		
76			288	
77			-984	
78			-2,328	
79			-2,680	
80			-743	
81			-214	
82			-2,419	
83			1,355	
84			-176	
85			-16	
86			-2,298	
87			-486	
88			-3,150	
89			-1,679	
90			-594	

# 990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ATTACHMENT 8: PAGE 7 - 990-PF PAGE 3, PART IV, LINE 1

OPEN TO PUBLIC INSPECTION		For calendar year 2011 or tax period beginning _____, and ending _____		
Name of Organization KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2			Employer Identification Number 27-1666803	
	(a) List and Describe the Kind(s) of Property Sold (e.g., Real Estate, 2-story Brck 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.)
91	IPATH DOW JONES	P	04-01-2011	04-29-2011
92	IPATH DOW JONES	P	11-17-2011	12-02-2011
93	BEST BUY INC	P	02-03-2011	03-24-2011
94	BEST BUY INC	P	05-18-2011	09-27-2011
95	BEST BUY INC	P	05-19-2011	09-29-2011
96	BEST BUY INC	P	09-02-2011	10-07-2011
97	BIOMED REALTY TRUST	P	01-27-2011	09-09-2011
98	BIOMED REALTY TRUST	P	01-27-2011	09-27-2011
99	BIOMED REALTY TRUST	P	02-25-2011	09-29-2011
100	BIOMED REALTY TRUST	P	09-22-2011	10-07-2011
101	BROCADE COMMUNICATIONS	P	04-27-2011	06-06-2011
102	CALAMOS CONV	P	09-14-2011	10-07-2011
103	CAMPUS CREST CMNTYS	P	02-17-2011	03-21-2011
104	CISCO SYS	P	11-09-2011	11-10-2011
105	CITIGROUP	P	01-13-2011	03-21-2011
	(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)
91	12,773		12,893	-120
92	14,160		14,184	-24
93	15,301		17,013	-1,712
94	7,491		9,665	-2,174
95	7,425		9,598	-2,173
96	7,407		7,317	90
97	12,217		12,479	-262
98	6,725		7,038	-313
99	5,005		4,966	39
100	5,035		4,813	222
101	6,995		6,173	822
102	10,851		11,628	-777
103	7,816		9,429	-1,613
104	9,132		9,029	103
105	13,261		15,184	-1,923
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) Gain Minus Col (k), But Not Less Than -0-) or Losses (from col. (h))	
	(i) F.M.V. as of 12/31/69	(j) Adjusted Basis as of 12/31/69	(k) Excess if Col (i) Over Col. (j), if Any	
91				-120
92				-24
93				-1,712
94				-2,174
95				-2,173
96				90
97				-262
98				-313
99				39
100				222
101				822
102				-777
103				-1,613
104				103
105				-1,923

# 990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ATTACHMENT 8: PAGE 8 - 990-PF PAGE 3, PART IV, LINE 1

OPEN TO PUBLIC INSPECTION		For calendar year 2011 or tax period beginning , and ending		
Name of Organization KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2			Employer Identification Number 27-1666803	
	<b>(a)</b> 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>(b)</b> How Acquired P -- Purchase D -- Donation	<b>(c)</b> Date Acquired (mo , day, yr.)	<b>(d)</b> Date Sold (mo , day, yr.)
106	CONOCOPHILLIPS	P	01-28-2011	05-05-2011
107	CORNING INC	P	04-21-2010	03-30-2011
108	CORNING INC	P	09-26-2011	09-27-2011
109	DELTA AIR LINES INC	P	11-22-2011	12-02-2011
110	DENDREON CORP	P	08-16-2011	10-07-2011
111	DIGITAL RLTY TR	P	01-27-2011	09-26-2011
112	DOLLAR TREE INC	P	03-01-2011	09-29-2011
113	E M C CORP	P	05-26-2010	03-22-2011
114	EV ENERGY	P	05-18-2011	09-08-2011
115	EATON CORP	P	03-14-2011	06-07-2011
116	EMERSON ELEC	P	09-22-2011	10-07-2011
117	ENTERPRISE PRODUCTS PARTNERS	P	05-11-2011	09-19-2011
118	FIRSTENERGY CORP	P	05-05-2011	12-02-2011
119	FORD MTR COMPANY	P	01-06-2011	03-21-2011
120	FRONTIER COMMUNICATIONS	P	08-15-2011	12-07-2011
	<b>(e)</b> Gross Sales Price	<b>(f)</b> Depreciation Allowed (or allowable)	<b>(g)</b> Cost or Other Basis Plus Expense of Sale	<b>(h)</b> Gain or (loss) (e) Plus (f) Minus (g)
106	21,684		21,360	324
107	14,631		13,833	798
108	6,490		6,015	475
109	12,617		10,918	1,699
110	8,966		13,514	-4,548
111	16,395		16,154	241
112	22,041		15,257	6,784
113	26,467		18,626	7,841
114	22,661		15,045	7,616
115	14,044		14,436	-392
116	4,386		4,212	174
117	20,523		20,241	282
118	6,648		6,225	423
119	21,868		26,262	-4,394
120	17,034		20,124	-3,090
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				<b>(l)</b> Gains (Col (h) Gain Minus Col. (k), But Not Less Than -0-) or Losses (from col (h))
	<b>(i)</b> F.M.V. as of 12/31/69	<b>(j)</b> Adjusted Basis as of 12/31/69	<b>(k)</b> Excess if Col. (i) Over Col (j), if Any	
106				324
107				798
108				475
109				1,699
110				-4,548
111				241
112				6,784
113				7,841
114				7,616
115				-392
116				174
117				282
118				423
119				-4,394
120				-3,090

