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 DEC 1, 2011 **, and ending** NOV 30, 2012

Name of foundation
JAMES E. & DIANE W. BURKE FOUNDATION INC
C/O PORZIO BROMBERG AND NEWMAN PC

A Employer identification number 52-1632596

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
100 SOUTHGATE PARKWAY, PO BOX 1997

B Telephone number 973-538-4006

City or town, state, and ZIP code
MORRISTOWN, NJ 07962-1997

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: [X] 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)* ▶$ 14,899,066.

J Accounting method: [X] 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))

	Line	Description	(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	486,020.	486,020.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,224,957.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 4,084,572.				
	7	Capital gain net income (from Part IV, line 2)		3,189,680.		
	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				
	12	**Total** Add lines 1 through 11	2,710,977.	3,675,700.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 3	70,921.	23,640.		47,281.
	b	Accounting fees				
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	9,861.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	53,781.	17,926.		35,855.
	24	**Total operating and administrative expenses** Add lines 13 through 23	134,563.	41,566.		83,136.
	25	Contributions, gifts, grants paid	250,000.			250,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	384,563.	41,566.		333,136.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	2,326,414.			
	b	**Net investment income** (if negative, enter -0-)		3,634,134.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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11530715 138940 BURKEFDN 2011.05080 JAMES E. & DIANE W. BURKE F BURKEFD2

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	<5,725.>	<24,391.>	<24,391.>
	2	Savings and temporary cash investments	510,679.	634,056.	634,056.
	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			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	4,546,206.		
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 6	0.	6,789,630.	14,289,401.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	5,051,160.	7,399,295.	14,899,066.
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			
	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 ▶ [X] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	4,857,423.	5,051,160.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	193,737.	2,348,135.	
	30	**Total net assets or fund balances**	5,051,160.	7,399,295.	
	31	**Total liabilities and net assets/fund balances**	5,051,160.	7,399,295.	

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	5,051,160.
2	Enter amount from Part I, line 27a	2	2,326,414.
3	Other increases not included in line 2 (itemize) ▶ ADJUSTMENT TO CORRECT BOA BALANCE	3	21,747.
4	Add lines 1, 2, and 3	4	7,399,321.
5	Decreases not included in line 2 (itemize) ▶ MISCELLANEOUS ADJUSTMENT	5	26.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,399,295.

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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 ATTACHED	D	VARIOUS	
b	SEE ATTACHED	P	VARIOUS	
c	BANK OF INDIA REDEMPTION	P	08/11/11	02/15/12
d	UBS SELECT PRIME INSTITUTIONAL	P	VARIOUS	
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	3,367,762.		188,209.	3,179,553.
b	496,460.		486,333.	10,127.
c	171,000.		171,000.	0.
d	49,350.		49,350.	0.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				3,179,553.
b				10,127.
c				0.
d				0.
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** 3,189,680.

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	257,615.	13,615,701.	.018920
2009	475,340.	13,259,459.	.035849
2008	1,031,070.	12,273,251.	.084010
2007	81,074.	14,403,534.	.005629
2006	101,080.	13,728,769.	.007363

2	**Total** of line 1, column (d)	2	.151771
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	.030354
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	14,365,896.
5	Multiply line 4 by line 3	5	436,062.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	36,341.
7	Add lines 5 and 6	7	472,403.
8	Enter qualifying distributions from Part XII, line 4	8	333,136.

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	72,683.
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	72,683.
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	72,683.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,209.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	83,200.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	92,409.
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	19,726.
11 Enter the amount of line 10 to be. **Credited to 2012 estimated tax** ▶		19,726. **Refunded** ▶	11	0.

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) ▶ NJ			
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	10		X

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

			Yes	No
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 ▶ PORZIO BROMBERG AND NEWMAN PC Telephone no.▶973-538-4006

Located at ▶100 SOUTHGATE PKWY, PO BOX 1997, MORRISTOWN, NJ ZIP+4 ▶07962-1997

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

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)? 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

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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)?	☐ 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 SEE STATEMENT 8

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 7		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
N/A	0.00	0.	0.	0.

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
N/A		0.
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	0.
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	0.
2	
All other program-related investments. See instructions.	
3 N/A	0.
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	13,437,092.
b	Average of monthly cash balances	1b	1,147,574.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	14,584,666.
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	14,584,666.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	218,770.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,365,896.
6	**Minimum investment return** Enter 5% of line 5	6	718,295.

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	718,295.
2a	Tax on investment income for 2011 from Part VI, line 5 2a 72,683.		
b	Income tax for 2011. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	72,683.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	645,612.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	645,612.
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	645,612.

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	333,136.
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	333,136.
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	333,136.

