B925 Pg 7

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 07/01/12 , and ending 06/30/13

Name of foundation: BURNHAM FAMILY FOUNDATION

A Employer identification number: 20-3680686

Number and street (or P O box number if mail is not delivered to street address): 622 JENNINGS LANE

Room/suite:

B Telephone number (see instructions): 269-963-2069

City or town, state, and ZIP code: BATTLE CREEK MI 49015

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 ▶ ☐

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) ▶ $ 1,064,899

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (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)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	49,188	49,188		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	29,672			
	b Gross sales price for all assets on line 6a 153,518				
	7 Capital gain net income (from Part IV, line 2)		29,672		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) STMT 1	-1,023			
	12 **Total.** Add lines 1 through 11	77,837	78,860	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	1,850	1,850		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	316	316		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) STMT 4	10,136	9,366		20
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,302	11,532	0	20
	25 Contributions, gifts, grants paid	33,270			33,270
	26 **Total expenses and disbursements.** Add lines 24 and 25	45,572	11,532	0	33,290
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	32,265			
	b **Net investment income** (if negative, enter -0-)		67,328		
	c **Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2012)

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash – non-interest-bearing	11,274	-949	-949
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 7,480			
		Less allowance for doubtful accounts ▶	7,480	7,480	7,480
	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 (att. schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	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) SEE STMT 5	868,743	913,231	1,006,918
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) SEE STATEMENT 6	50,000	50,000	51,450
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	937,497	969,762	1,064,899
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	937,497	969,762	
	30	**Total net assets or fund balances** (see instructions)	937,497	969,762	
	31	**Total liabilities and net assets/fund balances** (see instructions)	937,497	969,762	

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	937,497
2	Enter amount from Part I, line 27a	2	32,265
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	969,762
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	969,762

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE WORKSHEET			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) 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				
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	29,672
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	12

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	52,500	1,002,835	0.052352
2010	61,233	1,049,074	0.058369
2009	59,628	1,042,077	0.057220
2008	42,733	973,538	0.043895
2007	62,108	1,097,370	0.056597

2	**Total** of line 1, column (d)	2	0.268433
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	0.053687
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,055,159
5	Multiply line 4 by line 3	5	56,648
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	673
7	Add lines 5 and 6	7	57,321
8	Enter qualifying distributions from Part XII, line 4	8	33,290

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,347
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	1,347
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,347
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	600		
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	600
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	747
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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	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	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

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 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: No X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? — 13: Yes X

Website address ▶ N/A

14 The books are in care of ▶ CHARLES BURNHAM Telephone no ▶ 269-963-2069
622 JENNINGS LANE
Located at ▶ BATTLE CREEK MI ZIP+4 ▶ 49015

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 X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly)
- (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No
- (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No
- (6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? — 1b: No X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? N/A — 1c

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? ☐ Yes ☒ 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) N/A — 2b

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ 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? ☐ Yes ☒ 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) N/A — 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? — 4a: No 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: No X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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

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

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
CHARLES C. BURNHAM PO BOX 807	TETON VILLAGE WY 83025-0807	PRESIDENT 5.00	0	0	0
M. ANNE BURNHAM 622 JENNINGS LN	BATTLE CRK MI 49015	SEC/TREAS. 5.00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
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	1,045,428
b	Average of monthly cash balances	1b	18,319
c	Fair market value of all other assets (see instructions)	1c	7,480
d	**Total** (add lines 1a, b, and c)	1d	1,071,227
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,071,227
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	16,068
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,055,159
6	**Minimum investment return.** Enter 5% of line 5	6	52,758

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	52,758
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1,347		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,347
3	Distributable amount before adjustments Subtract line 2c from line 1	3	51,411
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	51,411
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	51,411

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	33,290
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	33,290
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	33,290

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					51,411
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	8,282				
b From 2008					
c From 2009	7,928				
d From 2010	10,253				
e From 2011	2,874				
f **Total** of lines 3a through e		29,337			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 33,290					
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					33,290
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))		18,121			18,121
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		11,216			
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		11,216			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010	8,342				
d Excess from 2011	2,874				
e Excess from 2012					

DAA

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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

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

CHARLES BURNHAM

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

CHARLES BURNHAM 269-963-2069
622 JENNINGS LANE BATTLE CREEK MI 49015

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

LETTER

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 7				33,270
Total			▶ 3a	33,270
b Approved for future payment N/A				
Total			▶ 3b	

Form 990-PF (2012) BURNHAM FAMILY FOUNDATION 20-3680686 Page **12**

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) 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					
4 Dividends and interest from securities			14	49,188	
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	5,418	24,254
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ENTERPRISE PRODUCTS K-1			14	-1,023	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		53,583	24,254