# 990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ATTACHMENT 8: PAGE 9 - 990-PF PAGE 3, PART IV, LINE 1

*OPEN TO PUBLIC INSPECTION		For calendar year 2011 or tax period beginning , and ending	
Name of Organization KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2			Employer Identification Number 27-1666803
(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 )
121 GM	P	01-04-2011	06-29-2011
122 GREENHAVEN CONTINUOUS	P	01-31-2011	09-19-2011
123 HALLIBURTON CO	P	04-15-2011	10-07-2011
124 HERSHA HOSPITALITY	P	04-01-2010	03-29-2011
125 HUDSON PAC	P	08-15-2011	09-28-2011
126 INERGY L P UNIT	P	01-10-2011	10-14-2011
127 INTEL CORP	P	05-10-2010	03-22-2011
128 ISHARES INC	P	04-01-2011	05-05-2011
129 ISHARES SILVER	P	03-22-2011	05-10-2011
130 ISHARES S&P	P	04-01-2011	05-06-2011
131 KB HOME	P	01-11-2011	03-22-2011
132 KINDER MORGAN ENERGY	P	04-29-2011	12-02-2011
133 MV OIL TR	P	11-01-2011	12-22-2011
134 MARATHON OIL	P	05-26-2010	05-20-2011
135 MARATHON OIL	P	01-28-2011	06-06-2011
(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)
121 52,480		55,066	-2,586
122 46,943		48,319	-1,376
123 39,069		50,537	-11,468
124 11,883		10,137	1,746
125 12,343		13,522	-1,179
126 34,551		46,434	-11,883
127 20,055		22,253	-2,198
128 10,496		10,324	172
129 18,715		17,689	1,026
130 17,230		18,844	-1,614
131 13,175		15,164	-1,989
132 37,061		36,415	646
133 42,065		39,962	2,103
134 20,465		12,331	8,134
135 15,391		13,440	1,951
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) Gain Minus Col. (k), But Not Less Than -0-) or Losses (from col (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted Basis as of 12/31/69	(k) Excess if Col. (i) Over Col. (j), if Any	
121			-2,586
122			-1,376
123			-11,468
124			1,746
125			-1,179
126			-11,883
127			-2,198
128			172
129			1,026
130			-1,614
131			-1,989
132			646
133			2,103
134			8,134
135			1,951