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				645,612.
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				
b From 2007				
c From 2008 425,368.				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	425,368.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 333,136.				
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				333,136.
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))	312,476.			312,476.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	112,892.			
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	0.			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a	112,892.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008 112,892.				
c Excess from 2009				
d Excess from 2010				
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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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					
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).)

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 ▶ [X] 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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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				
PRINCETON UNIVERSITY ART MUSEUM	N/A	PC	GENERAL SUPPORT	250,000.
Total			▶ 3a	250,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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					
4 Dividends and interest from securities			14	486,020.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	2,224,957.	
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.		2,710,977.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 2,710,977.

(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] 7/15/13 ▶ TRUSTEE

Signature of officer or trustee Date 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
MARY B. GOLDHIRSCH	Mary B Goldhirsch MARY B. GOLDHIRSC	7/15/2013		P00964392
Firm's name ▶ PORZIO BROMBERG AND NEWMAN PC			Firm's EIN ▶ 22-2005150	
Firm's address ▶ 100 SOUTHGATE PKWY, PO BOX 1997 MORRISTOWN, NJ 07962-1997			Phone no. 973-538-4006	

Form 990-PF (2011)

123622 12-02-11

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED	DONATED	VARIOUS	

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,367,762.	1,152,932.	0.	0.	2,214,830.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED	PURCHASED	VARIOUS	

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
496,460.	486,333.	0.	0.	10,127.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BANK OF INDIA REDEMPTION	PURCHASED	08/11/11	02/15/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
171,000.	171,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBS SELECT PRIME INSTITUTIONAL	PURCHASED	VARIOUS	

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
49,350.	49,350.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	2,224,957.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS PER ACCTG	482,102.	0.	482,102.
INTEREST PRE ACCTG	13,942.	0.	13,942.
LESS: ACCRUED INTEREST PAID	<10,024.>	0.	<10,024.>
TOTAL TO FM 990-PF, PART I, LN 4	486,020.	0.	486,020.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORZIO, BROMBERG & NEWMAN, P.C.	70,921.	23,640.		47,281.
TO FM 990-PF, PG 1, LN 16A	70,921.	23,640.		47,281.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UNITED STATES TREASURY EXCISE TAXES	9,861.	0.		0.
TO FORM 990-PF, PG 1, LN 18	9,861.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS FEES	75.	25.		50.
INVESTMENT ADVISORY FEES	53,356.	17,785.		35,571.
STATE OF NJ ANNUAL REPORT	25.	8.		17.
BANK SERVICE CHARGES	325.	108.		217.
TO FORM 990-PF, PG 1, LN 23	53,781.	17,926.		35,855.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	6,789,630.	14,289,401.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,789,630.	14,289,401.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DIANE W. BURKE 6 CONSTITUTION HILL PRINCETON, NJ 08540	TRUSTEE 0.00	0.	0.	0.
JAMES C.E. BURKE 5 CONSTITUTION HILL PRINCETON, NJ 08540	TRUSTEE 0.00	0.	0.	0.
PHYLLIS DAVIS 284 OCEAN ROAD BRIDGEHAMPTON, NY 11932	TRUSTEE 0.00	0.	0.	0.
PHILIP J. SIANA 1026 BUXTON ROAD BRIDGEWATER, NJ 08807	TRUSTEE 0.00	0.	0.	0.
CHARLES CARROLL 3A POND STREET ROWAYTON, CT 06853	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

PRINCIPAL BALANCE ON HAND

James E and Dıane W Burke Foundatıon, Inc
As of 11/30/2012

	Fair Market Value	Book Value
Cash on Hand		
Cash - Glenmede Trust Company, NA (Principal)	(30,603 27)	(30,603 27)
Cash - Glenmede Trust Company, NA (Income)	401 38	401.38
Checking Accounts		
Bank of America Checking Account No 0084 4101 8828	5,810 58	5,810 58
Money Market Accounts		
Glenmede Fund Inc - Gov't Cash Portfolio (Principal)	384,979 00	384,979.00
Glenmede Fund Inc - Gov't Cash Portfolio (Income)	249,077 00	249,077.00
Common Stocks		
Johnson & Johnson 155,988 Units	10,877,043 24	3,393,274 00
Mutual Funds		
Blackrock Funds II Floating Rate Inst 20,666.667 Units	214,520 00	214,200 00
Glenmede Fund Inc - Secured Options 38,000 Units	500,460 00	503,340 00
Glenmede Fund Inc - Core Fixed Income Portolio 20,000 Units	235,000 00	233,800 00
Glenmede Int'l Secured Options Port 9,000 Units	92,970 00	91,350 00
iShares Barclays Intermediate Fund 3,000 Units	334,980 00	327,220 05
Matthews Asian Growth & Income Fund 5,000 Units	91,850 00	85,850 00
Payden High Income Fund 10,000 Units	73,000 00	70,900.00
Pimco Total Return Fund - Institutional 56,531 902 Units	656,900 70	642,013 97

