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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation THE BURDICK-THORNE FOUNDATION		A Employer identification number 38-2904527
Number and street (or P O box number if mail is not delivered to street address) 136 EAST MICHIGAN AVE., SUITE 1201		B Telephone number (see instructions) (269) 382-5800
City or town, state, and ZIP code KALAMAZOO, MI 49007-3936		C If exemption application is pending check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ 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		D 1. Foreign organizations check here ☐ 2. Foreign organizations meeting the 85% test check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,921,212.		E If private foundation status was terminated under section 507(b)(1)(A) check here ☐
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), 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 ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	386.	386.		ATCH 1
4	Dividends and interest from securities	315,389.	315,389.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	319,881.			
b	Gross sales price for all assets on line 6a	2,861,983.			
7	Capital gain net income (from Part IV, line 2)		319,881.		
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)	26.	26.		ATCH 3
12	Total Add lines 1 through 11	635,682.	635,682.		
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	3,798.			3,798.
c	Other professional fees (attach schedule) *	106,562.	34,100.		72,462.
17	Interest				
18	Taxes (attach schedule) (see instructions) *	13,700.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	12,009.	10,902.		1,107.
24	Total operating and administrative expenses Add lines 13 through 23	136,069.	45,002.		77,367.
25	Contributions, gifts, grants paid	383,500.			383,500.
26	Total expenses and disbursements Add lines 24 and 25	519,569.	45,002.	0	460,867.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	116,113.			
b	Net investment income (if negative, enter -0-)		590,680.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

*ATCH 5 JSA ** ATCH 6

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BURDICK-THORNE

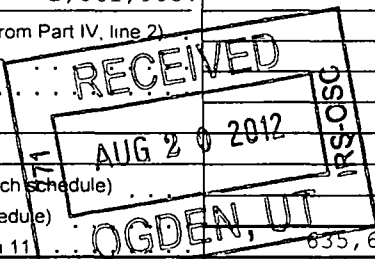
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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	765,191.	573,651.	573,651.
	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) ATCH. 8.	8,276,033.	8,589,097.	9,167,508.
	c Investments - corporate bonds (attach schedule) ATCH. 9.	159,751.	154,340.	180,053.
	11 Investments - land, buildings and equipment basis 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)	9,200,975.	9,317,088.	9,921,212.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ ☒			
	27 Capital stock, trust principal, or current funds	9,200,975.	9,317,088.	
	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)	9,200,975.	9,317,088.	
31 Total liabilities and net assets/fund balances (see instructions)	9,200,975.	9,317,088.		

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	9,200,975.
2 Enter amount from Part I, line 27a	2	116,113.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	9,317,088.
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	9,317,088.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	319,881.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	354,013.	9,743,847.	0.036332
2009	496,869.	8,560,480.	0.058042
2008	575,643.	10,364,321.	0.055541
2007	627,945.	11,657,694.	0.053865
2006	477,043.	10,846,064.	0.043983
2 Total of line 1, column (d)			2 0.247763
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 0.049553
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 10,463,718.
5 Multiply line 4 by line 3			5 518,509.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,907.
7 Add lines 5 and 6			7 524,416.
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			8 460,867.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	11,814.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	11,814.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	11,814.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	7,663.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,700.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	12,363.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	549.
11	Enter the amount of line 10 to be credited to 2012 estimated tax. 549. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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 Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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
4a 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 Form 990-T for this year?		X
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 year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MICHIGAN		
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		X

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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 ☐ N/A	13	X	
14	The books are in care of ☐ THE CONNABLE OFFICE, INC. Telephone no ☐ (269) 382-5800 Located at ☐ 136 E. MICHIGAN, STE 1201 KALAMAZOO, MI ZIP + 4 ☐ 49007			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ☐ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐	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
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐	2b	X
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? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) ☐	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
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

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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

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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 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
ATTACHMENT 10		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				

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

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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		

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 N/A	
2	
3	
4	

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

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

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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	10,175,463.
b	Average of monthly cash balances	1b	447,601.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	10,623,064.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	10,623,064.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	159,346.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,463,718.
6	Minimum investment return. Enter 5% of line 5	6	523,186.

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	523,186.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	11,814.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11,814.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	511,372.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	511,372.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	511,372.

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	460,867.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	460,867.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	460,867.

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.

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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				511,372.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 <u>09</u> 20 <u>08</u> 20 <u>07</u>				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009 48,521.				
e From 2010				
f Total of lines 3a through e	48,521.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>460,867.</u>				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				460,867.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	48,521.			48,521.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				1,984.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Form 990-PF (2011)

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATTACHMENT 11				
Total			3a	383,500.
b Approved for future payment				
ATTACHMENT 12				
Total			3b	252,000.

Form 990-PF (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	386.	
4	Dividends and interest from securities			14	315,389.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income			14	26.	
8	Gain or (loss) from sales of assets other than inventory			18	319,881.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a					
b	ATTACHMENT 13					
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				635,682.	
13	Total. Add line 12, columns (b), (d), and (e)					635,682.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					18,318.	
2,843,665.		PUBLICLY TRADED SECURITIES 2,542,102.					VARIOUS 301,563.	VARIOUS
TOTAL GAIN (LOSS)							<u>319,881.</u>	