# 990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ATTACHMENT 8: PAGE 10 - 990-PF PAGE 3, PART IV, LINE 1

OPEN TO PUBLIC INSPECTION For calendar year 2011 or tax period beginning _____, and ending _____							
Name of Organization KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2		Employer Identification Number 27-1666803					
(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)	
136 MARKET VECTOR		P		04-01-2011		04-29-2011	
137 MICROSOFT		P		01-06-2011		03-22-2011	
138 MICROCHIP		P		08-12-2011		09-19-2011	
139 MICRON TECH		P		04-01-2010		03-31-2011	
140 MOLYCORP INCORPORATED		P		12-29-2010		12-02-2011	
141 MOSAIC		P		03-22-2011		09-29-2011	
142 MOTOROLA		P		02-17-2011		03-22-2011	
143 MYRIAD GENETICS INC		P		02-10-2011		12-02-2011	
144 NRG ENERGY		P		04-06-2011		08-22-2011	
145 NORFOLK SOUTHERN CORP		P		10-04-2011		10-07-2011	
146 NUSTAR ENERGY		P		05-19-2011		09-29-2011	
147 NUVEEN PREM INC		P		12-12-2011		12-21-2011	
148 NVIDIA CORP		P		09-13-2011		12-02-2011	
149 OCCIDENTAL PETE		P		02-02-2011		10-07-2011	
150 PAREXEL INTL		P		01-27-2011		02-01-2011	
(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)	
136 7,385				8,139		-754	
137 12,647				14,395		-1,748	
138 6,813				6,459		354	
139 32,432				27,295		5,137	
140 90,330				91,532		-1,202	
141 24,448				29,688		-5,240	
142 7,665				8,715		-1,050	
143 18,368				17,091		1,277	
144 10,560				10,700		-140	
145 12,951				11,771		1,180	
146 27,859				30,555		-2,696	
147 44,254				44,275		-21	
148 29,415				28,082		1,333	
149 18,048				17,074		974	
150 10,471				11,575		-1,104	
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 if 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))	
136						-754	
137						-1,748	
138						354	
139						5,137	
140						-1,202	
141						-5,240	
142						-1,050	
143						1,277	
144						-140	
145						1,180	
146						-2,696	
147						-21	
148						1,333	
149						974	
150						-1,104	

# 990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ATTACHMENT 8: PAGE 11 - 990-PF PAGE 3, PART IV, LINE 1

OPEN TO PUBLIC INSPECTION	For calendar year 2011 or tax period beginning , and ending
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Name of Organization KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2	Employer Identification Number 27-1666803
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	(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 )
151	PETROBRAS ARGENTINA	P	04-27-2011	10-05-2011
152	PETROLEO BRASILEIRO	P	04-27-2011	06-20-2011
153	POTASH CORP	P	03-11-2011	09-19-2011
154	POWERSHARES DB COMMODITY	P	01-31-2011	05-05-2011
155	PROSHARES TRUST	P	03-24-2011	11-09-2011
156	PROSHARES TR II	P	03-28-2011	04-29-2011
157	PROSHARES TRUST	P	10-25-2011	12-12-2011
158	PROSHARES TRUST	P	12-07-2011	12-12-2011
159	PROSHARES TRUST	P	03-22-2011	12-12-2011
160	PROSHARES TRUST	P	12-07-2011	12-12-2011
161	RUBICOM	P	05-06-2011	05-17-2011
162	RUSSELL LIFEPOINTS MODERATE	P	09-29-2010	09-29-2011
163	RUSSELL LIFEPOINTS GROWTH	P	09-29-2010	09-29-2011
164	RUSSELL LIFEPOINTS BALANCED	P	09-29-2010	09-29-2011
165	SPDR GOLD TR	P	05-20-2011	09-29-2011

	(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)
151	16,631		27,025	-10,394
152	36,794		37,893	-1,099
153	26,934		28,236	-1,302
154	23,506		23,088	418
155	56,851		51,181	5,670
156	15,465		15,879	-414
157	31,233		30,903	330
158	10,942		10,601	341
159	86,075		75,112	10,963
160	8,188		8,012	176
161	11,351		12,960	-1,609
162	104,516		103,620	896
163	106,017		102,232	3,785
164	105,323		102,995	2,328
165	18,121		14,768	3,353

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) Gain Minus Col (k), But Not Less Than -0-) or Losses (from col (h))
(i) FM V as of 12/31/69	(j) Adjusted Basis as of 12/31/69	(k) Excess if Col (i) Over Col. (j), if Any		
151				-10,394
152				-1,099
153				-1,302
154				418
155				5,670
156				-414
157				330
158				341
159				10,963
160				176
161				-1,609
162				896
163				3,785
164				2,328
165				3,353



# 990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ATTACHMENT 8: PAGE 12 - 990-PF PAGE 3, PART IV, LINE 1

OPEN TO PUBLIC INSPECTION	For calendar year 2011 or tax period beginning , and ending
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Name of Organization KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2	Employer Identification Number 27-1666803
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	(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 )
166	SANDRIDGE ENERGY	P	09-14-2011	09-29-2011
167	STANLEY FURNITURE	P	02-04-2011	03-02-2011
168	SUBURBAN PROPANE PARTNERS	P	05-25-2011	10-07-2011
169	TELECOM ARGENTINA	P	11-14-2011	12-07-2011
170	TELEFONICA S A	P	09-13-2011	10-28-2011
171	TOLL BROTHERS INC	P	02-17-2011	03-22-2011
172	TOTAL S A SPONSERED ADR	P	04-01-2011	11-01-2011
173	UNITED STATES NATURAL GAS	P	06-10-2011	09-02-2011
174	UNITED STATES STEEL	P	03-29-2011	05-02-2011
175	VALE S A	P	03-22-2011	06-27-2011
176	VERIZON COMM	P	02-15-2011	12-07-2011
177	VISA INC	P	02-03-2011	03-14-2011
178	WAL MART STORES	P	02-25-2011	12-02-2011
179	WESTERN REFNG	P	11-17-2011	12-07-2011
180	WILLIAMS COMPANIES	P	01-27-2011	09-27-2011

