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 10/01 **, 2012, and ending** 09/30, **20** 13

Name of foundation: THE THOMAS C BURKE FOUNDATION

A Employer identification number: 58-6047627

Number and street (or P O box number if mail is not delivered to street address): P O BOX 40200, FL9-100-10-19

Room/suite:

B Telephone number (see instructions): 877- 446-1410

City or town, state, and ZIP code: JACKSONVILLE, FL 32203.0200

ENVELOPE POSTMARK DATE FEB 1 0 2014

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 6,342,378.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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	152,676.	151,458.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	594,219.			
	b Gross sales price for all assets on line 6a 3,712,333.				
	7 Capital gain net income (from Part IV, line 2)		594,219.		
	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)				
	11 Other income (attach schedule)	2,545.			STMT 1
	12 **Total** Add lines 1 through 11	749,440.	745,677.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	30,509.	18,306.		12,204.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	10,729.	NONE	NONE	10,729.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	12,995.	1,902.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 4	1,118.	93.		1,025.
	24 **Total operating and administrative expenses** Add lines 13 through 23	55,351.	20,301.	NONE	23,958.
	25 Contributions, gifts, grants paid	259,748.			259,748.
	26 Total expenses and disbursements Add lines 24 and 25	315,099.	20,301.	NONE	283,706.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	434,341.			
	b **Net investment income** (if negative, enter -0-)		725,376.		
	c **Adjusted net income** (if negative, enter -0-)				

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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		NONE	
	2 Savings and temporary cash investments	493,205.	42,106.	42,106.
	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			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 5	4,574,031.	5,029,451.	5,888,112.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 8		430,171.	412,160.
	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)	5,067,236.	5,501,728.	6,342,378.
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)		NONE	
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. ▶ [X]			
	27 Capital stock, trust principal, or current funds	4,933,144.	4,933,144.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	134,092.	568,584.	
	30 Total net assets or fund balances (see instructions)	5,067,236.	5,501,728.	
	31 Total liabilities and net assets/fund balances (see instructions)	5,067,236.	5,501,728.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,067,236.
2	Enter amount from Part I, line 27a	2	434,341.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	2,912.
4	Add lines 1, 2, and 3	4	5,504,489.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	2,761.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,501,728.

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	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	3,712,333.		3,118,114.	594,219.
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				594,219.
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** 594,219.

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 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	275,873.	5,777,408.	0.047750
2010	218,949.	5,749,692.	0.038080
2009	163,976.	4,642,689.	0.035319
2008	363,948.	4,554,903.	0.079902
2007	314,276.	6,315,770.	0.049761

2	**Total** of line 1, column (d)	2	0.250812
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	0.050162
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,154,415.
5	Multiply line 4 by line 3	5	308,718.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,254.
7	Add lines 5 and 6	7	315,972.
8	Enter qualifying distributions from Part XII, line 4	8	283,706.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	14,508.
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	14,508.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	14,508.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a — 8,548.		
b	Exempt foreign organizations - tax withheld at source — 6b — NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — NONE		
d	Backup withholding erroneously withheld — 6d —		
7	Total credits and payments Add lines 6a through 6d	7	8,548.
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	5,960.
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** ▶ NONE **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?	2		X
	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*	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?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
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) ▶ GA			
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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 11 Telephone no ▶

Located at ▶ ZIP+4 ▶

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 |

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the *exceptions* described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		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?	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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	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 ▶ ____, ____, ____, ____			
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)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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))? . . . . . . [ ] Yes [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . [ ] Yes [X] 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 [X] 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 [X] 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)? **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? . . . . . . [ ] 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 [X] 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 [X] No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
BANK OF AMERICA, N.A. P O BOX 40200, FL9-100-10-19, JACKSONVILLE, FL 32203	TRUSTEE 01	30,509.	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

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

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 NONE	
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	5,947,089.
b	Average of monthly cash balances	1b	301,048.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	6,248,137.
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	NONE
3	Subtract line 2 from line 1d	3	6,248,137.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	93,722.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,154,415.
6	**Minimum investment return.** Enter 5% of line 5	6	307,721.

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	307,721.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	14,508.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	14,508.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	293,213.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	293,213.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	293,213.

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	283,706.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	283,706.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	283,706.

