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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation The Burdick-Thorne Foundation		A Employer identification number 38-2904527	
% THE CONNABLE OFFICE INC		B Telephone number (see instructions) (269) 382-5800	
Number and street (or P O box number if mail is not delivered to street address) 136 E Michigan Ave Ste 1201 Suite		Room/suite	
City or town, state, and ZIP code Kalamazoo, MI 49007		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,530,190		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	202	202		
	4 Dividends and interest from securities.	256,659	256,659		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	118,670			
	b Gross sales price for all assets on line 6a _____ 2,198,648				
	7 Capital gain net income (from Part IV , line 2)		118,670		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 25	25		
	12 Total. Add lines 1 through 11	375,556	375,556		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	 3,745	0	0	3,745
	c Other professional fees (attach schedule)	 103,247	33,039		70,208
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 8,890			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 11,527	10,496		1,031
	24 Total operating and administrative expenses. Add lines 13 through 23	127,409	43,535	0	74,984
	25 Contributions, gifts, grants paid	456,500			456,500
	26 Total expenses and disbursements. Add lines 24 and 25	583,909	43,535	0	531,484
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-208,353			
	b Net investment income (if negative, enter -0-)		332,021		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	573,651	175,940	175,940
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	8,589,097	8,882,177	10,354,250
	c	Investments—corporate bonds (attach schedule).	154,340	0	0
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,317,088	9,058,117	10,530,190	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	9,317,088	9,058,117	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	9,317,088	9,058,117	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,317,088	9,058,117		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1 9,317,088
2	Enter amount from Part I, line 27a	2 -208,353
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 9,108,735
5	Decreases not included in line 2 (itemize) ▶ _____	5 50,618
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 9,058,117

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)
1 a	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAIN DIVIDENDS	P		
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,147,115		2,079,978	67,137
b			51,533
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			67,137
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	118,670
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	460,867	10,463,718	0 044044
2010	354,013	9,743,847	0 036332
2009	496,869	8,560,480	0 058042
2008	575,643	10,364,321	0 055541
2007	627,945	11,657,694	0 053865

2 Total of line 1, column (d).	2	0 247824
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 049565
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	10,196,365
5 Multiply line 4 by line 3.	5	505,383
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,320
7 Add lines 5 and 6.	7	508,703
8 Enter qualifying distributions from Part XII, line 4.	8	531,484

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,320
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	3,320
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,320
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,739	
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	4,739
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	1,419
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,419	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

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? <input checked="" type="checkbox"/>		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
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 <input checked="" type="checkbox"/>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T. <input checked="" type="checkbox"/>			
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MI _____			
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	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of THE CONNABLE OFFICE INC Telephone no (269) 382-5800 Located at 136 E MICHIGAN AVE 1201 Kalamazoo MI ZIP+4 49007			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, 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		No
See 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? (6) Agree to pay money or property to a government official? (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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		1b	No
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 2012?		1c	No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).		2b	No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.).		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	No
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 2012?		4b	No

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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

5b

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)?

YesNo

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

YesNo

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

YesNo

6b

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

YesNo

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?

YesNo

7b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

YesNo

Part VIII

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

1

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

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

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

0

Form 990-PF (2012)

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	10,021,829
b	Average of monthly cash balances.	1b	329,811
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	10,351,640
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	10,351,640
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	155,275
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,196,365
6	Minimum investment return. Enter 5% of line 5.	6	509,818

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	509,818
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	3,320
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,320
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	506,498
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	506,498
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	506,498

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	531,484
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	531,484
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	3,320
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	528,164
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				506,498
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			1,984	
b Total for prior years 2010 , 2009 , 2008				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 531,484				
a Applied to 2011, but not more than line 2a			1,984	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				506,498
e Remaining amount distributed out of corpus	23,002			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	23,002			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	23,002			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . . 23,002				

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

NONE

b

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

NONE

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				456,500
b <i>Approved for future payment</i> See Additional Data Table				
Total				223,500

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	202	
4 Dividends and interest from securities.			14	256,659	
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.				25	
8 Gain or (loss) from sales of assets other than inventory			18	118,670	
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).				375,556	
13 Total. Add line 12, columns (b), (d), and (e).				375,556	375,556

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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.			

