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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

June 1

, 2012, and ending

May 31

, 2013

Name of foundation

BURCH FAMILY FOUNDATION

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

Room/suite

784 Drifting Wind Run

City or town, state, and ZIP code

Dripping Springs, TX 78620

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 6,865,161.04 J Accounting method: Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis.)

A Employer identification number

95-3924403

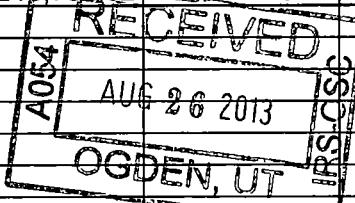
B Telephone number (see instructions)

808-344-0367

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	221.93	221.93		
4	Dividends and interest from securities	195,767.45	195,767.45		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	15,542.99			
b	Gross sales price for all assets on line 6a	437,561.23			
7	Capital gain net income (from Part IV, line 2)		15,542.99		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)	0.00			
11	Other income (attach schedule)	2,220.45	2,220.45		
12	Total. Add lines 1 through 11	213,752.82	213,752.82	0.00	
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)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) SCH A	5,333.85	5,333.85		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) SCH A	62,662.55	62,662.55		
24	Total operating and administrative expenses.				
	Add lines 13 through 23	67,996.40	67,996.40	0.00	0.00
25	Contributions, gifts, grants paid SCH B	336,371.26			336,371.26
26	Total expenses and disbursements. Add lines 24 and 25	404,367.66	67,996.40	0.00	336,371.26
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	(190,614.84)			
b	Net investment income (if negative, enter -0-)		145,756.42		
c	Adjusted net income (if negative, enter -0-)			0.00	



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	589,114.00	393,507.44	393,507.44
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) SCH C	2,750,776.24	2,857,509.34	6,263,753.25
	c	Investments—corporate bonds (attach schedule) SCH D	378,313.65	276,572.27	207,900.35
	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)	3,718,203.89	3,527,589.05	6,865,161.04
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)	0.00	0.00	
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 type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	3,718,203.89	3,527,589.05	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	3,718,203.89	3,527,589.05	
	31	Total liabilities and net assets/fund balances (see instructions)	3,718,203.89	3,527,589.05	

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	3,718,203.89
2	Enter amount from Part I, line 27a	2	(190,614.84)
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,527,589.05
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,527,589.05

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 SCHEDULE E - Publicly Traded Securities					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 437,561.23	0.00	422,018.24	15,542.99		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV 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					
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	15,542.99	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0.00	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.**1** Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	206,704.64	5,895,225.84	0.0351
2010	86,265.00	5,636,039.64	0.0153
2009	44,800.00	5,274,242.99	0.0085
2008	53,500.00	4,599,449.50	0.0116
2007	682,499.93	5,610,173.94	0.1217
2 Total of line 1, column (d)			2 0.1922
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 0.03843
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 6,285,937.75
5 Multiply line 4 by line 3			5 241,568.59
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,457.56
7 Add lines 5 and 6			7 243,026.15
8 Enter qualifying distributions from Part XII, line 4			8 336,371.26
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 ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1	1,457.56
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		
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	1,457.56
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	1,457.56
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,000.00
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	3,000.00
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	0.00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,542.44
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► 1,542.44 Refunded ►	11	0.00

Part VII-A Statements 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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	X	
1c	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?		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	X
14	The books are in care of ► Berkeley Burch Martinez Located at ► 784 Drifting Wind Run, Dripping Springs, TX	Telephone no. ► 808-344-0367 ZIP+4 ► 78620	
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		► <input type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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.

1a	During the year did the foundation (either directly or indirectly):	Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (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
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	If "Yes," list the years ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 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 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	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a	During the year did the foundation pay or incur any amount to:	
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	
	Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/>
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	
	<i>If "Yes" to 6b, file Form 8870.</i>	
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	

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
Barry B. Burch 1614 Halama Street, Kihei, HI 96753	Successor Trustee Less than 5 hours	0.00		
Berkeley Burch-Martinez 784 Drifting Wind Run, Dripping Springs, TX 78620	Successor Trustee Less than 5 hours	0.00		

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000				000

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

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
NONE		
Total number of others receiving over \$50,000 for professional services		0.00

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	NONE	
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	NONE	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.00