Account Name: The Burdick-Thorne Foundation

Shares	Asset Description	Prices As Of : 12/31/2011		Cost	Market
Fixed Income Funds					
43,816 105	PIMCO High Yield Fund		372,835 86	393,468 62	
30,634 838	PIMCO Total Return Fund		332,088 14	333,000 69	
27,852 65	PIMCO Unconstrained Bond Fund-Cl I		310,000 00	303,315 36	
65,691 104	VG Total Bond Market Index Fund		662,826 36	722,602 14	
Sub Total		\$	1,677,750.36	1,752,386.81	
U S Equity Funds					
4,203 973	Baron Growth Fund		163,825 13	214,444 66	
1,097	1Shares Russell 1000 Growth Index Fund		64,075 66	63,395 63	
2,010	SPDR Financial Select Sector ETF		25,615 59	26,130 00	
3,227	SPDR S&P 500 ETF Trust		284,366 37	404,988 50	
1,916	SPDR S&P Dividend ETF		91,472 71	103,214 92	
14,893 796	Third Avenue Small Cap Value Fund		237,222 06	294,450 35	
Sub Total		\$	866,577.52	1,106,624.06	
Common Stocks					
324	3M Company		16,015 72	26,480 52	
1,264	Abbott Labs		60,848 81	71,074 72	
459	AFLAC Inc		24,056 63	19,856 34	
726	Amgen Inc		39,341 50	46,616 46	
381	Apache Corporation		43,222 19	34,510 98	
99	Apple Computer Inc		11,016 41	40,095 00	

Account Name: The Burdick-Thorne Foundation

Shares Asset Description

Prices As Of : 12/31/2011

Market

Cost

485	Automatic Data Processing Inc	21,076 16	26,194 85
1,670	Bank of New York Mellon Corp	47,671 06	33,249 70
824	Baxter International Inc	38,808 26	40,771 52
550	Becton Dickinson & Company	41,280 23	41,096 00
1,174	Broadcom Corp	47,167 59	34,468 64
1,984	Charles Schwab Co	33,034 69	22,339 84
463	ChevronTexaco	35,678 27	49,263 20
4,954	Cisco Systems Inc	88,209 30	89,568 32
366	Citigroup Inc Com New	13,605 93	9,629 46
398	Covidien PLC	15,713 15	17,913 98
764	Danaher Corporation	25,186 81	35,938 56
289	Devon Energy Corp	15,702 68	17,918 00
859	Dover Corporation	46,744 03	49,864 95
628	Ecolab Inc	27,026 31	36,304 68
624	Exxon Mobil Corp	30,358 07	52,890 24
1,698	General Electric Company	25,665 59	30,411 18
77	Google Inc	40,670 24	49,734 30
1,171	Hewlett Packard Company	47,019 37	30,164 96
1,101	Intel Corp	18,642 63	26,699 25
290	Johnson & Johnson	15,005 36	19,018 20

Account Name: The Burdick-Thorne Foundation

Shares	Asset Description	Prices As Of : 12/31/2011		Cost	Market
1,010	JPMorgan Chase & Company	40,271 74	33,582 50		
834	Juniper Networks Inc	18,954 82	17,021 94		
531	Kellogg Company	26,689 01	26,852 67		
759	Kohls Corporation	40,131 74	37,456 65		
760	Medtronic Inc	29,683 93	29,070 00		
867	Merck and Co Inc New	39,229 05	32,685 90		
1,837	Microsoft Corp	41,135 60	47,688 52		
509	Monsanto Co	35,363 73	35,665 63		
1,378	Oracle Corporation	20,640 72	35,345 70		
1,062	Pepsico Inc	53,672 95	70,463 70		
1,240	Procter & Gamble Co	77,763 77	82,720 40		
731	Prudential Financial Inc	42,075 01	36,637 72		
847	Qualcomm Inc	33,601 57	46,330 90		
338	Schlumberger Limited	25,673 16	23,088 78		
573	Stryker Corporation	24,868 13	28,483 83		
655	The Coca Cola Company	34,060 50	45,830 35		
311	Transocean Ltd	18,728 86	11,939 29		
401	United Technologies Corp	13,913 09	29,309 09		
460	Vulcan Materials Company	16,673 67	18,101 00		
1,056	Wal-Mart Stores Inc	54,099 87	63,106 56		

Account Name: The Burdick-Thorne Foundation

Shares	Asset Description	Prices As Of: 12/31/2011	
		Cost	Market
1,572	Wells Fargo & Co	43,884 03	43,324 32
323	YUM Brands Inc	11,390 92	19,060 23
Sub Total		1,611,272.86	1,765,839.53
International Equity Funds			
14,985 941	Harbor International Fund	583,412 03	786,065 06
6,228	1Shares MSCI Emerging Markets Index Fund	195,595 74	236,290 32
23,505	1Shares MSCI Japan Index Fund	231,140 48	214,130 55
58,498 453	Lazard International Equity Open Fund	872,600 00	736,495 52
17,160 806	Matthews Asian Growth and Income Fund-Cl I	284,556 00	258,441 74
23,060 054	Matthews Japan Fund-Cl I	296,183 93	261,501 01
20,611 197	Wasatch Emerging Markets Small Cap Fund	53,383 00	45,550 75
Sub Total		2,516,871.18	2,538,474.95
Absolute Return			
1,972	ProShares Short MSCI EAFE ETF	98,726 01	101,558 00
18,083	The Endowment TEI Fund	1,020,647 52	1,012,600 82
Sub Total		1,119,373 53	1,123,158 82
Commodities			
794	1Shares DJ US Oil Equipment Index	41,989 30	41,227 66
1,859	Market Vectors Gold Miners ETF	46,052 66	95,608 37
32,395 74	PIMCO Commodity Real Return Strategy Fund	201,177 55	207,656 69
1,142	PowerShares Dynamic Oil/Gas Services	25,792 98	23,022 72

