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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 FEB 1, 2011 , and ending JAN 31, 2012

Name of foundation THE WARREN & BETTY BURNSIDE FOUNDATION, INC.	A Employer identification number 55-0709158
Number and street (or P O box number if mail is not delivered to street address) Room/suite 300 WEST PIKE STREET	B Telephone number (304)623-3668
City or town, state, and ZIP code CLARKSBURG, WV 26301	C If exemption 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 change	D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 6,114,400.	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	120,583.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,898.	2,898.		STATEMENT 1
	4 Dividends and interest from securities	163,069.	163,069.		STATEMENT 2
	5a Gross rents	965.			STATEMENT 3
	b Net rental income or (loss) 965.				
	6a Net gain or (loss) from sale of assets not on line 10	94,174.			
	b Gross sales price for all assets on line 6a 458,637.				
	7 Capital gain net income (from Part IV, line 2)		94,174.		
	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)				
	11 Other income	1,591.	1,591.	0.	STATEMENT 4
	12 **Total.** Add lines 1 through 11	383,280.	261,732.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages	16,650.	0.	0.	16,650.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	6,517.	0.	0.	6,517.
	c Other professional fees STMT 6	1,170.	0.	0.	1,170.
	17 Interest				
	18 Taxes STMT	8,542.	0.	0.	3,307.
	19 Depreciation and depletion	9,309.	0.	9,037.	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	312.	0.	0.	312.
	23 Other expenses STMT 8	26,271.	0.	0.	26,271.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	68,771.	0.	9,037.	54,227.
	25 Contributions, gifts, grants paid	228,333.			228,333.
	26 **Total expenses and disbursements** Add lines 24 and 25	297,104.	0.	9,037.	282,560.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	86,176.			
	b **Net investment income** (if negative, enter -0-)		261,732.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	48,175.	70,400.	70,400.
	2 Savings and temporary cash investments	162,089.	223,813.	223,813.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	3,341.	3,519.	3,519.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	495,909.	339,376.	3,665,050.
	c Investments - corporate bonds STMT 10	3,605,397.	3,964,264.	1,664,193.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	2,027,226.	1,853,200.	184,357.
	14 Land, buildings, and equipment: basis ▶ 420,421.			
	Less accumulated depreciation STMT 12 ▶ 117,353.	312,002.	303,068.	303,068.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	6,654,139.	6,757,640.	6,114,400.
Liabilities	17 Accounts payable and accrued expenses	1,830.	1,155.	
	18 Grants payable	216,000.	234,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	217,830.	235,155.	
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	1,786,758.	1,786,758.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,649,551.	4,735,727.	
	30 **Total net assets or fund balances**	6,436,309.	6,522,485.	
	31 **Total liabilities and net assets/fund balances**	6,654,139.	6,757,640.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,436,309.
2	Enter amount from Part I, line 27a	2	86,176.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,522,485.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,522,485.

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	VANGUARD INVESTMENTS	P	VARIOUS	VARIOUS
b	VANGUARD INVESTMENTS-CAPITAL GAIN			
c	DISTRIBUTIONS	P	VARIOUS	VARIOUS
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	450,226.		364,463.	85,763.
b				
c	8,411.			8,411.
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				85,763.
b				
c				8,411.
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	94,174.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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 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	274,277.	5,510,752.	.049771
2009	258,176.	4,917,351.	.052503
2008	256,209.	5,378,271.	.047638
2007	254,036.	6,052,536.	.041972
2006	249,655.	4,733,396.	.052743

2	**Total** of line 1, column (d)	2	.244627
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	.048925
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,952,206.
5	Multiply line 4 by line 3	5	291,212.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,617.
7	Add lines 5 and 6	7	293,829.
8	Enter qualifying distributions from Part XII, line 4	8	282,560.