[illegible]

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

**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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-08-15	*****	May the IRS discuss this return with the preparer shown below (see instr.)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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 <input checked="checked" type="checkbox"/>	PTIN
Daniel Fuller	Daniel Fuller	2013-08-15		
Firm's name <input type="checkbox"/>	BDO USA LLP		Firm's EIN <input type="checkbox"/>	
	200 OTTAWA AVE NW STE 300			
Firm's address <input type="checkbox"/>	GRAND RAPIDS, MI 49503		Phone no (616) 774-7000	

Form 990PF Part VIII Line 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
JAMES C MELVIN	PRESIDENT/TRUSTEE 1 0	0		
136 E Michigan Ave Ste 1201 Kalamazoo, MI 49007				
LOYAL A ELDRIDGE III	VICE PRES/SECRETARY/TRUSTEE 1 0	0		
136 E Michigan Ave Ste 1201 Kalamazoo, MI 49007				
DAVID S KRUIS	TREASURER/TRUSTEE 2 0	0		
136 E Michigan Ave Ste 1201 Kalamazoo, MI 49007				
BETSY V THORNE	TRUSTEE 1 0	0		
136 E Michigan Ave Ste 1201 Kalamazoo, MI 49007				
ANDREA M THORNE	TRUSTEE 1 0	0		
136 E Michigan Ave Ste 1201 Kalamazoo, MI 49007				
BRADLEY E WELLER	VICE PRESIDENT/TRUSTEE 1 0	0		
136 E Michigan Ave Ste 1201 Kalamazoo, MI 49007				
JAMES S HILBOLDT	EMERITUS TRUSTEE 1 0	0		
136 E Michigan Ave Ste 1201 Kalamazoo, MI 49007				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN RED CROSS OF GREATER KALAMAZOO 5640 VENTURE CT KALAMAZOO,MI 49009	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	7,000
ARTS COUNCIL OF GREATER KALAMAZOO EPIC CENTER 359 S KALAMAZOO MALL KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	10,000
WESTERN MICHIGAN UNIVERSITY 1903 W MICHIGAN AVE KALAMAZOO,MI 490085403	NONE	OTHER PUBLIC CHARITY	MUSIC DEPARTMENT SEMINAR PROGRAM	5,000
BACH FESTIVAL SOCIETY OF KALAMAZOO INC 1200 ACADEMY STREET KALAMAZOO,MI 49006	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	4,000
BIRMINGHAM-BLOOMFIELD SYMPHONY ORCHESTRA 155 BATES SECOND FLOOR BIRMINGHAM,MI 48009	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	6,000
BOYS & GIRLS CLUBS OF GREATER KALAMAZOO INC 915 LAKE STREET KALAMAZOO,MI 49009	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	3,000
COMMUNITY HEALING CENTERS 1910 SHAFFER STREET KALAMAZOO,MI 49048	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	3,000
CRESCENDO ACADEMY OF MUSIC INC 359 SOUTH BURDICK STREET KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	YOUNG STRINGS ACADEMY	3,000
FAMILY & CHILDREN SERVICES INC 1608 LAKE STREET KALAMAZOO,MI 49001	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	10,000
FOCUS HOPE 1355 OAKMAN BOULEVARD DETROIT,MI 49328	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
FONTANA CHAMBER ARTS 359 S KALAMAZOO MALL SUITE 200 KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	10,000
GREATER KALAMAZOO UNITED WAY INC 709 S WESTNEDGE AVE KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	10,000
GRYPHON PLACE 1104 S WESTNEDGE KALAMAZOO,MI 49008	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
HOSPICE CARE OF SOUTHWEST MICHIGAN 222 N KALAMAZOO MALL SUITE 100 KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	5,000
HOSPITAL HOSPITALITY HOUSE OF KALAMAZOO INC 527 W SOUTH ST KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	2,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOUSING RESOURCES INC 345 N BURDICK ST KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	6,000
KALAMAZOO COUNTY HUMANE SOCIETY 4239 S WESTNEDGE KALAMAZOO,MI 49008	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	3,000
KALAMAZOO GOSPEL MISSION 448 N BURDICK ST KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
KALAMAZOO JUNIOR SYMPHONY SOCIETY 714 SOUTH WESTNEDGE AVENUE KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
KALAMAZOO LOAVES AND FISHES 913 EAST ALCOTT KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	6,000
KALAMAZOO NATURE CENTER INC 7000 N WESTNEDGE AVENUE KALAMAZOO,MI 49009	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	7,000
KALAMAZOO REGIONAL EDUCATIONAL SERVICE AGENCY 1601 S BURDICK STREET KALAMAZOO,MI 49001	NONE	OTHER PUBLIC CHARITY	ANNUAL SCHOLARSHIPS	5,000
THE KALAMAZOO CIVIC THEATRE 329 SOUTH PARK STREET KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	2,000
KALAMAZOO VALLEY HABITAT FOR HUMANITY 525 EAST KALAMAZOO AVE KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	2,000
MICHIGAN YOUTH ARTS ASSOCIATION 301 W4TH STREET SUITE 415 ROYAL OAK,MI 48067	NONE	OTHER PUBLIC CHARITY	MICHIGAN YOUTH ARTS FESTIVAL	6,000
MINISTRY WITH COMMUNITY INC 440 N CHURCH STREET KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	4,000
NEW VIC THEATRICALS INC 134 EAST VINE ST KALAMAZOO,MI 49001	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
PEOPLES CHURCH OF KALAMAZOO MICHIGAN 1758 NORTH TENTH STREET KALAMAZOO,MI 49009	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	3,000
PRETTY LAKE VACATION CAMP 9123 WEST Q AVENUE MATTAWAN,MI 49071	NONE	OTHER PUBLIC CHARITY	ADVANCEMENT CAMPAIGN	17,000
THE SALVATION ARMY 1700 SOUTH BURDICK STREET KALAMAZOO,MI 49001	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	3,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SENIOR SERVICES INC 918 JASPER STREET KALAMAZOO,MI 49001	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	6,000
SOUTHWEST MICHIGAN LAND CONSERVANCY INC 6851 S SPRINKLE ROAD PORTAGE,MI 49002	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	4,000