PRINCIPAL BALANCE ON HAND

James E and Diane W Burke Foundation, Inc
As of 11/30/2012

	Fair Market Value	Book Value
Templeton Global Bond Fund 5,000 Units	67,850 00	65,500 00
TIAA CREF High Yield Fund 19,980 545 Units	206,399 03	202,400 00
Federal Notes and Bonds		
$20,000 Federal National Mortgage Assoc Interest rate 5 00% Maturity date 05/11/2017 20,000 Units	23,814 00	23,776 12
$25,000 Federal Home Loan Bank Interest rate 3 625% Maturity date 10/18/2013 25,000 Units	25,742 50	25,994.75
$40,000 U.S Treasury Note Interest rate 4 75% Maturity date 08/15/2017 40,000 Units	47,760 00	47,915 76
$50,000 Federal Home Loan Bank Interest rate 5 00% Maturity date 11/17/2017 50,000 Units	60,335 00	60,486 00
$60,000 U S Treasury Note Interest rate 2 75% Maturity date 02/28/2013 60,000 Units	60,384 00	60,869.73
$60,000 U S Treasury Note Interest rate 2 25% Maturity date 05/31/2014 60,000 Units	61,794 00	62,135 35
$70,000 Federal Home Loan Bank Interest rate 5 375% Maturity date 05/18/2016 70,000 Units	81,858 00	82,518 94

PRINCIPAL BALANCE ON HAND

James E and Dıane W Burke Foundatıon, Inc
As of 11/30/2012

	Faır Market Value	Book Value
$75,000 Federal Home Loan Mortgage Corp Interest rate 5 00% Maturıty date 07/15/2014 75,000 Unıts	80,707 50	81,763 20
Corporate Bonds		
$30,000 Caterpillar Inc Interest rate 7 90% Maturıty date 12/15/2018 30,000 Unıts	41,250 00	40,785 00
$30,000 IBM Corp Interest rate 8 375% Maturıty date 11/1/2019 30,000 Unıts	43,134 00	43,114.20
$30,000 Pepsıco Inc Interest rate 7 90% Maturıty date 11/01/2018 30,000 Unıts	40,989 00	40,610 10
$35,000 General Electrıc Cap Corp Interest rate 5 625% Maturıty date 09/15/2017 35,000 Unıts	41,307 00	41,106 45
$35,000 John Deere Cap Interest rate 3 90% Maturıty date 7/12/2021 35,000 Unıts	39,476 50	39,749 85
$35,000 Johnson & Johnson Interest rate 5 15% Maturıty date 07/15/2018 35,000 Unıts	42,815 50	42,855 75
$35,000 Oracle Corp Interest rate. 5 75% Maturity date 4/15/2018 35,000 Unıts	42,892 50	43,152 90
$35,000 Procter & Gamble Co Interest rate 4 70% Maturıty date. 02/15/2019 35,000 Unıts	41,748 00	41,722 80

PRINCIPAL BALANCE ON HAND
James E and Dıane W Burke Foundatıon, Inc
As of 11/30/2012

	Faır Market Value	Book Value
$35,000 Bear Stearns Cos LLC Interest rate 6 40% Maturıty date 10/02/2017 35,000 Unıts	42,329 00	41,937 35
$40,000 Toyota Motor Credit Corp. Interest rate 2 05% Maturıty date 01/12/2017 40,000 Unıts	41,612 00	41,495 20
$40,000 Wal-Mart Stores Inc Interest rate 3 25% Maturıty date 10/25/2020 40,000 Unıts	43,980 00	44,254 80
$40,000 Amerıcan Express Credıt Corp Interest rate 1 75% Maturıty date 6/12/2015 40,000 Unıts	40,844 00	40,974 00
$40,000 Blackrock Inc Interest rate 3 50% Maturıty date 12/10/2014 40,000 Unıts	42,304 00	42,651 20
Mıscellaneous Property		
350 Johnson & Johnson Call Optıon 03/16/2013	(48,650 00)	(30,089.09)
Uncashed check - UBS Fınancıal Servıces	2 32	2 32
PRINCIPAL BALANCE ON HAND	14,899,066 48	7,399,295 39

GAINS AND LOSSES ON SALES AND OTHER DISPOSITIONS

James E and Diane W Burke Foundation, Inc
For Period 12/01/2011 Through 11/30/2012