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	5,828,518.63
b	Average of monthly cash balances	1b	553,144.06
c	Fair market value of all other assets (see instructions)	1c	0.00
d	Total (add lines 1a, b, and c)	1d	6,381,662.69
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	0.00
3	Subtract line 2 from line 1d	3	6,381,662.69
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	95,724.94
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,285,937.75
6	Minimum investment return. Enter 5% of line 5	6	314,296.89

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	314,296.89
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,457.56
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	0.00
c	Add lines 2a and 2b	2c	1,457.56
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	312,839.33
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	312,839.33
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	312,839.33

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	336,371.26
b	Program-related investments—total from Part IX-B	1b	0.00
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.00
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.00
b	Cash distribution test (attach the required schedule)	3b	0.00
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	336,371.26
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.00
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	336,371.26

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				312,839.33
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20 ____,20 ____,20 ____				
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	0.00			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 336,371.26				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				312,839.33
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	23,531.93			
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b	(23,531.93)			
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		0.00		
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			0.00	
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	23,531.93			
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	23,531.93			

Part XIV Private 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 foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Tax year</th> <th colspan="4" style="text-align: center;">Prior 3 years</th> <th rowspan="2" style="text-align: center;">(e) Total</th> </tr> <tr> <th style="text-align: center;">(a) 2012</th> <th style="text-align: center;">(b) 2011</th> <th style="text-align: center;">(c) 2010</th> <th style="text-align: center;">(d) 2009</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">0.00</td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td style="text-align: center;">0.00</td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td style="text-align: center;">0.00</td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td style="text-align: center;">0.00</td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td style="text-align: center;">0.00</td> </tr> <tr> <td style="text-align: center;">0.00</td> </tr> </tbody> </table>					Tax year	Prior 3 years				(e) Total	(a) 2012	(b) 2011	(c) 2010	(d) 2009	0.00	0.00	0.00	0.00	0.00					0.00					0.00					0.00					0.00	0.00	0.00	0.00	0.00	0.00
Tax year	Prior 3 years				(e) Total																																								
(a) 2012	(b) 2011	(c) 2010	(d) 2009																																										
0.00	0.00	0.00	0.00	0.00																																									
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				0.00																																									
				0.00																																									
0.00	0.00	0.00	0.00	0.00																																									
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 $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed																																													
c "Support" alternative test—enter:																																													
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)																																													
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)																																													
(3) Largest amount of support from an exempt organization																																													
(4) Gross investment income																																													

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

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

None

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

None

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

Berkeley Burch-Martinez, 784 Drifting Wind Run, Dripping Springs, TX 78620

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

As long as application is in writing, no specific form of application or supporting material is required.

c Any submission deadlines:

No fixed deadlines.

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

No restrictions or limitations by geographical areas, charitable fields or other factors, preference given to educational institutions.

Part XV Supplementary Information (continued)**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 Paid during the year				
SCHEDULE B				336,371.26
Total				► 3a 336,371.26
b Approved for future payment				
NONE				
Total				► 3b 0.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) 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	221.93	
4	Dividends and interest from securities			14	195,767.45	
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	15,542.99	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a <u>Tax Refund FYE 5/31/12</u>				2,220.45	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0.00		213,752.82	0.00
13	Total. Add line 12, columns (b), (d), and (e)				13	213,752.82

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes (See worksheet in line 13 Instructions to verify calculations.)

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.		

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

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

**Sign
Here**

► *Barry Bunt* | 8/19/13 ► Successor Trustee

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

Paid Preparer Use Only	Print/Type preparer's name Charles A. Larson	Preparer's signature 	Date 8/8/13	Check <input type="checkbox"/> if self-employed	PTIN P00962718
	Firm's name ► Larson & Bawden, LLP		Firm's EIN ► 26-1508584		
	Firm's address ► 9100 Wilshire Blvd, #850, East Tower, Beverly Hills, CA 90212		Phone no (310) 205-2470		

Burch Family Foundation
95-3924403

Form 990-PF
FYE 5/31/13

SCHEDULE A

Part I
Line 18

Taxes

Foreign Taxes Paid - Teck Resources	\$637.71
Foreign Taxes Paid - Vale SA	914.59
U.S. Treasury - FYE 5/31/12 Tax Due	781.55
U.S. Treasury - FYE 5/31/13 Estimated Taxes	<u>3,000.00</u>
 Total Taxes	 <u>\$5,333.85</u>