SPECIALIZED LANGUAGE DEVELOPMENT CENTER INC 504 S WESTNEDGE AVE STE B KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	3,000
WELLSPRINGCORI TERRY AND DANCERS 359 S KALAMAZOO MALL STE 204 KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	2,000
YWCA OF KALAMAZOO 912 N BURDICK ST KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	3,000
KALAMAZOO COLLEGE 1200 ACADEMY STREET KALAMAZOO,MI 49006	NONE	OTHER PUBLIC CHARITY	VISITING ARTIST FUND	8,500
KALAMAZOO SYMPHONY ORCHESTRA 359 SOUTH KALAMAZOO MALL STE 100 KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	BARRY ROSS GUEST VIOLINIST FUND	6,000
WESTERN MICHIGAN UNIVERSITY 1903 W MICHIGAN AVE KALAMAZOO,MI 490085403	NONE	OTHER PUBLIC CHARITY	BURDICK-THORNE MEDALLION SCHOLARSHIP	12,500
KALAMAZOO LOAVES AND FISHES 913 EAST ALCOTT KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	CAPITAL CAMPAIGN	10,000
KALAMAZOO NATURE CENTER INC 7000 N WESTNEDGE AVENUE KALAMAZOO,MI 49009	NONE	OTHER PUBLIC CHARITY	NO CHILD LEFT INSIDE CAPITAL CAMPAIGN	13,000
PRETTY LAKE VACATION CAMP 9123 WEST Q AVENUE MATTAWAN,MI 49071	NONE	OTHER PUBLIC CHARITY	ADOPT-A-CAMPER	3,000
KALAMAZOO SYMPHONY ORCHESTRA 359 SOUTH KALAMAZOO MALL STE 100 KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	YOUTH CONCERTS	45,000
KALAMAZOO COLLEGE 1200 ACADEMY STREET KALAMAZOO,MI 49006	NONE	OTHER PUBLIC CHARITY	SCHOLARSHIP FOR PRIVATE LESSONS AND ENSEMBLES	10,000
SENIOR SERVICES INC 918 JASPER STREET KALAMAZOO,MI 49001	NONE	OTHER PUBLIC CHARITY	VEHICLE REPLACEMENT	15,000
PEOPLES CHURCH OF KALAMAZOO MICHIGAN 1758 NORTH TENTH STREET KALAMAZOO,MI 49009	NONE	OTHER PUBLIC CHARITY	FEEDING OUR FLAME CAPITAL CAMPAIGN	5,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KALAMAZOO LITERACY COUNCIL 420 EAST ALCOTT STREET KALAMAZOO,MI 49001	NONE	OTHER PUBLIC CHARITY	EVERYONE NEEDS TO READ ANNUAL CAMPAIGN	2,500
DRUG TREATMENT COURT FOUNDATION OF KALAMAZOO COUNTY PO BOX 50587 KALAMAZOO,MI 49005	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	3,000
KALAMAZOO COMMUNITY FOUNDATION 151 SOUTH ROSE STREET SUITE 332 KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	KALAMAZOO RIVER VALLEY TRAILWAY CONSTRUCTION FUND FOR WMU/KALAMAZOO COLLEGE/DOWNTOWN CONNECTIONS	15,000
JULIUS & ESTHER STULBERG COMPETITION INC 359 S KALAMAZOO MALL STE 14 KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	2012 STULBERG INTERNATIONAL STRING COMPETITION	3,000
YMCA OF KALAMAZOO 2900 W CENTRE PORTAGE,MI 49024	NONE	OTHER PUBLIC CHARITY	STRONG KIDS STRONG FAMILIES	3,000
KALAMAZOO VALLEY COMMUNITY COLLEGE FOUNDATION 6767 WEST O AVENUE PO BOX 4070 KALAMAZOO,MI 49003	NONE	OTHER PUBLIC CHARITY	PRESIDENT'S DISCRETIONARY FUND	5,000
KVCC FOUNDATION 6767 WEST O AVENUE PO BOX 4070 KALAMAZOO,MI 49003	NONE	OTHER PUBLIC CHARITY	THE BURDICK-THORNE FOUNDATION SCHOLARSHIP	7,500
RESIDENTIAL OPPORTUNITIES INCORPORATED 1100 SOUTH ROSE STREET KALAMAZOO,MI 49001	NONE	OTHER PUBLIC CHARITY	GREAT LAKES CENTER FOR AUTISM TREATMENT AND RESEARCH	17,500
KALAMAZOO SYMPHONY ORCHESTRA 359 SOUTH KALAMAZOO MALL STE 100 KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	YOUTH CONCERTS	45,000
VOLUNTEER KALAMAZOO 709-A S WESTNEDGE AVE KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
OPEN DOORS KALAMAZOO PO BOX 50102 KALAMAZOO,MI 49005	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	3,000
KALAMAZOO COMMUNITY FOUNDATION 151 SOUTH ROSE STREET SUITE 332 KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	KALAMAZOO RIVER VALLEY TRAILWAY CONSTRUCTION FUND	10,000
ARTS COUNCIL OF GREATER KALAMAZOO EPIC CENTER 359 S KALAMAZOO MALL KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	THE EPIC CENTER FOR THE MARY B THORNE LOBBY	25,000
COMMUNITIES IN SCHOOLS OF KALAMAZOO 125 WEXCHANGE PLACE KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	10,000
EDUCATING FOR FREEDOM IN SCHOOLS PO BOX 51445 KALAMAZOO,MI 49005	NONE	OTHER PUBLIC CHARITY	CHILDREN'S DEFENSE FUND FREEDOM SCHOOLS SUMMER PROGRAM	3,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GUARDIAN FINANCE AND ADVOCACY SERVICES 18 W MICHIGAN AVE SUITE 300 BATTLE CREEK,MI 49017	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	2,000
JR POSSE YOUTH EQUESTRIAN PROGRAM 453 W CALDWELL ST COMPTON,CA 90220	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	3,000
IRVING S GILMORE INTERNATIONAL KEYBOARD FESTIVAL 359 S KALAMAZOO MALL SUITE 101 KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	2012 FESTIVAL FOR A CHAMBER MUSIC RECITAL	5,000
Total  3a				456,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
KALAMAZOO COLLEGE1200 ACADEMY STREET KALAMAZOO,MI 49006	NONE	OTHER PUBLIC CHARITY	FITNESS AND WELLNESS CENTER	60,000
KALAMAZOO JUNIOR SYMPHONY SOCIETY714 SOUTH WESTNEDGE AVENUE KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	SCHOLARSHIP FUND	7,500
KALAMAZOO SYMPHONY ORCHESTRA359 SOUTH KALAMAZOO MALL STE 100 KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	BARRY ROSS GUEST VIOLINIST FUND	21,000
ARTS COUNCIL OF GREATER KALAMAZOOEPIC CENTER 359 S KALAMAZOO MALL KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	EPIC CENTER MARY B THORNE LOBBY	25,000
KALAMAZOO COMMUNITY FOUNDATION151 SOUTH ROSE STREET SUITE 332 KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	KALAMAZOO RIVER VALLEY TRAILWAY FUND FOR WMU/KALAMAZOO COLLEGE/DOWNTOWN CONNECTIONS	65,000
KALAMAZOO SYMPHONY ORCHESTRA359 SOUTH KALAMAZOO MALL STE 100 KALAMAZOO,MI 49007	NONE	OTHER PUBLIC CHARITY	YOUTH CONCERTS	45,000
Total  3b				223,500