13 **Total.** Add line 12, columns (b), (d), and (e) 13 77,837

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)	X	
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers transactions, and sharing arrangements
1A(1)	75	CALHOUN COUNTY FOP	GIFT OF CASH
1A(1)	75	CALHOUN COUNTY FOP	GIFT OF CASH
1A(1)	100	CALHOUN COUNTY FOP	GIFT OF CASH
1A(1)	500	DUGANS COUSINS CHARITY	GIFT OF CASH

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

C. C. Burnham | 7/30/13 | PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
CHAD W. SMITH	Chad W Smith CPA	7/24/13	
Firm's name ▶ FISHER SPIEGEL KUNKLE & GERBER, PLLC		PTIN	P00345086
Firm's address ▶ 4625 BECKLEY RD BLDG 400		Firm's EIN ▶	38-2771156
BATTLE CREEK, MI 49015		Phone no	269-979-4102

DAA

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2012

For calendar year 2012, or tax year beginning 07/01/12 , and ending 06/30/13

Name: BURNHAM FAMILY FOUNDATION

Employer Identification Number: 20-3680686

	(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)	271.877 SHS JANUS OVERSEAS FUND	P	01/01/11	09/12/12
(2)	22.675 SHS JANUS OVERSEAS FUND	P	12/20/11	09/12/12
(3)	2910.361 SHS ALGER HEALTH SCIENCE	P	12/14/09	09/14/12
(4)	660.993 SHS ICON ENERGY CL S	P	01/01/11	12/04/12
(5)	20.702 SHS ICON ENERGY CL S	P	12/16/11	12/04/12
(6)	2228.320 SHS THORNBURG INTL VALUE	P	01/01/11	12/06/12
(7)	16.400 SHS THORNBURG INTL VALUE	P	12/23/11	12/06/12
(8)	CAPITAL GAIN DISTRIBUTIONS			
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)
(1)	8,504		9,949	-1,445
(2)	709		830	-121
(3)	64,535		50,017	14,518
(4)	12,407		10,312	2,095
(5)	389		323	66
(6)	61,106		52,032	9,074
(7)	450		383	67
(8)	5,418			5,418
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

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))
(1)				-1,445
(2)				-121
(3)				14,518
(4)				2,095
(5)				66
(6)				9,074
(7)				67
(8)				5,418
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ENTERPRISE PRODUCTS K-1	$ -1,023	$	$
TOTAL	$ -1,023	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING	$ 1,850	$ 1,850	$	$
TOTAL	$ 1,850	$ 1,850	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAXES	$ 316	$ 316	$	$
TOTAL	$ 316	$ 316	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
ACCOUNT FEES - NFP SECURITIES	8,079	8,079		
FILING FEES	20			20
NON-CHARITABLE GIFTS	750			
MISCELLANEOUS	303	303		
CONFERENCES	984	984		
TOTAL	$ 10,136	$ 9,366	$ 0	$ 20

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ALGER HEALTH SCIENCE FUND CL A	$ 50,017	$	COST	$
ALLIANZ AGIC INCOME & GROWTH CL D	63,118	68,885	COST	69,619
ALTRIA GROUP INC.	10,540	10,540	COST	13,996
AT&T INC COM	9,939	9,939	COST	11,505
BP PLC SPON ADR	7,477	7,477	COST	8,348
CALVERT SHORT DURATION INC CL A	59,870	61,205	COST	62,017
ENTERPRISE PRODUCTS PPTNS LP	8,116	6,203	COST	14,295
GENERAL ELECTRIC	4,745	4,745	COST	11,595
ICON ENERGY	10,635		COST	
IVY ASSET STRATEGY CL A	51,101	52,866	COST	72,234
IVY ASSET STRATEGY FUND CL I	25,623	26,529	COST	32,817
JANUS OVERSEAS FUND CLASS T	10,779		COST	
MFS UTILITIES CLASS A	54,613	56,593	COST	75,153
OPPENHEIMER DEV MARKETS FD CL A	15,272	15,330	COST	14,492
PIMCO ALL ASSETS ALL AUTHORITY CL D	61,205	64,749	COST	61,837
PIMCO FOREIGN BOND FUND	11,478	12,217	COST	11,512
PIMCO TOTAL RETURN CLASS A	127,568	135,825	COST	138,741
STRYKER CO	6,531	6,531	COST	12,936
TEMPLETON GLOBAL BOND ADVISOR	83,880	89,737	COST	85,820
THORNBURG INTL VALUE CL INSTL	52,194		COST	
TCW EMERGING MKTS INCOME CL I	27,861	30,285	COST	29,053
VANGUARD INTER-TERM BOND	88,867	94,017	COST	100,541
YACKTMAN FUND	27,314	27,607	COST	42,756
CORPORATE CAP TR INC COM		25,849	COST	29,104
SPDR GOLD TR GOLD SHS		16,805	COST	11,911
VANGUARD SECTOR INDEX FDS		22,708	COST	25,500
ARTISAN INTERNAT'L INVESTOR CLASS		25,284	COST	27,211
T ROWE PRICE HEALTH SCIENCES		15,648	COST	17,881
FS INVST CORP ADVISORY II		25,657	COST	26,044
TOTAL	$ 868,743	$ 913,231		$ 1,006,918