Account Name: The Burdick-Thorne Foundation

Shares	Asset Description	Prices As Of : 12/31/2011		Cost	Market
173	SPDR Energy Select Sector		12,845.77	11,959.49	
548	SPDR S&P Oil & Gas Exploration & Prod		29,529.42	28,874.12	
Sub Total		\$	357,387.68	408,349.05	
<u>Inflation Indexed Bonds</u>					
1,543	1Shares Barclays TIPS Bond Fund		154,340.06	180,052.67	
Sub Total		\$	164,340.06	180,052.67	
<u>Real Estate Investments</u>					
5,253.11	Cohen & Steers Institutional Realty Shares		128,590.27	207,392.78	
7,934.48	EII International Property Fund		138,265.00	106,956.79	
3,750	SPDR DJ Wilshire International Real Estate Fd		138,888.88	119,362.50	
605	SPDR Dow Jones REIT		34,118.61	38,962.00	
Sub Total		\$	439,862.76	472,674.07	
<u>Bank Accounts</u>					
13.51	Fifth Third Sweep Account		13.51	13.51	
Sub Total		\$	13.51	13.51	
<u>Money Market Funds</u>					
181,100	Fifth Third Inst MM Cash Reserve		181,100.00	181,100.00	
800	Northern Trust Inst GS 2011 Cap Gain Tax Res		800.00	800.00	
391,738.04	Northern Trust Inst GS MM Invested Cash		391,738.04	391,738.04	
Sub Total		\$	573,638.04	573,638.04	
Grand Total		\$	9,317,087.50	9,921,211.51	

**THE BURDICK-THORNE FOUNDATION
38-2904527**

**136 E. MICHIGAN AVENUE, KALAMAZOO, MI 49007
2011 RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX
FORM 990-PF**

PART VIII - INFORMATION ABOUT OFFICERS, DIRECTORS, AND TRUSTEES

NOTE (1)

The Connable Office, Inc. has been appointed agent by the Trustees of the Foundation to serve as custodian and investment manager of the funds and property of the Foundation. For these services, under the Agency Agreement, The Connable Office, Inc. receives annual fees at the rate of 1% of the market value of the assets, which includes a reasonable amount for bookkeeping and clerical expenses.

Messrs. Hilboldt, Melvin, Eldridge, Kruis and Weller are employed by, or have an ownership interest in. The Connable Office, Inc.

The Burdick-Thorne Foundation
As of December 31, 2011

Shares	Asset Name	How Acq	Date Acquired	Date Sold	Holding Period	Sale Proceeds	Original Cost	Realized Gain (Loss)
308 000	Accenture PLC	Buy	6/7/2010	3/1/2011	Short	15 808	11,376	4,432
364 000	Avon Products Inc	Buy	12/14/2010	12/1/2011	Short	6,116	10,657	(4,541)
512 000	Avon Products Inc	Buy	1/4/2011	12/1/2011	Short	8,603	15,399	(6,796)
327 000	Avon Products Inc	Buy	10/21/2011	12/1/2011	Short	5 494	7,638	(2,143)
1,799 000	Bank of America Corp	Buy	6/1/2011	12/15/2011	Short	9,364	20,599	(11,235)
128 000	Colgate-Palmolive Co	Buy	1/12/2011	4/5/2011	Short	10,344	10,021	323
173 000	Emerson Electric Co	Buy	1/12/2011	2/14/2011	Short	10,698	10,056	642
315 000	Exelon Corp	Buy	8/27/2010	3/15/2011	Short	13,006	12,767	239
510 000	Exelon Corp	Buy	1/4/2011	3/15/2011	Short	21,057	21,547	(489)
1,246 000	Ford Motor Co	Buy	7/21/2011	12/1/2011	Short	13 187	16,547	(3,359)
1,167 000	Ford Motor Co	Buy	8/11/2011	12/1/2011	Short	12,351	12,795	(444)
3,891 000	iPath S&P 500 VIX Short-Term Futures-ETN	Buy	7/26/2011	7/29/2011	Short	91,363	85,188	6,175
1,885 000	iShares Russell 1000 Growth Index Fund	Buy	10/15/2010	1/4/2011	Short	108,353	100,338	8,015
1 825 000	iShares Russell 1000 Growth Index Fund	Buy	12/10/2010	1/4/2011	Short	104,904	103,970	934
169 000	ITT Corporation	Buy	2/24/2010	1/21/2011	Short	9,793	8,653	1,141
160 000	ITT Corporation	Buy	2/24/2010	2/14/2011	Short	9,553	8,192	1,361
108 000	ITT Corporation	Buy	10/1/2010	2/14/2011	Short	6,448	5,091	1,357
213 000	ITT Corporation	Buy	12/14/2010	2/14/2011	Short	12 717	10,740	1,977
3,954 497	IVA Worldwide Fund-CI A	Buy	1/6/2011	10/21/2011	Short	65,605	66,396	(791)
2 378 121	IVA Worldwide Fund-CI A	Buy	1/13/2011	10/21/2011	Short	39,453	40,000	(547)
605 000	Noble Corp	Buy	7/29/2010	2/22/2011	Short	25,162	19,492	5,670
1 213 000	Pfizer Inc	Buy	1/4/2011	8/11/2011	Short	21 463	21,494	(30)
6,317 412	PIMCO All Asset All Authority Fund-CI I	Buy	1/6/2011	10/21/2011	Short	65,638	66,396	(758)
3,784 295	PIMCO All Asset All Authority Fund-CI I	Buy	1/12/2011	10/21/2011	Short	39,319	40,000	(681)
5,108 000	PowerShares WilderHill Clean Energy Fund	Buy	3/16/2011	4/13/2011	Short	50,952	51,597	(645)
2 437 000	Regions Financial Corp	Buy	2/14/2011	9/15/2011	Short	9,356	19,339	(9,982)
1,615 000	Seagate Technology PLC	Buy	1/21/2011	10/21/2011	Short	24,706	21,548	3,158
470 000	Southwestern Energy Co	Buy	8/27/2010	7/21/2011	Short	17,403	15,485	1,919
303 000	Southwestern Energy Co	Buy	9/27/2010	8/24/2011	Short	14,737	9,983	4,754
215 000	Southwestern Energy Co	Buy	10/1/2010	7/21/2011	Short	7,961	7,033	928
150 000	Southwestern Energy Co	Buy	3/15/2011	7/21/2011	Short	7,295	5,013	2,283
233 000	Southwestern Energy Co	Buy	3/16/2011	11/3/2011	Short	11,332	9,072	2,260
173 000	SPDR Energy Select Sector	Buy	3/16/2011	11/3/2011	Short	12,301	12,846	(545)
377 000	SPDR S&P Metals & Mining	Buy	8/5/2011	11/3/2011	Short	21,222	25,834	(4,612)
728 000	SPDR S&P Metals & Mining	Buy	8/5/2011	11/3/2011	Short	40 981	42,019	(1,038)
228 000	SPDR S&P Oil & Gas Exploration & Prod	Buy	8/5/2011	11/3/2011	Short	12 741	12,286	455
139 000	Transocean Ltd	Buy	7/29/2010	2/22/2011	Short	11,353	6,456	4,897
277 000	Zimmer Holdings Inc	Buy	1/4/2011	8/11/2011	Short	14 403	15,127	(723)
783 000	Zions Bancorp	Buy	2/14/2011	12/1/2011	Short	12 426	19,552	(7,126)
552 000	Zions Bancorp	Buy	9/15/2011	12/1/2011	Short	8,760	9,367	(607)
305 000	Accenture PLC	Buy	5/2/2008	3/1/2011	Long	15,654	11,875	3 779
299 000	AFLAC Inc	Buy	5/11/2009	3/15/2011	Long	14,540	10,690	3,850
160 000	AFLAC Inc	Buy	11/20/2009	3/15/2011	Long	7,781	7,107	674
16 000	Apple Computer Inc	Buy	10/1/2008	4/5/2011	Long	5,464	1,780	3,684
757 000	Avon Products Inc	Buy	8/27/2010	12/1/2011	Long	12 719	22,262	(9,543)
3,479 115	Baron Growth Fund	Buy	4/22/2008	1/12/2011	Long	180,009	163,275	16,735
811 000	Charles Schwab Co	Buy	12/9/2008	11/17/2011	Long	9,225	15,407	(6,182)
382 000	Charles Schwab Co	Buy	11/20/2009	11/17/2011	Long	4 345	7,006	(2,660)
428 000	Charles Schwab Co	Buy	9/27/2010	11/17/2011	Long	4,869	5,997	(1,128)
363 000	Charles Schwab Co	Buy	10/1/2010	11/17/2011	Long	4,129	5,141	(1 012)
15 000	ChevronTexaco	Buy	12/9/2008	4/13/2011	Long	1,561	1,148	413