TY 2012 Accounting Fees Schedule

Name: The Burdick-Thorne Foundation

EIN: 38-2904527

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,745			3,745

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: The Burdick-Thorne Foundation

EIN: 38-2904527

**TY 2012 Investments Corporate
Stock Schedule****Name:** The Burdick-Thorne Foundation**EIN:** 38-2904527

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME FUNDS	1,762,695	1,900,012
U.S. EQUITY FUNDS	864,114	1,209,063
COMMON STOCK	1,722,848	2,014,144
INTERNATIONAL EQUITY FUNDS	2,425,029	2,946,311
ABSOLUTE RETURN	1,040,151	1,022,148
COMMODITIES	627,477	689,176
REAL ESTATE INVESTMENTS	439,863	573,396

TY 2012 Land, Etc. Schedule**Name:** The Burdick-Thorne Foundation**EIN:** 38-2904527

TY 2012 Other Decreases Schedule

Name: The Burdick-Thorne Foundation

EIN: 38-2904527

Description	Amount
THE ENDOWMENT TEI FUND RETURN OF CAPITAL	50,618

TY 2012 Other Expenses Schedule

Name: The Burdick-Thorne Foundation

EIN: 38-2904527

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS FEES	216			216
MICHIGAN ANNUAL REPORT FEE	20			20
FOUNDATION RENEWAL FEE	795			795
THE ENDOWMENT TEI FUND K-1	10,496	10,496		