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
KBS REIT II	$ 50,000	$ 50,000	COST	$ 51,450
TOTAL	$ 50,000	$ 50,000		$ 51,450

Federal Statements

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
CHARLES BURNHAM	$
TOTAL	$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	$
TOTAL	$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
LETTER

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NONE

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship / Status	Purpose	Amount
SHERMAN LAKE YMCA AUGUSTA MI 49012	6225 NORTH 39TH STREET	HUMAN SERVICES	2,100
UNITED WAY OF BC BATTLE CREEK MI 49016	P.O. BOX 137	HUMAN SERVICES	1,000
ST. JOSEPH BISHOP ANNUAL KALAMAZOO MI 49007	215 N. WESTNEDGE AVE.	HUMAN SERVICES	1,000
UNIVERSITY OF MICHIGAN ANN ARBOR MI 48109	515 EAST JEFFERSON	EDUCATIONAL	200
COMM. FOUND. OF JACKSON JACKSON MI 49201	100 EAST MICHIGAN AVENUE	HUMAN SERVICES	1,500
SHERMAN LAKE YMCA AUGUSTA MI 49012	6225 NORTH 39TH STREET	HUMAN SERVICES	150
BCCF - THE FIRST TEE OF BC BATTLE CREEK MI 49017	34 WEST JACKSON STREET	HUMAN SERVICES	250
SW MI COUNCIL - BOY SCOUTS KALAMAZOO MI 49008	1035 W. MAPLE ST.	HUMAN SERVICES	500
BCCF BATTLE CREEK MI 49017	34 WEST JACKSON STREET	HUMAN SERVICES	250
STARR COMMONWEALTH ALBION MI 49224	13725 STARR COMMONWEALTH	HUMAN SERVICES	200
BOYS & GIRLS CLUB OF BC BATTLE CREEK MI 49017	35 HAMBLIN AVE.	HUMAN SERVICES	250
COUNCIL OF MI FOUNDATION GRAND HAVEN MI 49417	1 SOUTH HARBOR AVE.STE 3	HUMAN SERVICES	1,000
GIRL SCOUTS HEART OF MI JACKSON MI 49203	4403 FRANCIS ST	HUMAN SERVICES	1,000
FAMILY & CHILDREN SERVICES KALAMAZOO MI 49001	1608 LAKE ST.	HUMAN SERVICES	250
BCACS FOUNDATION BATTLE CREEK MI 49015	63 NORTH 24TH ST.	EDUCATIONAL	500
SHERMAN LAKE YMCA AUGUSTA MI 49012	6225 NORTH 39TH STREET	HUMAN SERVICES	2,550
BCCF BATTLE CREEK MI 49017	34 WEST JACKSON STREET	HUMAN SERVICES	250

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
BRONSON BATTLE CREEK BATTLE CREEK MI 49017	300 NORTH AVE.		HUMAN SERVICES	500
ENVISION CENTER BATTLE CREEK MI 49017	393 EAST ROOSEVELT AVE		HUMAN SERVICES	5,000
ST. JOE SUPERFEST BATTLE CREEK MI 49015	47 N 23RD ST		EDUCATIONAL	250
OLIVET COLLEGE OLIVET MI 49076	320 S MAIN ST		EDUCATIONAL	120
MISSING CHILDREN INC LAWRENCEVILLE GA 30046	242 STONE MOUNTAIN STREET		HUMAN SERVICES	100
ROBERT B MILLER COLLEGE BATTLE CREEK MI 49017	450 NORTH AVE		EDUCATIONAL	2,000
CHEFF CENTER AUGUSTA MI 49012	8450 N 43RD ST		HUMAN SERVICES	250
JUNIOR ACHIEVEMENT SPRINGFIELD MI 49037	2775 W DICKMAN RD		HUMAN SERVICES	500
GRAND TETON PARK FOUNDATION JACKSON WY 83001	25 S WILLOW SUITE 10		HUMAN SERVICE	2,500
NORTH LAWNDALE COLLEGE PREP CHARTER CHICAGO IL 60623	1615 SOUTH CHRISTIANA AVE		EDUCATIONAL	250
UNIVERSITY OF MICHIGAN ANN ARBOR MI 48109	515 EAST JEFFERSON		EDUCATIONAL	2,500
OLIVET COLLEGE OLIVET MI 49076	320 S MAIN ST		EDUCATIONAL	1,000
GIRL SCOUTS HEART OF MI JACKSON MI 49203	4403 FRANCIS ST		HUMAN SERVICES	250
CHILDREN'S LEARNING CENTER JACKSON WY 83001	245 W GILL		EDUCATIONAL	5,000
BCCF-LAPARL SCHOLARSHIP FUND BATTLE CREEK MI 49017	34 WEST JACKSON STREET		HUMAN SERVICES	100

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
TOTAL				33,270