52 000	ChevronTexaco	Buy	11/20/2009	4/13/2011	Long	5 411	3 986	1 424
88 000	ChevronTexaco	Buy	1/14/2010	4/13/2011	Long	9 156	6 999	2 157
367 000	Citigroup Inc Com New	Buy	2/24/2010	6/1/2011	Long	14 751	12 741	2 010
1 270 039	Cohen & Steers Institutional Realty Shares	Buy	11/24/2009	3/16/2011	Long	49 087	36 031	13 056
424 847	Cohen & Steers International Realty Fund	Buy	7/14/2008	8/2/2011	Long	4 669	5 459	(790)
7 518 519	Cohen & Steers International Realty Fund	Buy	12/10/2008	8/2/2011	Long	82 629	60 900	21 729
8 119 346	Cohen & Steers International Realty Fund	Buy	3/22/2010	8/2/2011	Long	89 232	84 360	4 872
181 000	Colgate-Palmolive Co	Buy	9/2/2009	4/5/2011	Long	14 627	13 013	1 614
62 000	Coviden PLC	Buy	11/20/2007	4/5/2011	Long	3 247	2 438	808
247 000	Emerson Electric Co	Buy	12/9/2008	2/14/2011	Long	15 274	8 070	7 204
393 000	Home Depot Inc	Buy	10/13/2008	2/14/2011	Long	14 745	8 263	6 482
148 000	Home Depot Inc	Buy	11/20/2009	2/14/2011	Long	5 553	4 002	1 551
553 000	iShares Barclays TIPS Bond Fund	Buy	8/7/2009	8/9/2011	Long	63 767	55 356	8 411
794 000	iShares DJ US Oil Equipment Index	Buy	9/11/2008	11/3/2011	Long	43 728	43 277	451
1 346 000	iShares MSCI Emerging Markets Index Fund	Buy	5/27/2009	7/13/2011	Long	63 270	43 892	19 378
1 637 000	iShares MSCI Emerging Markets Index Fund	Buy	5/27/2009	1/12/2011	Long	78 640	53 381	25 259
987 000	iShares MSCI Emerging Markets Index Fund	Buy	10/16/2009	1/12/2011	Long	47 415	40 356	7 059
1 225 000	iShares MSCI Emerging Markets Index Fund	Buy	11/20/2009	1/12/2011	Long	58 848	49 930	8 918
980 000	Pfizer Inc	Buy	9/17/1993	8/11/2011	Long	17 341	10 690	6 651
255 000	Pfizer Inc	Buy	9/15/1998	8/11/2011	Long	4 512	8 693	(4 181)
50 000	Pfizer Inc	Buy	3/7/2006	8/11/2011	Long	885	1 314	(429)
658 688	PIMCO Commodity Real Return Strategy Fund	Buy	1/23/2009	8/9/2011	Long	5 592	4 090	1 502
2 536 307	PIMCO Commodity Real Return Strategy Fund	Buy	4/3/2009	8/9/2011	Long	21 533	16 207	5 326
3 074 277	PIMCO Commodity Real Return Strategy Fund	Buy	4/21/2009	8/9/2011	Long	26 101	19 122	6 979
9 602 445	PIMCO Commodity Real Return Strategy Fund	Buy	10/20/2009	8/9/2011	Long	81 525	78 548	2 977
13 799 448	PIMCO Total Return Fund	Buy	3/28/2008	1/14/2011	Long	150 000	150 414	(414)
1 142 000	PowerShares Dynamic Oil/Gas Services	Buy	9/11/2008	11/3/2011	Long	24 007	25 793	(1 786)
291 000	SPDR S&P 500 ETF Trust	Buy	4/14/2004	4/13/2011	Long	38 208	33 058	5 150
65 000	SPDR S&P 500 ETF Trust	Buy	8/23/2004	4/13/2011	Long	8 534	7 190	1 344
129 000	SPDR S&P 500 ETF Trust	Buy	12/4/2008	4/13/2011	Long	16 937	11 244	5 693
1 651 000	SPDR S&P 500 ETF Trust	Buy	12/4/2008	10/21/2011	Long	203 845	143 905	59 940
779 000	SPDR S&P Metals & Mining	Buy	1/13/2009	11/3/2011	Long	43 851	21 389	22 463
321 000	SPDR S&P Oil & Gas Exploration & Prod	Buy	4/3/2009	11/3/2011	Long	17 938	9 561	8 377
3 475 033	Third Avenue Small Cap Value Fund	Buy	3/11/2004	1/12/2011	Long	73 983	67 602	6 382
1 222 008	Third Avenue Small Cap Value Fund	Buy	4/14/2004	1/12/2011	Long	26 017	24 101	1 916
167 000	Transocean Ltd	Buy	8/7/2009	2/22/2011	Long	13 640	12 747	894
91 000	Transocean Ltd	Buy	10/13/2009	2/22/2011	Long	7 433	7 958	(525)
70 000	Transocean Ltd	Buy	11/20/2009	2/22/2011	Long	5 717	5 887	(170)
364 000	UnitedHealth Group Inc	Buy	12/9/2008	7/14/2011	Long	19 007	7 684	11 322
189 000	UnitedHealth Group Inc	Buy	12/9/2008	6/14/2011	Long	9 362	3 990	5 372
175 000	UnitedHealth Group Inc	Buy	11/20/2009	6/14/2011	Long	8 668	5 008	3 660
2 443 674	VG Precious Metals and Mining Fund-Inv	Buy	2/1/2005	10/21/2011	Long	55 765	40 663	15 102
295 000	YUM Brands Inc	Buy	10/13/2009	6/1/2011	Long	16 180	10 403	5 776
29 000	YUM Brands Inc	Buy	11/20/2009	6/1/2011	Long	1 591	1 034	556
240 000	Zimmer Holdings Inc	Buy	10/25/2005	8/11/2011	Long	12 479	15 169	(2 690)
95 000	Zimmer Holdings Inc	Buy	3/16/2006	8/11/2011	Long	4 940	6 588	(1 648)
Total Short Term Gain (Loss)						1 003 730	1 007 908	(4 178)
Total Long Term Gain (Loss)						1 839 935	1 534 194	305 741
Total Schedule D						2,843,665	2,542,102	301,563
Total Long Term Capital Gain Distribution								17,758
Class Action Settlement Treated as Long Term Capital Gain Distribution								560
Total Gain/(Loss)								319,881