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 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	5,235.
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	5,235.
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	5,235.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 4,080.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	4,080.
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	1,155.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 13	10	X	

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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ (304) 623-3668

Located at ▶ 300 WEST PIKE STREET, CLARKSBURG, WV ZIP+4 ▶ 26301

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 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
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.)* N/A	3b		
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

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)?	☐ 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)?	N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ▶ 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. 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 ▶ 0

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**

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	
Total. Add lines 1 through 3 ▶	0.

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	3,893,230.
b	Average of monthly cash balances		1b	235,890.
c	Fair market value of all other assets		1c	1,913,729.
d	**Total** (add lines 1a, b, and c)		1d	6,042,849.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	6,042,849.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	90,643.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	5,952,206.
6	**Minimum investment return.** Enter 5% of line 5		6	297,610.

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	297,610.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 5,235.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	5,235.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	292,375.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	292,375.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	292,375.

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	282,560.
b	Program-related investments - total from Part IX-B	1b	0.
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	282,560.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	282,560.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				292,375.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 19,160.				
b From 2007				
c From 2008				
d From 2009 15,538.				
e From 2010 2,813.				
f **Total** of lines 3a through e	37,511.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 282,560.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				282,560.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	9,815.			9,815.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	27,696.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	9,345.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	18,351.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009 15,538.				
d Excess from 2010 2,813.				
e Excess from 2011				

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

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 (a) 2011	Prior 3 years (b) 2010	(c) 2009	(d) 2008	(e) Total
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:

JAMES C WEST, JR., 304-623-3668
300 WEST PIKE STREET, CLARKSBURG, WV 26301

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

SEE ATTACHMENT

c Any submission deadlines:

SEE ATTACHMENT

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

SEE ATTACHMENT

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*				
PAYMENT OF SCHOLARSHIPS APPROVED 1/31/11 FOR ACADEMIC YEAR 11/12	NONE	N/A	SCHOLARSHIPS AWARDED TO 106 STUDENTS	216,000.
Total			▶ 3a	216,000.
b *Approved for future payment*				
PAYMENT OF SCHOLARSHIPS APPROVED 1/31/12 FOR ACADEMIC YEAR 12/13	NONE	N/A	SCHOLARSHIPS AWARDED TO 116 STUDENTS	234,000.
Total			▶ 3b	234,000.

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	2,898.	
4 Dividends and interest from securities			14	163,069.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			14	965.	
6 Net rental income or (loss) from personal property					
7 Other investment income			15	1,591.	
8 Gain or (loss) from sales of assets other than inventory			14	94,174.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		262,697.	0.
13 **Total**. Add line 12, columns (b), (d), and (e)				13	262,697.

(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).

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
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
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee | Date 6/13/12 | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STACIE MILLER	Stacie J Miller, CPA	04/30/12		P00247848

Firm's name ▶ TOOTHMAN RICE, P.L.L.C. | Firm's EIN ▶ 55-0521993

Firm's address ▶ P.O. BOX 908, BRIDGEPORT, WV 26330 | Phone no. (304)624-5471

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization
THE WARREN & BETTY BURNSIDE FOUNDATION, INC.

Employer identification number
55-0709158

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
THE WARREN & BETTY BURNSIDE FOUNDATION, INC.	55-0709158

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WARREN BURNSIDE ESTATE 360 WASHINGTON AVENUE CLARKSBURG, WV 26301	$ 120,583.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: THE WARREN & BETTY BURNSIDE FOUNDATION, INC.

Employer identification number: 55-0709158

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: THE WARREN & BETTY BURNSIDE FOUNDATION, INC.