TY 2012 Other Income Schedule

Name: The Burdick-Thorne Foundation

EIN: 38-2904527

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
THE ENDOWMENT TEI FUND K-1	25	25	

TY 2012 Other Professional Fees Schedule**Name:** The Burdick-Thorne Foundation**EIN:** 38-2904527

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIDUCIARY FEES	33,039	33,039		
CLERICAL FEES	70,208			70,208

TY 2012 Taxes Schedule

Name: The Burdick-Thorne Foundation

EIN: 38-2904527

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	8,890			

The Burdick-Thorne Foundation
As of December 31, 2012

Asset Name	How Acq	Date Acquired	Date Sold	Holding Period	Sale Proceeds	Original Cost	Realized Gain (Loss)
AFLAC Inc	Buy	05/15/2012	11/16/2012	Short	13.284	11.407	1.877
Charles Schwab Co	Buy	02/22/2011	01/31/2012	Short	6.438	10.569	(4.131)
iPath S&P 500 VIX Short-Term Futures ETN	Buy	02/24/2012	05/17/2012	Short	87.914	104.437	(16.523)
iShares Barclays TIPS Bond Fund	Buy	10/21/2011	07/11/2012	Short	52.627	49.945	2.682
iShares MSCI Japan Index Fund	Buy	07/13/2011	01/10/2012	Short	5.529	6.476	(.947)
iShares Russell 1000 Growth Index Fund	Buy	12/01/2011	01/12/2012	Short	18.252	17.932	.320
iShares Russell 1000 Growth Index Fund	Buy	12/01/2011	10/19/2012	Short	20.689	18.458	2.232
iShares Russell 1000 Growth Index Fund	Buy	12/01/2011	01/24/2012	Short	28.790	27.686	1.104
IVA Worldwide Fund-C1 A	Buy	05/17/2012	10/19/2012	Short	45.651	42.739	2.911
Nabors Industries Ltd	Buy	06/21/2012	11/16/2012	Short	20.444	20.299	.145
ProShares Short MSCI EAFE ETF	Buy	11/03/2011	01/10/2012	Short	100.027	98.726	1.301
SPDR Financial Select Sector ETF	Buy	12/01/2011	05/15/2012	Short	18.360	16.122	2.238
SPDR Financial Select Sector ETF	Buy	12/15/2011	05/15/2012	Short	10.905	9.494	1.412
SPDR Financial Select Sector ETF	Buy	01/12/2012	05/15/2012	Short	4.877	4.653	.224
SPDR S&P Dividend ETF	Buy	09/22/2011	09/12/2012	Short	103.358	84.789	18.569
Transocean Ltd	Buy	07/14/2011	06/21/2012	Short	13.220	18.729	(5.509)
Transocean Ltd	Buy	01/12/2012	06/21/2012	Short	4.803	4.602	.201
Vulcan Materials Company	Buy	07/21/2011	01/12/2012	Short	18.572	16.674	1.898
Abbott Labs	Buy	09/02/2009	11/16/2012	Long	18.046	12.956	5.090
Abbott Labs	Buy	11/20/2009	05/18/2012	Long	7.000	6.062	.937
Abbott Labs	Buy	10/01/2010	05/18/2012	Long	5.947	5.042	.905
Abbott Labs	Buy	12/14/2010	05/18/2012	Long	1.672	1.294	.378
Abbott Labs	Buy	12/14/2010	09/21/2012	Long	21.671	14.858	6.814
Abbott Labs	Buy	01/04/2011	05/18/2012	Long	13.752	10.676	3.076
Abbott Labs	Buy	01/12/2011	09/21/2012	Long	6.501	4.432	2.069
Abbott Labs	Buy	01/12/2011	11/16/2012	Long	7.294	5.529	1.765
AFLAC Inc	Buy	05/11/2009	11/16/2012	Long	4.411	3.146	1.265
AFLAC Inc	Buy	12/14/2010	11/16/2012	Long	9.575	10.650	(1.076)
AFLAC Inc	Buy	01/12/2011	11/16/2012	Long	9.023	10.260	(1.237)