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
VARIOUS INTEREST	386.	386.
TOTAL	<u>386.</u>	<u>386.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
VARIOUS DIVIDENDS	304,938.	304,938.
THE ENDOWMENT TEI FUND K-1	10,451.	10,451.
TOTAL	<u>315,389.</u>	<u>315,389.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	26.	26.
THE ENDOWMENT TEI FUND K-1		
TOTALS	<u>26.</u>	<u>26.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	3,798.			3,798.
TOTALS	<u>3,798.</u>			<u>3,798.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FIDUCIARY FEES	34,100.	34,100.	
CLERICAL FEES	72,462.		72,462.
TOTALS	<u>106,562.</u>	<u>34,100.</u>	<u>72,462.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAX	13,700.
TOTALS	<u>13,700.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MISCELLANEOUS	277.		277.
MICHIGAN ANNUAL REPORT FEE	20.		20.
FOUNDATION RENEWAL FEE	810.		810.
THE ENDOWMENT TEI FUND K-1	10,902.	10,902.	
TOTALS	12,009.	10,902.	1,107.

THE BURDICK-THORNE FOUNDATION

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIXED INCOME FUNDS	1,677,750.	1,752,387.
U.S. EQUITY FUNDS	866,578.	1,106,624.
COMMON STOCK	1,611,273.	1,765,840.
INTERNATIONAL EQUITY FUNDS	2,516,871.	2,538,475.
ABSOLUTE RETURN	1,119,374.	1,123,159.
COMMODITIES	357,388.	408,349.
REAL ESTATE INVESTMENTS	439,863.	472,674.
TOTALS	<u>8,589,097.</u>	<u>9,167,508.</u>

THE BURDICK-THORNE FOUNDATION

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INFLATION INDEXED BONDS	154,340.	180,053.
TOTALS	<u>154,340.</u>	<u>180,053.</u>