	(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)
166	575		741	-166
167	10,495		9,001	1,494
168	14,090		15,651	-1,561
169	15,217		15,106	111
170	16,613		14,390	2,223
171	8,267		8,859	-592
172	23,236		27,619	-4,383
173	9,864		12,051	-2,187
174	9,415		11,343	-1,928
175	24,417		25,529	-1,112
176	18,680		18,138	542
177	14,386		14,305	81
178	5,795		5,164	631
179	12,721		12,119	602
180	29,713		29,183	530

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) Gain Minus Col. (k), But Not Less Than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted Basis as of 12/31/69	(k) Excess if Col. (i) Over Col. (j), if Any		
166				-166
167				1,494
168				-1,561
169				111
170				2,223
171				-592
172				-4,383
173				-2,187
174				-1,928
175				-1,112
176				542
177				81
178				631
179				602
180				530

# 990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ATTACHMENT 8: PAGE 13 - 990-PF PAGE 3, PART IV, LINE 1

OPEN TO PUBLIC INSPECTION		For calendar year 2011 or tax period beginning _____, and ending _____		
Name of Organization KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2			Employer Identification Number 27-1666803	
	<b>(a)</b> 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>(b)</b> How Acquired P -- Purchase D -- Donation	<b>(c)</b> Date Acquired (mo., day, yr )	<b>(d)</b> Date Sold (mo., day, yr )
181	WILLIAMS PARTNERS	P	06-03-2011	12-02-2011
182	WINDSTREAM CORP	P	11-15-2011	12-07-2011
183	WISDOMTREE CORP	P	04-01-2011	04-29-2011
184	YPF SOCIEDAD ANONIMA	P	05-17-2011	12-07-2011
185	ZWEIG FD	P	01-04-2011	10-28-2011
186	BUNGE LIMITED	P	02-04-2011	05-20-2011
187	NORDIC AMERICAN TANKERS	P	05-10-2011	10-14-2011
188	WEATHERFORD INTL	P	02-19-2010	01-25-2011
189	TRANSOCEAN LIMITED	P	08-12-2011	09-15-2011
190	ANNALY CAP	P	12-04-2007	10-07-2011
191	BP PLC SPONSORED ADR	P	05-03-2010	09-09-2011
192	CATERPILLAR INC	P	02-03-2009	04-12-2011
193	COCA COLA CO	P	11-19-2009	01-05-2011
194	EATON VANCE TAX ADVT	P	05-26-2010	10-07-2011
195	EMERSON ELEC COMPANY	P	08-11-2009	05-20-2011
	<b>(e)</b> Gross Sales Price	<b>(f)</b> Depreciation Allowed (or allowable)	<b>(g)</b> Cost or Other Basis Plus Expense of Sale	<b>(h)</b> Gain or (loss) (e) Plus (f) Minus (g)
181	11,290		9,853	1,437
182	14,216		14,156	60
183	14,671		14,913	-242
184	32,108		38,016	-5,908
185	7,218		7,869	-651
186	14,773		13,945	828
187	17,231		26,125	-8,894
188	23,590		17,475	6,115
189	11,679		11,077	602
190	31,154		34,124	-2,970
191	14,408		19,377	-4,969
192	10,638		3,021	7,617
193	12,709		11,373	1,336
194	9,761		9,762	-1
195	14,168		10,926	3,242
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				<b>(l)</b> Gains (Col. (h) Gain Minus Col (k), But Not Less Than -0-) or Losses (from col. (h))
	<b>(i)</b> FM V as of 12/31/69	<b>(j)</b> Adjusted Basis as of 12/31/69	<b>(k)</b> Excess if Col (i) Over Col. (j), if Any	
181				1,437
182				60
183				-242
184				-5,908
185				-651
186				828
187				-8,894
188				6,115
189				602
190				-2,970
191				-4,969
192				7,617
193				1,336
194				-1
195				3,242

ATTACHMENT 8: PAGE 14 - 990-PF PAGE 3, PART IV, LINE 1

INSPECTION

For calendar year 2011 or tax period beginning

, and ending

Name of Organization

KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2

Employer Identification Number

27-1666803

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990 BOOKS ARE IN CARE OF

ATTACHMENT 9 - 990-PF PAGE 5, PART VII-A, LINE 14

OPEN TO PUBLIC INSPECTION	For calendar year 2011, or tax period beginning	, and ending
Name of Organization KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2		Employer Identification Number 27-1666803
Part VII-A - Line 14		

Individual Name ..... JILL WISCOMB  
or  
Business Name:

Street Address ..... 1751 YALECREST AVE

U S Address:

Zip code 84108 City SALT LAKE CITY State UT  
or

Foreign Address

City .....