Employer identification number: 55-0709158

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	LAND											
22	LAND-OFFICE BLDG	06 30 92	L			113,000.			113,000.			0.
	* 990-PF PG 1 TOTAL - LAND					113,000.		0.	113,000.	0.	0.	0.
	BUILDING & IMPROVEMENTS											
10	IMPROVEMENTS-FND BLG	02 01 97	SL	39.00	17	127,613.			127,613.	45,672.		3,272.
11	IMPROVEMENTS-FND BLG	02 01 97	SL	39.00	17	10,733.			10,733.	3,839.		275.
12	FOUNDATION-OFFICE	02 01 97	SL	39.00	17	62,000.			62,000.	22,194.		1,590.
13	IMPROVEMENTS-FND BLG	02 01 97	SL	39.00	17	16,833.			16,833.	6,030.		432.
14	IMPROVEMENTS-FND BLG	02 01 97	SL	39.00	17	34,060.			34,060.	12,186.		873.
18	IMPROVE-OFFICE CARPET	09 17 97	200DB	7.00	17	1,268.			1,268.	1,268.		0.
28	KITCHEN REMODELING	10 04 00	150DB	15.00	17	5,942.			5,942.	4,364.		351.
29	AC/HEAT PUMP	12 19 00	150DB	7.00	17	894.			894.	894.		0.
30	ALARM SYSTEM	03 16 01	150DB	15.00	17	1,297.			1,297.	876.		77.
31	KITCHEN REMODELING	08 02 01	150DB	15.00	17	569.			569.	385.		33.
33	HEATPUMP COMPRESSOR	01 24 02	150DB	7.00	17	1,145.			1,145.	1,145.		0.
34	DOOR -FOUNDATION BLDG IMPROV	03 06 02	150DB	15.00	17	1,456.		437.	1,019.	628.		60.
36	SECURITY SYST-FND BLDG	05 16 02	150DB	15.00	17	3,448.		1,034.	2,414.	1,488.		142.
37	HEAT PUMP SYST-FND BLDG	12 06 02	150DB	15.00	17	1,073.		322.	751.	462.		44.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
38	HEAT PUMP	11 19 07	150DB	15.00	17	6,774.			6,774.	1,898.		488.
44	HEAT PUMPS	05 17 10	150DB	15.00	17	13,627.			13,627.	681.		1,295.
	* 990-PF PG 1 TOTAL - BUILDING & IMPRO					288,732.		1,793.	286,939.	104,010.	0.	8,932.
	MUSEUM FURNITURE & FIXTURES											
17	MUSEUM FURN AND FIXTURES	07 15 98		.000	16	15,622.			15,622.			0.
	* 990-PF PG 1 TOTAL - MUSEUM FURNITURE					15,622.		0.	15,622.	0.	0.	0.
	OFFICE EQUIPMENT											
19	(D)GATEWAY COMPUTER	01 13 98	200DB	5.00	17	1,675.			1,675.	1,675.		0.
20	TYPEWRITER	11 17 97	200DB	5.00	17	91.			91.	91.		0.
25	SWEEPER	03 29 00	200DB	5.00	17	262.			262.	262.		0.
26	OFFICE EQUIPMENT(COMPUTER	05 17 00	200DB	5.00	17	557.			557.	557.		0.
27	COLOR PRINTER	05 22 00	200DB	5.00	17	200.			200.	200.		0.
39	COMPUTER & SCANNER	12 16 09	200DB	5.00	17	1,582.		791.	791.	340.		180.
45	BROTHER PRINTER, FAX, COPY WIRELESS	01 30 12	200DB	5.00	19B	375.		188.	187.			197.
	* 990-PF PG 1 TOTAL - OFFICE EQUIPMENT					4,742.		979.	3,763.	3,125.	0.	377.
	* GRAND TOTAL 990-PF PG 1 DEPR					422,096.		2,772.	419,324.	107,135.	0.	9,309.

128102
05-01-11

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK-CHECKING & MONEY MKT ACCOUNTS	59.
INVESTMENT INTEREST	2,839.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,898.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VANGUARD	163,069.	0.	163,069.
TOTAL TO FM 990-PF, PART I, LN 4	163,069.	0.	163,069.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
EXCO RESOURCES, LLC	1	965.
TOTAL TO FORM 990-PF, PART I, LINE 5A		965.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	1,591.	1,591.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	1,591.	1,591.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,517.	0.	0.	6,517.
TO FORM 990-PF, PG 1, LN 16B	6,517.	0.	0.	6,517.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	1,170.	0.	0.	1,170.
TO FORM 990-PF, PG 1, LN 16C	1,170.	0.	0.	1,170.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER TAXES	2,734.	0.	0.	2,734.
PAYROLL TAXES	573.	0.	0.	573.
990 PF TAXES	5,235.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	8,542.	0.	0.	3,307.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UTILITIES	10,989.	0.	0.	10,989.
REPAIRS AND MAINTENANCE	10,867.	0.	0.	10,867.
INSURANCE EXPENSE	1,760.	0.	0.	1,760.
OFFICE EXPENSE	2,255.	0.	0.	2,255.
MISCELLANEOUS	400.	0.	0.	400.
TO FORM 990-PF, PG 1, LN 23	26,271.	0.	0.	26,271.