THE BURDICK-THORNE FOUNDATION

38-2904527

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

ATTACHMENT 10

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

JAMES S HILBOLDT 136 E. MICHIGAN AVENUE SUITE 1201 KALAMAZOO, MI 49007	TRUSTEE 1.00	0	0	0
JAMES C MELVIN 136 E. MICHIGAN AVENUE SUITE 1201 KALAMAZOO, MI 49007	PRESIDENT/TRUSTEE 1.00	0	0	0
LOYAL A ELDRIDGE III 136 E. MICHIGAN AVENUE SUITE 1201 KALAMAZOO, MI 49007	VICE PRES/SECRETARY/TRUSTEE 1.00	0	0	0
DAVID S KRUIS 136 E. MICHIGAN AVENUE SUITE 1201 KALAMAZOO, MI 49007	TREASURER/TRUSTEE 2.00	0	0	0
BETSY V THORNE 136 E. MICHIGAN AVENUE SUITE 1201 KALAMAZOO, MI 49007	TRUSTEE 1.00	0	0	0

THE BURDICK-THORNE FOUNDATION

38-2904527

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

ATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION		
ANDREA M THORNE 136 E. MICHIGAN AVENUE SUITE 1201 KALAMAZOO, MI 49007	TRUSTEE	1.00	0
BRADLEY E WELLER 136 E. MICHIGAN AVENUE SUITE 1201 KALAMAZOO, MI 49007	VICE PRESIDENT/TRUSTEE	1.00	0

GRAND TOTALS

THE BURDICK-THORNE FOUNDATION

38-2904527

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN RED CROSS 5640 VENTURE CT KALAMAZOO, MI 49009	NONE OTHER PUBLIC CHARITY		EMERGENCY FUNDING FOR IT EXPENSES	10,000
ARTS COUNCIL OF GREATER KALAMAZOO EPIC CENTER, 359 S KALAMAZOO MALL, STE 203 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY		OPERATING SUPPORT	10,000
WESTERN MICHIGAN UNIVERSITY 1903 W MICHIGAN AVE KALAMAZOO, MI 49008-5403	NONE OTHER PUBLIC CHARITY		MUSIC DEPARTMENT SEMINAR PROGRAM	5,000
BACH FESTIVAL SOCIETY OF KALAMAZOO INC 1200 ACADEMY STREET KALAMAZOO, MI 49006	NONE OTHER PUBLIC CHARITY		OPERATING SUPPORT	4,000
BIRMINGHAM-BLOOMFIELD SYMPHONY ORCHESTRA 155 BATES, SECOND FLOOR BIRMINGHAM, MI 48009	NONE OTHER PUBLIC CHARITY		OPERATING SUPPORT	6,000
BOYS & GIRLS CLUBS OF GREATER KALAMAZOO INC 915 LAKE STREET KALAMAZOO, MI 49009	NONE OTHER PUBLIC CHARITY		OPERATING SUPPORT	3,000

THE BURDICK-THORNE FOUNDATION

38-2904527

FORM 990-BE, PART IV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY HEALING CENTERS 1910 SHAFFER STREET KALAMAZOO, MI 49048	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	3,000
CRESCENDO ACADEMY OF MUSIC INC 359 SOUTH BURDICK STREET KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	YOUNG STRINGS ACADEMY	3,000
FAMILY & CHILDREN SERVICES INC 1608 LAKE STREET KALAMAZOO, MI 49001	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	10,000
FOCUS HOPE 1355 OAKMAN BOULEVARD DETROIT, MI 49328	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
FONTANA CHAMBER ARTS 359 S KALAMAZOO WALL, SUITE 200 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	10,000
GREATER KALAMAZOO UNITED WAY INC 709 S WESTNEDGE AVE KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	10,000

THE BURDICK-THORNE FOUNDATION

38-2904527

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRYPHON PLACE 1104 S WESTNEDGE KALAMAZOO, MI 49008	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
HOSPICE CARE OF SOUTHWEST MICHIGAN 222 N KALAMAZOO MALL, SUITE 100 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	5,000
HOSPITAL HOSPITALITY HOUSE OF KALAMAZOO INC 527 W SOUTH ST KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	2,000.
HOUSING RESOURCES INC 345 N. BURDICK ST KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	6,000
KALAMAZOO COUNTY HUMANE SOCIETY 4239 S WESTNEDGE KALAMAZOO, MI 49008	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	3,000
KALAMAZOO GOSPEL MISSION 448 N BURDICK ST KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000

THE BURDICK-THORNE FOUNDATION

38-2904527

FORM 990-BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KALAMAZOO JUNIOR SYMPHONY SOCIETY 714 SOUTH WESTNEDGE AVENUE KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
KALAMAZOO LOAVES AND FISHES 913 EAST ALCOTT KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	CAPITAL CAMPAIGN	10,000.
KALAMAZOO NATURE CENTER INC 7000 N WESTNEDGE AVENUE KALAMAZOO, MI 49009	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	7,000
KALAMAZOO REGIONAL EDUCATIONAL SERVICE AGENCY 1601 S BURDICK STREET KALAMAZOO, MI 49001	NONE OTHER PUBLIC CHARITY	ANNUAL SCHOLARSHIPS	5,000
THE KALAMAZOO CIVIC THEATRE 329 SOUTH PARK STREET KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	2,000
KALAMAZOO VALLEY HABITAT FOR HUMANITY 525 EAST KALAMAZOO AVE KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	2,000

THE BURDICK-THORNE FOUNDATION

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FORM 990-BE, PART IV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MICHIGAN YOUTH ARTS ASSOCIATION 301 W 4TH STREET, SUITE 415 ROYAL OAK, MI 48067	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	6,000
MINISTRY WITH COMMUNITY INC 440 N CHURCH STREET KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	4,000
NEW VIC THEATRICALS INC 134 EAST VINE ST. KALAMAZOO, MI 49001	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
PEOPLES CHURCH OF KALAMAZOO MICHIGAN 1758 NORTH TENTH STREET KALAMAZOO, MI 49009	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	3,000
PRETTY LAKE VACATION CAMP 9123 WEST Q AVENUE MATTAWAN, MI 49071	NONE OTHER PUBLIC CHARITY	ADVANCEMENT CAMPAIGN	17,000
THE SALVATION ARMY 1700 SOUTH BURDICK STREET KALAMAZOO, 49001	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	3,000