Province or State .....

Country .....

Postal code .....

Phone Number ..... (801) 583-7313

Fax Number ..... (801) 947-0087

# 990 CURRENT OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

ATTACHMENT 10: PAGE 1 - 990-PF PAGE 6, PART VIII

OPEN TO PUBLIC INSPECTION	For calendar year 2011, or tax period beginning	, and ending
Name of Organization KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2		Employer Identification Number 27-1666803

(A) Name and Address	(B) Title and Average Hrs per Week	(C) Compensation (If not paid, enter 0)	(D) Cont. to Employee Ben Plans & Def Comp	(E) Expense Account & Other Allowances
JILL B WISCOMB 1751 YALECREST AVE SALT LAKE CITY, UT 84108	CHAIRPERSON 1.00	0	0	0

## 990 SUMMARY OF DIRECT CHARITABLE ACTIVITIES

ATTACHMENT 11: PAGE 1 - 990-PF PAGE 7, PART IX-A, LINE 1

OPEN TO PUBLIC INSPECTION	For calendar year 2011, or tax period beginning , and ending
Name of Organization KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2	Employer Identification Number 27-1666803

### Charitable Activity

SUPPORT OF PUBLIC CHARITIES

# 990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12: PAGE 1 990-PF PAGE 11, PART XV LINE 3A

OPEN TO PUBLIC  
INSPECTION

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

Name of Organization

KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2

Employer Identification Number

27-1666803

Recipient	If Recipient is an Individual, Show any Relationship to Any Foundation Manager or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Name and Address (home or business)				
SALT LAKE SCHOOL DISTRICT 440 EAST 100 SOUTH SALT LAKE CITY UT 84111	NONE	PUBLIC	ANNUAL SUPPORT	1,000
JUVENILE DIABETES RESEARCH FOUND 132 SOUTH 600 EAST SALT LAKE CITY UT 84102	NONE	PUBLIC	ANNUAL SUPPORT	2,000
YMAD NONPROFIT ORG 2176 SOUTH 2000 EAST SALT LAKE CITY, UT 84106	NONE	PUBLIC	ANNUAL SUPPORT	500
AMERICAN DIABETES 1701 NORTH BEAUREGARD STREET ALEXANDRIA, VA 22311	NONE	PUBLIC	ANNUAL SUPPORT	100
COTTONWOOD CANYON FOUNDATION 3165 E MILLROCK DR SUITE 190 HOLLADAY, UT 84121	NONE	PUBLIC	ANNUAL SUPPORT	3,700
UNIVERSITY OF UTAH 201 PRESIDENTS CIRCLE SALT LAKE CITY, UT 84112	NONE	PUBLIC	MUSIC DEPARTMENT AND DEVELOPMENT	127,500
UTAH FOOD BANK 3150 SOUTH 900 WEST SALT LAKE CITY, UT 84119	NONE	PUBLIC	ANNUAL SUPPORT	2,000
ROAD HOME 210 RIO GRANDE ST SALT LAKE CITY, UT 84101	NONE	PUBLIC	ANNUAL SUPPORT	1,000
CHURCH OF JESUS CHRIST OF LDS 15 EAST SOUTH TEMPLE SALT LAKE CITY, UT 84150	NONE	PUBLIC	ANNUAL SUPPORT	3,000
Total:				140,800

# 990 SCHEDULE OF OTHER REVENUE

ATTACHMENT 13: PAGE 1 - 990-PF PAGE 12, PART XVI-A, LINE 11

*OPEN TO PUBLIC INSPECTION	For calendar year 2011, or tax period beginning , and ending
Name of Organization KENNETH P & SALLY RICH BURBIDGE FOUNDATION NO 2	Employer Identification Number 27-1666803

Item	Program Service Revenue	Unrelated Business Income		Excluded by Section 512, 513 or 514		(e) Related or Exempt Function Income (see instructions)
		(a) Business Code	(b) Amount	(c) Excl code	(d) Amount	
A	PARTNERSHIP INCOME	0		14	5,472	
B	MISCELLANEOUS INCOME			14	20	
Totals:					5,492	