STATEMENT(S) 5, 6, 7, 8

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-CORPORATE STOCK	339,376.	3,665,050.
TOTAL TO FORM 990-PF, PART II, LINE 10B	339,376.	3,665,050.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN CORPORATE BONDS & CDS	3,964,264.	1,664,193.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,964,264.	1,664,193.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN MUTUAL FUNDS	COST	1,853,200.	184,357.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,853,200.	184,357.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
IMPROVEMENTS-FND BLG	127,613.	48,944.	78,669.
IMPROVEMENTS-FND BLG	10,733.	4,114.	6,619.
FOUNDATION-OFFICE	62,000.	23,784.	38,216.
IMPROVEMENTS-FND BLG	16,833.	6,462.	10,371.
IMPROVEMENTS-FND BLG	34,060.	13,059.	21,001.
MUSEUM FURN AND FIXTURES	15,622.	0.	15,622.
IMPROVE-OFFICE CARPET	1,268.	1,268.	0.
TYPEWRITER	91.	91.	0.
LAND-OFFICE BLDG	113,000.	0.	113,000.
SWEEPER	262.	262.	0.
OFFICE EQUIPMENT(COMPUTER DESK AND CHAIR)	557.	557.	0.

COLOR PRINTER	200.	200.	0.
KITCHEN REMODELING	5,942.	4,715.	1,227.
AC/HEAT PUMP	894.	894.	0.
ALARM SYSTEM	1,297.	953.	344.
KITCHEN REMODELING	569.	418.	151.
HEATPUMP COMPRESSOR	1,145.	1,145.	0.
DOOR -FOUNDATION BLDG IMPROV	1,456.	1,125.	331.
SECURITY SYST-FND BLDG	3,448.	2,664.	784.
HEAT PUMP SYST-FND BLDG	1,073.	828.	245.
HEAT PUMP	6,774.	2,386.	4,388.
COMPUTER & SCANNER	1,582.	1,311.	271.
HEAT PUMPS	13,627.	1,976.	11,651.
BROTHER PRINTER, FAX, COPY WIRELESS KEYBOARD & MOUSE	375.	197.	178.
TOTAL TO FM 990-PF, PART II, LN 14	420,421.	117,353.	303,068.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 13
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
WARREN BURNSIDE ESTATE	360 WASHINGTON AVENUE CLARKSBURG, WV 26301

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES C. WEST, JR. 300 WEST PIKE STREET CLARKSBURG, WV 26301	PRESIDENT 0.00	0.	0.	0.
JOHN L. WESTFALL 300 WEST PIKE STREET CLARKSBURG, WV 26301	VICE-PRESIDENT 0.00	0.	0.	0.
KATHRYN K. ALLEN 300 WEST PIKE STREET CLARKSBURG, WV 26301	TREASURER 0.00	0.	0.	0.
DEAN C. RAMSEY 300 WEST PIKE STREET CLARKSBURG, WV 26301	SECRETARY 0.00	0.	0.	0.
JEAN HARDESTY 300 WEST PIKE STREET CLARKSBURG, WV 26301	DIRECTOR 0.00	0.	0.	0.
HARRY MURRAY, JR. 300 WEST PIKE STREET CLARKSBURG, WV 26301	DIRECTOR 0.00	0.	0.	0.
ROBERT TOLLEY 300 WEST PIKE STREET CLARKSBURG, WV 26301	DIRECTOR 0.00	0.	0.	0.
TIM WHALEN 300 WEST PIKE STREET CLARKSBURG, WV 26301	DIRECTOR 0.00	0.	0.	0.
ROBERT KITTLE 300 WEST PIKE STREET CLARKSBURG, WV 26301	DIRECTOR 0.00	0.	0.	0.
BECKY WILSON 300 WEST PIKE STREET CLARKSBURG, WV 26301	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990-PF
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2011