THE BURDICK-THORNE FOUNDATION

38-2904527

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SENIOR SERVICES INC 918 JASPER STREET KALAMAZOO, MI 49001	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	6,000
SOUTHWEST MICHIGAN LAND CONSERVANCY INC 6851 S SPRINKLE ROAD PORTAGE, MI 49002	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	4,000
SPECIALIZED LANGUAGE DEVELOPMENT CENTER 504 S WESTNEDGE AVE , STE. B KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	3,000
WELLSRING/CORI TERRY AND DANCERS 359 S KALAMAZOO MALL, STE 204 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	2,000
YWCA OF KALAMAZOO 912 N. BURDICK ST KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	3,000
KALAMAZOO COLLEGE 1200 ACADEMY STREET KALAMAZOO, MI 49006	NONE OTHER PUBLIC CHARITY	VISITING ARTIST FUND	8,500

THE BURDICK-THORNE FOUNDATION

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FORM 990-EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KALAMAZOO SYMPHONY ORCHESTRA 359 SOUTH KALAMAZOO MALL, STE 100 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	BARRY ROSS GUEST VIOLINIST FUND	6,000
WESTERN MICHIGAN UNIVERSITY 1903 W MICHIGAN AVE KALAMAZOO, MI 49008-5403	NONE OTHER PUBLIC CHARITY	BURDICK-THORNE MEDALLION SCHOLARSHIP	12,500
KALAMAZOO LOAVES AND FISHES 913 EAST ALCOTT KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	6,000
KALAMAZOO NATURE CENTER INC 7000 N WESTNEDGE AVENUE KALAMAZOO, MI 49009	NONE OTHER PUBLIC CHARITY	NO CHILD LEFT INSIDE CAPITAL CAMPAIGN	13,000
PRETTY LAKE VACATION CAMP 9123 WEST Q AVENUE MATTAWAN, MI 49071	NONE OTHER PUBLIC CHARITY	ADOPT-A-CAMPER	3,000
KALAMAZOO SYMPHONY ORCHESTRA 359 SOUTH KALAMAZOO MALL, STE 100 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	YOUTH CONCERTS	40,000

THE BURDICK-THORNE FOUNDATION

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FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	NONE OTHER PUBLIC CHARITY	NONE OTHER PUBLIC CHARITY		
GRYPHON PALACE 1104 S WESTNEDGE KALAMAZOO, MI 49008	NONE OTHER PUBLIC CHARITY	NONE OTHER PUBLIC CHARITY	CAPITAL CAMPAIGN	20,000
KALAMAZOO COLLEGE 1200 ACADEMY STREET KALAMAZOO, MI 49006	NONE OTHER PUBLIC CHARITY	NONE OTHER PUBLIC CHARITY	SCHOLARSHIPS AND PRIVATE LESSONS AND ENSEMBLES	10,000
SENIOR SERVICES INC 918 JASPER STREET KALAMAZOO, MI 49001	NONE OTHER PUBLIC CHARITY	NONE OTHER PUBLIC CHARITY	VEHICLE REPLACEMENT	15,000
PEOPLES CHURCH OF KALAMAZOO MICHIGAN 1758 NORTH TENTH STREET KALAMAZOO, MI 49009	NONE OTHER PUBLIC CHARITY	NONE OTHER PUBLIC CHARITY	FEEDING OUR FLAME CAPITAL CAMPAIGN	5,000
KALAMAZOO LITERACY COUNCIL 420 EAST ALCOTT STREET KALAMAZOO, MI 49001	NONE OTHER PUBLIC CHARITY	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	2,000
AMERICAN NATIONAL RED CROSS 2025 E STREET, NW WASHINGTON, DC 20006	NONE OTHER PUBLIC CHARITY	NONE OTHER PUBLIC CHARITY	TORNADO RELIEF EFFORT	2,500

THE BURDICK-THORNE FOUNDATION

38-2904527

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DRUG TREATMENT COURT FOUNDATION OF KALAMAZOO COUNTY P O BOX 50587 KALAMAZOO, MI 49005	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	3,000
KALAMAZOO COMMUNITIES IN SCHOOLS 125 W EXCHANGE KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	10,000
KALAMAZOO COMMUNITY FOUNDATION 151 SOUTH ROSE STREET, SUITE 332 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	KALAMAZOO RIVER VALLEY TRAILWAY CONSTRUCTION FUND	10,000.
MICHIGAN FESTIVAL OF SACRED MUSIC P O BOX 50566 KALAMAZOO, MI 49005	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	4,000
JULIUS & ESTHER STULBERG COMPETITION INC 359 S. KALAMAZOO MALL, STE. 14 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	2011 STULBERG INTERNATIONAL STRING COMPETITION	3,000
VOLUNTEER CENTER OF GREATER KALAMAZOO 709-A WESTNEDGE AVE KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000