Apple Computer Inc	Buy	10/01/2008	03/06/2012	Long	13.200	2.782	10.418
Apple Computer Inc	Buy	10/01/2008	08/22/2012	Long	24.531	4.117	20.413
Automatic Data Processing Inc	Buy	06/04/2008	03/22/2012	Long	26.666	21.076	5.590
Becton Dickinson & Company	Buy	11/20/2009	06/21/2012	Long	442	441	1
Becton Dickinson & Company	Buy	02/22/2011	06/21/2012	Long	19.829	21.484	(1.655)
Charles Schwab Co	Buy	08/27/2010	01/31/2012	Long	5.535	6.306	(772)
Charles Schwab Co	Buy	09/27/2010	01/31/2012	Long	938	1.135	(197)
Charles Schwab Co	Buy	01/04/2011	01/31/2012	Long	10.062	15.025	(4.963)
Cisco Systems Inc	Buy	11/20/2009	03/06/2012	Long	3.277	3.961	(684)
Cisco Systems Inc	Buy	10/01/2010	03/06/2012	Long	4.479	5.082	(603)
Cisco Systems Inc	Buy	01/04/2011	03/06/2012	Long	6.651	7.025	(374)
Exxon Mobil Corp	Buy	11/20/2009	05/18/2012	Long	5.516	4.983	532
Exxon Mobil Corp	Buy	01/14/2010	05/18/2012	Long	3.540	2.994	546
Harbor International Fund	Buy	08/21/2008	02/03/2012	Long	5.470	5.535	(65)
Harbor International Fund	Buy	02/05/2010	02/03/2012	Long	94.530	79.656	14.874
iShares Barclays TIPS Bond Fund	Buy	10/30/2008	07/11/2012	Long	40.436	31.363	9.073
iShares Barclays TIPS Bond Fund	Buy	10/30/2008	05/17/2012	Long	78.455	61.321	17.134
iShares Barclays TIPS Bond Fund	Buy	08/07/2009	05/17/2012	Long	14.014	11.712	2.302
iShares MSCI Japan Index Fund	Buy	05/27/2009	01/10/2012	Long	40.298	41.444	(1.146)
iShares MSCI Japan Index Fund	Buy	05/06/2010	01/10/2012	Long	51.759	56.659	(4.900)
iShares MSCI Japan Index Fund	Buy	07/13/2011	11/15/2012	Long	20.863	25.325	(4.462)
iShares MSCI Japan Index Fund	Buy	10/21/2011	11/15/2012	Long	92.937	101.237	(8.299)
Kellogg Company	Buy	01/16/2008	05/18/2012	Long	22.976	22.644	332
Kellogg Company	Buy	11/20/2009	05/18/2012	Long	3.838	4.045	(207)
Kohls Corporation	Buy	05/05/2011	11/16/2012	Long	7.488	7.753	(265)
Kohls Corporation	Buy	06/01/2011	11/16/2012	Long	19.102	19.878	(776)
Lazard International Equity Open Fund	Buy	04/22/2008	02/03/2012	Long	250.000	297.965	(47.965)
Merck and Co Inc New	Buy	09/26/2001	06/21/2012	Long	2.955	4.536	(1.580)
Merck and Co Inc New	Buy	01/18/2002	06/21/2012	Long	7.881	11.059	(3.178)
Merck and Co Inc New	Buy	05/07/2002	06/21/2012	Long	7.881	10.581	(2.699)
Merck and Co Inc New	Buy	10/20/2004	06/21/2012	Long	9.851	7.853	1.999
Merck and Co Inc New	Buy	11/20/2009	06/21/2012	Long	5.596	5.201	395
Microsoft Corp	Buy	07/29/2010	05/18/2012	Long	7.415	6.554	861
Microsoft Corp	Buy	08/27/2010	05/18/2012	Long	2.383	1.921	463
Microsoft Corp	Buy	10/01/2010	05/18/2012	Long	6.091	5.073	1.018

Oracle Corporation	Buy	09/06/2005	11/16/2012	Long	6.863	3.105	3.758
Oracle Corporation	Buy	11/20/2009	11/16/2012	Long	6.683	4.979	1.704
Pepsico Inc	Buy	10/01/2010	06/21/2012	Long	5.207	5.068	139
Pepsico Inc	Buy	12/14/2010	06/21/2012	Long	16.649	15.901	748
PIMCO Commodity Real Return Strategy Fund	Buy	01/23/2009	06/27/2012	Long	198.586	201.178	(2.592)
PIMCO Total Return Fund	Buy	01/07/2008	06/27/2012	Long	69.569	66.675	2.894
PIMCO Total Return Fund	Buy	03/13/2008	06/27/2012	Long	75.411	72.274	3.137
PIMCO Total Return Fund	Buy	03/28/2008	06/27/2012	Long	50.501	48.713	1.788
Procter & Gamble Co	Buy	05/02/2008	06/21/2012	Long	17.652	19.718	(2.066)
Procter & Gamble Co	Buy	01/04/2011	06/21/2012	Long	898	969	(72)
Procter & Gamble Co	Buy	01/04/2011	11/16/2012	Long	10.008	9.691	317
Procter & Gamble Co	Buy	04/13/2011	11/16/2012	Long	11.209	10.585	624
Qualcomm Inc	Buy	11/20/2009	03/22/2012	Long	7.024	4.785	2.238
SPDR S&P Dividend ETF	Buy	09/22/2011	10/19/2012	Long	8.180	6.684	1.497
Wal-Mart Stores Inc	Buy	08/03/2009	06/21/2012	Long	1.150	849	302
Wal-Mart Stores Inc	Buy	08/03/2009	09/21/2012	Long	7.882	5.292	2.590
Wal-Mart Stores Inc	Buy	11/20/2009	06/21/2012	Long	6.226	4.992	1.234
Wal-Mart Stores Inc	Buy	01/14/2010	06/21/2012	Long	8.595	6.923	1.672
Wal-Mart Stores Inc	Buy	10/01/2010	06/21/2012	Long	6.429	5.078	1.351
Wal-Mart Stores Inc	Buy	01/04/2011	06/21/2012	Long	13.332	10.762	2.570
YUM Brands Inc	Buy	10/13/2009	04/18/2012	Long	23.546	11.391	12.155
Total Short Term Gain (Loss)					573.739	563.736	10.003
Total Long Term Gain (Loss)					1.573.376	1.516.242	57.134
Total Schedule D					2.147.115	2.079.978	67.137
Total Long Term Capital Gain Distribution							51.242
Class Action Settlement Treated as Long Term Capital Gain Distribution							291
Total Gain/(Loss)							118.670