Attachment Sequence No **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
THE WARREN & BETTY BURNSIDE FOUNDATION, INC.	FORM 990-PF PAGE 1	55-0709158

Part I **Election To Expense Certain Property Under Section 179** **Note:** *If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not include listed property.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	188.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not include listed property.)** (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	9,112.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property						
b	5-year property		187.	5 YRS.	MQ	200DB	9.
c	7-year property						
d	10-year property						
e	15-year property						
f	20-year property						
g	25-year property			25 yrs		S/L	
h	Residential rental property	/		27.5 yrs	MM	S/L	
		/		27.5 yrs	MM	S/L	
i	Nonresidential real property	/		39 yrs	MM	S/L	
		/			MM	S/L	

Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a	Class life					S/L	
b	12-year			12 yrs.		S/L	
c	40-year	/		40 yrs	MM	S/L	

Part IV **Summary** (See instructions.)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr.	22	9,309.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No | 24b If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2011 tax year:					
43 Amortization of costs that began before your 2011 tax year				43	
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	

The Warren and Betty Burnside Foundation, Inc.

Scholarship Amount: $2,000.00

Application Requirements:

- Be a resident of Harrison Country and a citizen of the United States
- Have graduated from and have attended a Harrison County high school for four (4) years prior to entering a university, college or technical institution.
- Demonstrated high scholastic achievement, shown leadership and initiative and be of good character. Additionally applicant must plan to attend an accredited academic institution.

Applicant must complete and submit this application to the Burnside Foundation.
**Additionally, applicants must re-apply each year for a scholarship.

**Applications are available the beginning of January from Harrison County high school counselors, online at http //www burnsidefoundation org or by request from the Burnside Foundation, 300 West Pike Street, Clarksburg, WV 26301, phone 304-623-3668 Office hours for the Foundation are 10 00 a m to 3 00 p m , Monday–Wednesday

APPLICATIONS MUST BE RETURNED ON OR BEFORE MARCH 15th There is no exception to this requirement

Submission of the following materials is required with a completed high school or college application:

High school students:

- Two (2) letters of recommendation are required. These letters must be from a teacher, counselor or principal at the high school the student is attending.
- A complete list of all Financial Aid for which the student has applied and/or financial aid the student is currently receiving.
- A transcript of all grades and score results from the SAT or ACT test.

College students:

- One (1) letter of recommendation is required from a professor in the student's academic major.
- An **official transcript of grades from the Registrar's Office for all semesters completed and a list of all courses in which the student is currently enrolled.**
- **A complete list of all financial aid the student is currently receiving.**

ALL applicants:

- A recent photograph (2 ½" x 3 ½") is required on the application.

Scholarship awards from The Warren and Betty Burnside Foundation, Inc. are for tuition and fees only. These scholarships do not provide for payment of room and board. An applicant who is receiving tuition, fees, or waivers from any other source ***will not be eligible*** for a scholarship from the Burnside Foundation.

The Burnside Foundation scholarship is designed for students who are enrolled for a minimum of twelve (12) credit hours each semester at an accredited institution.

IMPORTANT NOTIFICATIONS:

Any information provided in support of the student's application for the Burnside Foundation is privileged information.

** PROMISE Scholarship Information**

Students are eligible for the Burnside Scholarship and the Promise Scholarship if they attend a PRIVATE university or college. (Examples: West Virginia Wesleyan College, Alderson Broaddus College, etc.) Students who attend a PUBLIC institution of higher education are NOT eligible for the Burnside Scholarship if awarded the Promise Scholarship. (Examples: West Virginia University, Fairmont State University, etc.)