			Gain	Loss
02/15/2012	Redemption of $171,000 Bank of India NY CD			
	Net Proceeds	$ 171,000 00		
	Fiduciary Acquisition Value	171,000 00		
	Net Gain		$ 0 00	
03/30/2012	Sale of 49,349 53 shares UBS Select Prime Institutional Fund 49,349 53 Units			
	Net Proceeds	$ 49,349 53		
	Fiduciary Acquisition Value	49,349 53		
	Net Gain		0 00	
05/29/2012	Sale of 5,000 shares Johnson & Johnson 5,000 Units			
	Net Proceeds	$ 312,069 00		
	Fiduciary Acquisition Value	108,767 15		
	Net Gain		203,301 85	
05/30/2012	Sale of 5,000 shares Johnson & Johnson 5,000 Units			
	Net Proceeds	$ 311,549 51		
	Fiduciary Acquisition Value	108,767 15		
	Net Gain		202,782 36	
06/07/2012	Sale of 5,000 shares Johnson & Johnson 5,000 Units			
	Net Proceeds	$ 313,848 96		
	Fiduciary Acquisition Value	108,767 15		
	Net Gain		205,081 81	
06/11/2012	Sale of 5,000 shares Johnson & Johnson 5,000 Units			
	Net Proceeds	$ 311,856 00		
	Fiduciary Acquisition Value	108,767 15		
	Net Gain		203,088 85	

GAINS AND LOSSES ON SALES AND OTHER DISPOSITIONS

James E and Diane W Burke Foundation, Inc
For Period 12/01/2011 Through 11/30/2012

			Gain	Loss
06/11/2012	Sale of 5,000 shares Johnson & Johnson 5,000 Units			
	Net Proceeds	$ 313,463 97		
	Fiduciary Acquisition Value	108,767 15		
	Net Gain		$ 204,696 82	
06/12/2012	Sale of 5,000 shares Johnson & Johnson 5,000 Units			
	Net Proceeds	$ 310,312 54		
	Fiduciary Acquisition Value	108,767.15		
	Net Gain		201,545 39	
06/13/2012	Sale of 5,000 shares Johnson & Johnson 5,000 Units			
	Net Proceeds	$ 319,992 82		
	Fiduciary Acquisition Value	108,767 15		
	Net Gain		211,225 67	
06/13/2012	Sale of 8,000 shares Johnson & Johnson 8,000 Units			
	Net Proceeds	$ 514,260 47		
	Fiduciary Acquisition Value	174,027 44		
	Net Gain		340,233 03	
06/14/2012	Sale of 5,000 shares Johnson & Johnson 5,000 Units			
	Net Proceeds	$ 326,766 17		
	Fiduciary Acquisition Value	108,767 15		
	Net Gain		217,999 02	
06/19/2012	Sale of 5,000 shares Johnson & Johnson 5,000 Units			
	Net Proceeds	$ 333,642 52		
	Fiduciary Acquisition Value	108,767 15		
	Net Gain		224,875 37	

GAINS AND LOSSES ON SALES AND OTHER DISPOSITIONS

James E and Diane W Burke Foundation, Inc
For Period 12/01/2011 Through 11/30/2012

			Gain	Loss
10/31/2012	Sale of 3,493 96 shares Pimco Total Return Fund - Institutional 3,493 96 Units			
	Net Proceeds	$ 40,495 00		
	Fiduciary Acquisition Value	39,679 74		
	Net Gain		$ 815 26	
10/31/2012	Sale of 2,000 shares iShares Barclays Intermediate Fund 2,000 Units			
	Net Proceeds	$ 223,614 98		
	Fiduciary Acquisition Value	218,146 70		
	Net Gain		5,468 28	
11/15/2012	Sale of 5,000 shares Glenmede Fund Inc - Core Fixed Income Port 5,000 Units			
	Net Proceeds	$ 58,650 00		
	Fiduciary Acquisition Value	58,450 00		
	Net Gain		200 00	
11/27/2012	Sale of 14,974 138 shares Pimco Total Return Fund - Institutional 14,974.138 Units			
	Net Proceeds	$ 173,700 00		
	Fiduciary Acquisition Value	170,056 29		
	Net Gain		3,643 71	
	Net Gain		$ 2,224,957 42	

Form **8868** (Rev January 2012) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- 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	Name of exempt organization or other filer, see instructions JAMES E. & DIANE W. BURKE FOUNDATION INC C/O PORZIO BROMBERG AND NEWMAN PC	Employer identification number (EIN) or [X] 52-1632596
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P.O box, see instructions 100 SOUTHGATE PARKWAY, PO BOX 1997	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions MORRISTOWN, NJ 07962-1997	

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 ▶ PORZIO BROMBERG AND NEWMAN PC - 100 SOUTHGATE PKWY, PO BOX 1997 - MORRISTOWN, NJ 07962-1997

  Telephone No ▶ 973-538-4006 FAX No ▶ 973-538-5146
- 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 JULY 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [ ] calendar year ______ or

▶ [X] tax year beginning DEC 1, 2011 , and ending NOV 30, 2012

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	$ 92,409.
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	$ 9,209.
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	$ 83,200.

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