Part I
Line 23

Other Expenses

Legal Fees	\$495.00
Investment Advisory Fee	53,042.25
Bookkeeping Expenses	9,000.00
Check Reorder Fee	40.30
Attorney General - Annual Fee	75.00
Franchise Tax Board - Filing Fee	<u>10.00</u>
 Total Expenses	 <u>\$62,662.55</u>

SCHEDULE B

GRANTS AND CONTRIBUTIONS

Part XV, Line 3(a)

Name & Address of Recipient	Relationship To Foundation Manager	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Books End 6520 Platt Avenue, #331 West Hills, CA 91307	N/A	Public Charity	Unrestricted	5,000.00
Boys & Girls Club of Maui 100 Kanaloa Avenue Hahului, HI 96732	N/A	Public Charity	Unrestricted	5,000.00
Cal State Philanthropic Foundation 2600 Nutwood Avenue, #850 Fullerton, CA 92831	N/A	Public Charity	Unrestricted	5,000.00
Carleton College One North College Street Northfield, MN 55057	N/A	Public Charity	Unrestricted	25,000.00
Casa Pacifica 1722 South Lewis Road Camarillo, CA 93012	N/A	Public Charity	Unrestricted	8,500.00
Cato Institute 1000 Massachusetts Avenue, NW Washington, D.C. 20001	N/A	Public Charity	Unrestricted	25,000.00
Donor's Choose.Org 213 West 35th Street, 2nd Floor East New York, NY 10001	N/A	Public Charity	Unrestricted	11,871.26
Fisher House Foundation 111 Rockville Pike, #420 Rockville, MD 20850	N/A	Public Charity	Unrestricted	3,000.00
Habitat for Humanity Ventura County 121 S. Rice Avenue Oxnard, CA 93030	N/A	Public Charity	Unrestricted	10,000.00

SCHEDULE B

GRANTS AND CONTRIBUTIONS

Harvard Westlake School P O. Box 1037 N. Hollywood, CA 91604-0037	N/A	Public Charity	Unrestricted	1,500.00
Heritage Foundation 214 Massachusetts Avenue, NE Washington, DC 20002	N/A	Public Charity	Unrestricted	5,000.00
Hospice Maui 400 Mahalani Street Wailuku, HI 96793	N/A	Public Charity	Unrestricted	5,000.00
Hui Malama Learning Center 375 Mahalani Street Wailuku, HI 96793	N/A	Public Charity	Unrestricted	5,000.00
Humane Society of Ventura County 402 Bryant Street Ojai, CA 93023	N/A	Public Charity	Unrestricted	2,000.00
Ka Lima O Maui 95 Mahalani Street Wailuku, HI 96793	N/A	Public Charity	Unrestricted	5,000.00
Manna Conejo Valley Food Bank 3020 Crescent Way Thousand Oaks, CA 91362	N/A	Public Charity	Unrestricted	3,000.00
Maui Farm, Inc. P.O. Box 1776 Makawao, HI 96768	N/A	Public Charity	Unrestricted	5,000.00
Maui Food Bank 760 Kolu Street Wailuku, HI 96753	N/A	Public Charity	Unrestricted	5,000.00
Montessori Hale O Keiki 100 Kulanihakoi Street Kihei, HI	N/A	Public Charity	Unrestricted	10,000.00
Music Center 717 W. Temple Street, #400 Los Angeles, CA 90012	N/A	Public Charity	Unrestricted	2,500.00

SCHEDULE B
GRANTS AND CONTRIBUTIONS

My Stuff Bags Foundation 5347 Sterling Center Drive Westlake Village, CA 91361		Public Charity	Unrestricted	3,000.00
Northern Light School 3710 Dorisa Avenue Oakland, CA 94605	N/A	Public Charity	Unrestricted	5,000.00
Reading is Fundamental 1255 23rd Street, N.W., Suite 300 Washington, D.C. 20037-1125	N/A	Public Charity	Unrestricted	10,000.00
Seabury Hall 480 Olinda Road Makawao, HI 96768	N/A	Public Charity	Unrestricted	5,000.00
St Anthony's School 1618 Lower Main Street Wailea, HI 96793	N/A	Public Charity	Unrestricted	5,000.00
St. Johns Episcopal School 30382 Via Con Dios Rancho Santa Margarita, CA 92688	N/A	Public Charity	Unrestricted	60,000.00
Stanford University - GSB 295 Galvez Street Stanford, CA 94305	N/A	Public Charity	Unrestricted	1,000.00
UC Berkeley Foundation 2080 Addison Street, #4200 Berkeley, CA 94720	N/A	Public Charity	Unrestricted	100,000.00
TOTAL				<u>\$ 336,371.26</u>