THE BURDICK-THORNE FOUNDATION
38-2904527

136 E. MICHIGAN AVENUE, KALAMAZOO, MI 49007
2012 RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX
FORM 990-PF

PART VIII - INFORMATION ABOUT OFFICERS, DIRECTORS, AND TRUSTEES

NOTE (1)

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

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

Account Name: The Burdick-Thorne Foundation

Shares	Asset Description	Cost	Market
Prices As Of : 12/31/2012			
<u>Fixed Income Funds</u>			
51,915 457	PIMCO High Yield Fund	447,835 86	500,465 01
22,480 978	PIMCO Total Return Fund	244,292 06	252,686 19
36,441 402	PIMCO Unconstrained Bond Fund-Cl I	407,740 00	418,347 29
65,691 104	VG Total Bond Market Index Fund	662,826 36	728,514 34
<i>Sub Total</i>		1,762,694.28	1,900,012.83
<u>U S Equity Funds</u>			
5,673 75	Baron Growth Fund	243,825 13	304,453 43
8,964 578	Hennessy Small Cap Financial Fund-Cl I	98,700 00	111,877 93
3,227	SPDR S&P 500 ETF Trust	284,366 37	459,557 07
14,893 796	Third Avenue Small Cap Value Fund	237,222 06	333,174 22
<i>Sub Total</i>		864,113.56	1,209,062.65
<u>Common Stocks</u>			
324	3M Company	16,015 72	30,083 40
726	Amgen Inc	39,341 50	62,581 20
305	Aon Corporation	15,848 13	16,961 05
476	Apache Corporation	52,489 95	37,366 00
37	Apple Computer Inc	4,117 24	19,690 40
1,016	Avon Products Inc	18,289 02	14,589 76
400	Baker Hughes Inc	18,864 64	16,339 08
2,200	Bank of New York Mellon Corp	59,049 63	56,540 00

Account Name: The Burdick-Thorne Foundation

Shares	Asset Description	Cost	Market
Prices As Of : 12/31/2012			
824	Baxter International Inc	38,808 26	54,927 84
275	Becton Dickinson & Company	19,354 62	21,502 25
1,174	Broadcom Corp	47,167 59	38,988 54
1,039	Chesapeake Energy Corp	23,499 65	17,268 18
463	ChevronTexaco	35,678 27	50,068 82
4,211	Cisco Systems Inc	72,141 95	82,743 62
366	Citigroup Inc Com New	13,605 93	14,478 96
573	Cliffs Natural Resources Inc	20,255 55	22,100 61
758	Covidien PLC	35,963 15	43,766 92
764	Danaher Corporation	25,186 81	42,707 60
435	Devon Energy Corp	24,985 33	22,637 40
859	Dover Corporation	46,744 03	56,444 89
628	Ecolab Inc	27,026 31	45,153 20
868	Emerson Electric Co	43,291 73	45,969 28
514	Exxon Mobil Corp	22,380 73	44,486 70
1,235	GameStop Corp	27,589 16	30,986 15
1,698	General Electric Company	25,665 59	35,641 02
108	Google Inc	60,766 61	76,397 04
3,482	Hewlett Packard Company	85,734 49	49,618 50
1,101	Intel Corp	18,642 63	22,702 62