Fifth (5^{th}) Year Seniors

The Burnside Scholarship is awarded for four (4) consecutive years of collegiate work. Fifth (5^{th}) year seniors who are starting the fall semester and who will graduate in December of that year are not eligible for scholarship consideration.

HIGH SCHOOL STUDENT

2 ½ x 3 ½
Attach Recent
Photo Here!

APPLICATION FOR YEAR 2011-2012

THE WARREN and BETTY BURNSIDE FOUNDATION, INC. SCHOLARSHIP APPLICATION

(Please type or print legibly)

1. **NAME:** ***Last Name*** ***First*** ***Middle***
_____

2. **HOME ADDRESS:**
Street _____
City _____ ***State*** _____ ***Zip Code*** _____
County _____
Telephone Number: (304)_____

3. **Date of Birth:**____/_____/19 _____ **Social Security #** _____-____-_____

4. **Sex (Male/Female)** _____ **# of years a resident of Harrison County:** _____

5. **Names of Parents or Legal Guardian(s):**

Father: _____**Employer:** _____
Mother: _____**Employer:** _____

Family Income: (Check Mark) ___$5,000. - $25,000. ___$25,000. - $50,000. ___$50,000. - $75,000. ____$75,000. - $100,000. ___$100,000. - $150,000. ___$150,000. - $200,000. ___$200,000. +

6. **Name of HIGH SCHOOL that you attend:** _____

7. **Name of COLLEGE or SCHOOL <u>you will attend this fall:</u>**
_____

8. ***COPY of each of the following must be attached to this application:***

****American College Test (ACT), Scholastic Aptitude Test (SAT) and Transcript of GRADES****

9. **In the Space Below List your most important activities School, Church and Community including any Offices Held, Awards Received or Special Recognitions.**

_____
_____
_____
_____
_____
_____
_____
_____

10. **(2) REFERENCES: must be from the school that you attend**

Name:_____
Address: _____
Phone Number: _____

Name:_____
Address:_____
Phone Number: _____

11. **Please Describe in 200 Words or Less Your Career/Life Goals and Why you are Deserving of this Scholarship (include family and financial circumstances and list others in your family attending college). What do you consider to be significant achievements in your life?**

12. **Provide a List of All Sources (including amounts) of Financial Assistance you have applied for or currently receiving. If tuition is to be fully funded by other sources, all monies awarded by the Burnside Foundation must be returned.**

	Applied for	Currently Receiving
Federal Money	$_____	$_____
Promise Scholarship	$_____	$_____
Pell Grant	$_____	$_____
WV Grant	$_____	$_____
SEDG Grant	$_____	$_____
ANY OTHERS		
_____	$_____	$_____
_____	$_____	$_____
_____	$_____	$_____
_____	$_____	$_____

I hereby certify that the information set forth in this application is true to the best of my knowledge. Further, I hereby give my permission for *The Warren and Betty Burnside Foundation, Inc., or its designated representatives,* to contact any financial Aid Officer, Guidance Counselor, or other advisor at any school in which I am enrolled, have been previously enrolled or to which I have made application for the purpose of soliciting and obtaining information which may be necessary or helpful to the Foundation in understanding my academic career and financial needs in connection with the processing of this application or for purposes of auditing the use of scholarship funds received as a result of application made to The Warren and Betty Burnside Foundation, Inc.

_____ _____

(Signature) **(Date)**

Return Application to:

The Warren and Betty Burnside Foundation, Inc.
300 W. Pike Street
Clarksburg, WV 26301

Application may be dropped in mail slot under the window at the office building

DEADLINE DATE by: March 15, 2011 *** NO EXCEPTIONS ***

***** DO NOT PUT THIS APPLICATION IN A FOLDER OR BINDER*****

2 ½ x 3 ½
Attach Recent Photo Here!