SCHEDULE C

INVESTMENTS IN STOCK

Part II
Line 10b

	<u>Book Value</u>	<u>Fair Market Value</u>
4,000 shares Abbott Laboratories	\$23,363.38	\$146,680.00
4,000 shares Abbvie	25,335.60	170,760.00
6,050 shares Baxter Intl. Inc.	40,524.87	425,496.50
1,503 shares Cardinal Health, Inc.	3,293.62	70,580.88
751 shares Carefusion Corp.	1,305.13	27,599.25
2,032 shares CVS Caremark Corp.	1,428.52	117,002.56
3,000 shares Darden Restaurants, Inc.	19,484.74	155,400.00
6,000 shares Dow Chemical Co.	148,664.00	206,760.00
5,312 shares Eli Lilly & Co.	69,875.90	282,385.92
1,171 shares Express Scripts Holdings Co.	6,043.03	72,742.52
8,000 shares General Mills, Inc.	92,819.26	376,640.00
12,000 shares Johnson & Johnson	127,578.85	1,010,160.00
6,000 shares Merck & Co., Inc.	106,910.82	280,200.00
18,000 shares Microsoft Corp.	513,667.10	628,200.00
10,000 shares Old Dominion Freight Lines	427,247.49	430,600.00
2,000 shares Pepsico, Inc.	68,830.00	161,540.00
25,180 shares Pfizer, Inc.	221,554.93	685,651.40
2,253 shares Plum Creek Timber Co., Inc.	9,376.50	107,468.10
5,000 shares Teck Resources Ltd. Class B	171,756.00	133,450.00
15,000 shares Thompson Creek Metals Co.	175,242.00	52,800.00
7,500 shares Vale S.A. Spons ADR	203,631.00	108,000.00
3,000 shares Ventas, Inc.	107,788.10	214,110.00
2,500 shares Walgreen Co. New	112,605.00	119,400.00
3,743 shares Wal-Mart Stores, Inc.	<u>179,183.50</u>	<u>280,126.12</u>
TOTAL STOCKS	<u>\$2,857,509.34</u>	<u>\$6,263,753.25</u>

Burch Family Foundation
95-3924403

Form 990-PF
FYE 5/31/13

SCHEDULE D
INVESTMENTS IN BONDS

Part II
Line 10c

	<u>Book Value</u>	<u>Fair Market Value</u>
Fannie Mae Remic Trust 1993-62, \$34,000, 7%, 4/25/23	\$2,438.37	\$914.31
General Motors Accept. Corp, \$70,000, 8%, 3/15/17	70,000.00	70,109.20
General Motors Accept. Corp, \$85,000, 7%, 8/15/16	85,000.00	85,385.90
Republic of Argentina, \$126,669, 0%, Due 12/15/35	59,566.95	7,473.47
Republic of Argentina, \$126,669, 2.5%, Due 12/31/38	<u>59,566.95</u>	<u>44,017.47</u>
TOTAL BONDS	<u>\$276,572.27</u>	<u>\$207,900.35</u>

Burch Family Foundation
95-3924403

Form 990-PF
FYE 5/31/13

SCHEDULE E

CAPITAL GAINS AND LOSSES

Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Gain or (Loss)
LONG TERM						
Saturns The Hertz Corp , 3300 Preferred Shares	P	4/14/04; 10/22/04	6/1/12	82,500 00	85,872 79	-3,372 79
Tricom SA DTD Notes, 11 375%, \$100,000	P	5/14/98	6/26/12	0.00	101,503 85	-101,503.85
Lufkin Ind, 4,000 shares	P	9/22/11	5/21/13 5/22/13	352,795.55	234,641.60	118,153.95
Plum Creek Capital Gain Distribution			8/31/12	946.26	0.00	946.26
Plum Creek Capital Gain Distribution			11/30/12	946.26	0.00	946.26
Ventas, Inc Capital Gain Distribution			9/28/12	186.58	0.00	186.58
Ventas, Inc Capital Gain Distribution			12/28/12	186.58	0.00	186.58
TOTAL LONG TERM GAIN				437,561.23	422,018.24	15,542.99