Account Name: The Burdick-Thorne Foundation

Shares	Asset Description	Cost	Market
Prices As Of : 12/31/2012			
290	Johnson & Johnson	15,005 36	20,329 00
1,461	Johnson Controls Inc	40,027 75	44,808 87
1,010	JPMorgan Chase & Company	40,271 74	44,408 79
2,848	Juniper Networks Inc	54,642 54	56,020 16
316	Kohls Corporation	16,556 03	13,581 68
760	Medtronic Inc	29,683 93	31,175 20
1,297	Microsoft Corp	27,587 09	34,642 48
509	Monsanto Co	35,363 73	48,176 85
379	Occidental Petroleum Corp	30,678 84	29,035 19
926	Oracle Corporation	12,556 56	30,854 32
743	Pepsico Inc	32,703 79	50,843 49
612	Procter & Gamble Co	36,800 51	41,548 68
959	Prudential Financial Inc	53,374 14	51,143 47
741	Qualcomm Inc	28,816 09	45,837 96
443	Schlumberger Limited	33,550 20	30,699 28
2,854	SPDR S&P Bank ETF	62,590 16	68,010 82
573	Stryker Corporation	24,868 13	31,411 86
1,310	The Coca Cola Company	34,060 50	47,487 50
532	Thermo Fisher Scientific Inc	26,873 67	33,930 96
675	United Technologies Corp	33,909 91	55,356 75

Account Name: The Burdick-Thorne Foundation

Shares	Asset Description	Cost	Market
Prices As Of : 12/31/2012			
422	Wal-Mart Stores Inc	20,204 81	28,793 06
1,437	Weatherford International Ltd	19,745 10	16,080 03
1,572	Wells Fargo & Co	43,884 03	53,730 96
1,236	Xylem Inc	30,589 64	33,495 60
Sub Total		\$ 1,722,848.47	2,014,143.99
<u>International Equity Funds</u>			
13,293 174	Harbor International Fund	498,221 55	825,771 97
6,228	iShares MSCI Emerging Markets Index Fund	195,595 74	276,211 80
6,132	iShares MSCI EMU Index Fund	191,953 36	205,176 72
40,329 848	Lazard International Equity Open Fund	574,634 87	602,527 93
17,160 806	Matthews Asian Growth and Income Fund-Cl I	284,556 00	319,190 99
23,060 054	Matthews Japan Fund-Cl I	296,183 93	282,716 26
10,752 475	Virtus Emerging Markets Opportunities Fd-Cl I	97,740 00	110,858 02
68,803 968	Wasatch Emerging Markets Small Cap Fund	173,383 00	193,339 15
3,539	Wisdom Tree Japan Hedged Equity Fund	112,761 03	130,518 32
Sub Total		\$ 2,425,029.48	2,946,311.16
<u>Absolute Return</u>			
3,888 905	AQR Diversified Arbitrage Fund Cl N	42,739 07	42,816 84
18,083	The Endowment TEI Fund	1,020,648 52	1,002,568 58
Sub Total		\$ 1,063,387.59	1,045,385.42
<u>Commodities</u>			

Account Name: The Burdick-Thorne Foundation

Shares	Asset Description	Cost	Market
Prices As Of : 12/31/2012			
2,994	First Trust ISE-Revere Natural Gas Index	45,724 97	46,945 92
794	iShares DJ US Oil Equipment Index	41,989 30	40,501 94
4,969	Market Vectors Agribusiness ETF	252,105 42	262,164 44
3,395	Market Vectors Gold Miners ETF	119,852 94	157,494 05
1,142	PowerShares Dynamic Oil/Gas Services	25,792 98	23,228 28
173	SPDR Energy Select Sector	12,845 77	12,355 66
1,289	SPDR S&P Metals & Mining	49,600 72	58,172 57
1,633	SPDR S&P Oil & Gas Exploration & Prod	79,565 17	88,312 64
Sub Total		\$ 627,477.27	689,175.50
<u>Real Estate Investments</u>			
5,253 11	Cohen & Steers Institutional Realty Shares	128,590 27	221,050 87
7,934 48	EII International Property Fund	138,265 00	153,135 46
3,750	SPDR DJ Wilshire International Real Estate Fd	138,888 88	155,062 50
605	SPDR Dow Jones REIT	34,118 61	44,146 85
Sub Total		\$ 439,862.76	573,395.68
<u>Bank Accounts</u>			
41 01	Fifth Third Sweep Account	41 01	41 01
Sub Total		\$ 41.01	41.01
<u>Money Market Funds</u>			
70,000	Federated Inst Prime Obligations MM Cash Res	70,000 00	70,000 00
800	Northern Trust Inst USGS MM 2012 Inc Tax Res	800 00	800 00

Account Name: The Burdick-Thorne Foundation

Shares	Asset Description		Cost	Market
Prices As Of : 12/31/2012				
105,099.08	Northern Trust Inst USGS MM Invested Cash		105,099.08	105,099.08
	<i>Sub Total</i>	\$	175,899.08	175,899.08
	<i>Grand Total</i>	\$	9,081,353.50	10,553,427.32