COLLEGE STUDENT

APPLICATION FOR YEAR 2011 - 2012

THE WARREN and BETTY BURNSIDE FOUNDATION, INC. SCHOLARSHIP APPLICATION

(Please type or print legibly)

1. **NAME:** *Last Name* *First* *Middle*

   _____

2. **HOME ADDRESS:**
   Street _____
   City _____ *State* _____ *Zip Code* _____
   County _____

3. **Telephone Number: (304) _____**

4. **Birth date: _____/ _____/ 19____ Social Security # _____- _____-_____**

5. **Sex (Male/Female) _____ # of year a resident of Harrison Co. _____**

6. **Names of Parents or Legal Guardian(s):**
   Father: _____ Employer: _____
   Mother: _____ Employer: _____
   Family Income: (Check Mark) ___ $5,000. - $25,000. ___$25,000. - $50,000. ___ $50,000. - $75,000. ____ $75,000. - $100,000. ____ $100,000. - $150,000. ___ $150,000. - $200,000. ____ $200,000. +

7. **Name of COLLEGE or SCHOOL that you ATTEND:**

   Name: _____
   Location: _____
   Number of Years Attended: _____
   Are you a Resident on Campus _____ Do you Commute to Campus _____

8. **This FALL you will ENTER CLASSES as: _____ Sophomore _____ Junior _____ Senior ** *Student ID #* _____ ****

8. **I have received *The Burnside Scholarship* for the past number of years:**

9.

_____	**2007/08**	**school year for**	_____**$1,750.**	_____**$1,750.**
_____	**2008/09**	**school year for**	_____**$2,000.**	_____**$2,000.**
_____	**2009/10**	**school year for**	_____**$2,000.**	_____**$2,000.**
_____	**2010/11**	**school year for**	_____**$2,000.**	_____**$2,000.**

10. ****A COPY *of GRADES for each semester in School must accompany this application.*****

Include cost of last years *Tuition and Fees:* **$**_____
Books: **$**_____

11. **List any Leadership Activities, Special Academic or Service Awards for which you are especially proud. (DO NOT Include High School Activities)**

_____
_____
_____
_____
_____

12. **(2) REFERENCES: (1) from a Professor in the student's academic area and (1) from the Registrar's office to include official transcript and current schedule.**

Professor's Name _____
Address: _____
Phone Number: _____

Registrar's Name _____
Address: _____
Phone Number: _____

13. **Describe in 200 Words or Less Your Career/Life Goals and why you are deserving of this Scholarship (include family and financial circumstances, how many members in your family attending College). Please list your goals and have they changed during this past year and Why?**

14. Provide a List of All Sources (including amounts) of Financial Assistance you have applied for or currently receiving from the Financial Aid Office. If tuition is fully funded by other sources, all monies awarded by the Burnside Foundation must be returned. * A LETTER FROM YOUR COLLEGE OF YOUR FINANCIAL ASSISTANCE *** See: Sample Letter**

	Applied for:	Currently Receiving
Federal Money	$_____	$_____
Promise Scholarship	$_____	$_____
Pell Grant	$_____	$_____
WV Grant	$_____	$_____
SEDG Grant	$_____	$_____
Any OTHERS		
_____	$_____	$_____
_____	$_____	$_____
_____	$_____	$_____

I hereby certify that the information set forth in this application is true to the best of my knowledge. Further, I hereby give my permission for *The Warren and Betty Burnside Foundation, Inc., or its designated representatives,* to contact any financial Aid Officer, Guidance Counselor, or other advisor at any school in which I am enrolled, have been previously enrolled or to which I have made application for the purpose of soliciting and obtaining information which may be necessary or helpful to the Foundation in understanding my academic career and financial needs in connection with the processing of this application or for purposes of auditing the use of scholarship funds received as a result of application made to The Warren and Betty Burnside Foundation, Inc.

_____ _____

(Signature) **(Date)**

Return Application to:

The Warren and Betty Burnside Foundation, Inc.
300 W. Pike Street
Clarksburg, WV 26301

Application may be dropped in mail slot under the window at the office building

DEADLINE DATE by: March 15, 2011 ** NO EXCEPTIONS *