THE BURDICK-THORNE FOUNDATION

38-2904527

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YMCA OF KALAMAZOO 2900 W. CENTRE PORTAGE, MI 49024	NONE OTHER PUBLIC CHARITY	STRONG KIDS STRONG FAMILIES	3,000
KALAMAZOO COUNTY HUMANE SOCIETY 4239 S WESTNEDGE KALAMAZOO, MI 49008	NONE OTHER PUBLIC CHARITY	SPECIAL APPEAL	1,000
OPEN DOOR AND NEXT DOOR SHELTERS 414 RANNEY ST KALAMAZOO, MI 49001	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	3,000.
KALAMAZOO VALLEY COMMUNITY COLLEGE FOUNDATION 6767 WEST "O" AVENUE PO BOX 4070 KALAMAZOO, MI 49003	NONE OTHER PUBLIC CHARITY	PRESIDENT'S DISCRETIONARY FUND	5,000
KVCC FOUNDATION 6767 WEST "O" AVENUE PO BOX 4070 KALAMAZOO, MI 49003	NONE OTHER PUBLIC CHARITY	THE BURDICK-THORNE FOUNDATION SCHOLARSHIP	7,500
RESIDENTIAL OPPORTUNITIES INCORPORATED 1100 SOUTH ROSE STREET KALAMAZOO, MI 49001	NONE OTHER PUBLIC CHARITY	GREAT LAKES CENTER FOR AUTISM TREATMENT AND RESEARCH	17,500
TOTAL CONTRIBUTIONS PAID			383,500.

THE BURDICK-THORNE FOUNDATION

38-2904527

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
IRVING S GILMORE INTERNATIONAL KEYBOARD FESTIVAL 359 S KALAMAZOO MALL, SUITE 101 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	2012 FESTIVAL FOR A CHAMBER MUSIC RECITAL	5,000
KALAMAZOO COLLEGE 1200 ACADEMY STREET KALAMAZOO, MI 49006	NONE OTHER PUBLIC CHARITY	SCHOLARSHIPS AND PRIVATE LESSONS AND ENSEMBLES	20,000
KALAMAZOO COLLEGE 1200 ACADEMY STREET KALAMAZOO, MI 49006	NONE OTHER PUBLIC CHARITY	VISITING ARTIST FUND	17,000
KALAMAZOO COMMUNITY FOUNDATION 151 SOUTH ROSE STREET, SUITE 332 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	KALAMAZOO RIVER VALLEY TRAILWAY CONSTRUCTION FUND	20,000
KALAMAZOO LOAVES AND FISHES 913 EAST ALCOTT KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	CAPITAL CAMPAIGN	10,000.
KALAMAZOO NATURE CENTER INC 7000 N. WESTNEDGE AVENUE KALAMAZOO, MI 49009	NONE OTHER PUBLIC CHARITY	NO CHILD LEFT INSIDE CAPITAL CAMPAIGN	26,000

THE BURDICK-THORNE FOUNDATION

38-2904527

FORM 990-E, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KVCC FOUNDATION 6767 WEST "O" AVENUE PO BOX 4070 KALAMAZOO, MI 49003	NONE OTHER PUBLIC CHARITY	THE BURDICK-THORNE FOUNDATION SCHOLARSHIP	30,000
PEOPLES CHURCH OF KALAMAZOO MICHIGAN 1758 NORTH TENTH STREET KALAMAZOO, MI 49009	NONE OTHER PUBLIC CHARITY	FEEDING OUR FLAME CAPITAL CAMPAIGN	5,000.
PRETTY LAKE VACATION CAMP 9123 WEST Q AVENUE MATTAWAN, MI 49071	NONE OTHER PUBLIC CHARITY	ADVANCEMENT CAMPAIGN	34,000
RESIDENTIAL OPPORTUNITIES INCORPORATED 1100 SOUTH ROSE STREET KALAMAZOO, MI 49001	NONE OTHER PUBLIC CHARITY	GREAT LAKES CENTER FOR AUTISM TREATMENT AND RESEARCH	17,500
SENIOR SERVICES INC 918 JASPER STREET KALAMAZOO, MI 49001	NONE OTHER PUBLIC CHARITY	VEHICLE REPLACEMENT	15,000
WESTERN MICHIGAN UNIVERSITY 1903 W MICHIGAN AVE KALAMAZOO, MI 49003-5403	NONE OTHER PUBLIC CHARITY	BURDICK-THORNE MEDALLION SCHOLARSHIP	37,500

THE BURDICK-THORNE FOUNDATION

38-2904527

FORM 990-BE, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 12 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

WESTERN MICHIGAN UNIVERSITY
1903 W MICHIGAN AVE
KALAMAZOO, MI 49008-5403

NONE
OTHER PUBLIC CHARITY

MUSIC DEPARTMENT SEMINAR PROGRAM

15,000

TOTAL CONTRIBUTIONS APPROVED

252,000

THE BURDICK-THORNE FOUNDATION

38-2904527

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT	
				FUNCTION	INCOME

DESCRIPTION

14

THE ENDOWMENT TEI FUND K-1

TOTALS

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust

THE BURDICK-THORNE FOUNDATION

Employer identification number

38-2904527

Note: Form 5227 filers need to complete **only Parts I and II**

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b

1b

2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824

2

3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts

3

4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet

4

5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back.

5

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b

6b

301,563.

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824

7

8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts

8

9 Capital gain distributions

9

18,318.

10 Gain from Form 4797, Part I

10

11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet

11

12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back.

12

319,881.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

JSA

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BURDICK-THORNE

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Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		319,881.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14 ▶	15		319,881.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if: • Either line 14b, col (2) or line 14c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31. ☐ No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2011

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

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

Part I only ☐

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

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Enter filer's identifying number, see instructions

Employer identification number (EIN) or

THE BURDICK-THORNE FOUNDATION

☒ 38-2904527

Number, street, and room or suite no. If a P.O. box, see instructions

☐ Social security number (SSN)

136 EAST MICHIGAN AVE., SUITE 1201

City, town or post office, state, and ZIP code. For a foreign address, see instructions

KALAMAZOO, MI 49007-3936

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

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

- The books are in the care of ► THE CONNABLE OFFICE, INC.

Telephone No ► 269 382-5800

FAX No ► 269 382-0079

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 20 11 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	12,363.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	7,663.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	4,700.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)