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				293,213.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			259,737.	
b	Total for prior years 20 10 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 NONE				
b	From 2008 NONE				
c	From 2009 NONE				
d	From 2010 NONE				
e	From 2011 NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 283,706.				
a	Applied to 2011, but not more than line 2a			259,737.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				23,969.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
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				269,244.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2008 NONE				
b	Excess from 2009 NONE				
c	Excess from 2010 NONE				
d	Excess from 2011 NONE				
e	Excess from 2012 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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))

N/A

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

N/A

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

SEE STATEMENT 12

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

N/A

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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*				
MT DE SALES ACADEMY TRUSTEES C/O HOPE PATTERS 851 ORANGE ST MACON GA 31201-2164	NONE	EXEMPT PUB	EDUCATION	25,974.
ST JOSEPH CATHOLIC CHURCH 830 POPLAR ST MACON GA 31201-2016	NONE	EXEMPT PUB	GENERAL FUNDS	25,974.
JAY'S HOPE FOUNDATION, INC 1157 B FORSYTH STREET MACON GA 31201	NONE	PC	UNRESTRICTED GENERAL SUPPORT	15,000.
MEDCEN COMMUNITY HEALTH FDN 858 HIGH STREET MACON GA 31201	NONE	PC	UNRESTRICTED GENERAL SUPPORT	80,000.
WESLEYAN COLLEGE 4760 FORSYTH ROAD MACON GA 31210-4462	NONE	PC	UNRESTRICTED GENERAL SUPPORT	25,000.
SENIOR CONNECTIONS, INC 5238 PEACHTREE ROAD ATLANTA GA 30341	NONE	PC	UNRESTRICTED GENERAL SUPPORT	7,800.
RONALD MCDONALD HOUSE CHARITIES OF CENTRAL GE 1160 FORSYTH STREET MACON GA 31201	NONE	PC	UNRESTRICTED GENERAL SUPPORT	50,000.
COMMUNITY HEALTH WORKS 300 MULBERRY ST, SUITE 603 MACON GA 31201	NONE	PC	UNRESTRICTED GENERAL SUPPORT	30,000.
Total . . . . . . ▶ **3a**				259,748.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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	152,676.	
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			14	353.	
8 Gain or (loss) from sales of assets other than inventory			18	594,219.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b FEDERAL TAX REFUND			1	2,192.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				749,440.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 749,440.

(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)
	NOT APPLICABLE

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

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) is based on all information of which preparer has any knowledge

Karen J Kiser | 01/10/2014 | SVP Tax

Signature of officer or trustee | Date | Title

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

BANK OF AMERICA, N.A.

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	208.
FEDERAL TAX REFUND	2,192.
LYONDELLBASELL INDUSTRIES NV CL A COM	145.
TOTALS	2,545.

STATEMENT 1

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,129.			1,129.
ACCOUNTING & TAX PREPARATION	9,600.			9,600.
TOTALS	10,729.	NONE	NONE	10,729.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	296.	296.
EXCISE TAX - PRIOR YEAR	2,545.	
EXCISE TAX ESTIMATES	8,548.	
FOREIGN TAXES ON QUALIFIED FOR	1,344.	1,344.
FOREIGN TAXES ON NONQUALIFIED	262.	262.
TOTALS	12,995.	1,902.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	1,025.		1,025.
OTHER INVESTMENT FEE	93.	93.	
TOTALS	1,118.	93.	1,025.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
464287614 ISHARES RUSSELL 1000	399,441.	477,020.
922908553 VANGUARD REIT ETF	355,237.	357,156.
032511107 ANADARKO PETE CORP C	16,668.	22,318.
166764100 CHEVRON CORP COM	29,139.	29,160.
30231G102 EXXON MOBIL CORP COM	41,173.	38,718.
637071101 NATIONAL OILWELL VAR	13,027.	17,184.
674599105 OCCIDENTAL PETE CORP	10,268.	20,111.
806857108 SCHLUMBERGER LTD COM	16,985.	24,299.
009158106 AIR PRODS & CHEMS IN	12,031.	13,321.
260543103 DOW CHEM CO COM	16,529.	21,504.
61166W101 MONSANTO CO NEW COM	21,553.	21,396.
149123101 CATERPILLAR INC COM	19,372.	19,182.
167250109 CHICAGO BRDG & IRON	18,920.	21,009.
235851102 DANAHER CORP DEL COM	20,083.	21,836.
244199105 DEERE & CO COM	18,686.	17,906.
31428X106 FEDEX CORP COM	19,393.	21,110.
369550108 GENERAL DYNAMICS COR	21,599.	21,442.
369604103 GENERAL ELEC CO COM	20,168.	20,068.
438516106 HONEYWELL INTL INC C	16,219.	21,590.
023135106 AMAZON COM INC COM	19,689.	21,885.
20030N101 COMCAST CORP NEW CL	21,828.	24,362.
254687106 DISNEY WALT CO COM D	12,589.	25,796.
437076102 HOME DEPOT INC COM	19,205.	18,963.
580135101 MCDONALDS CORP COM	19,255.	20,204.
65249B109 NEWS CORP NEW CL A	2,482.	2,746.
855244109 STARBUCKS CORP COM	18,968.	21,936.
87612E106 TARGET CORP COM	17,461.	15,995.
90130A101 TWENTY-FIRST CENTY F	16,981.	20,274.
073730103 BEAM INC COM	19,462.	19,395.

THE THOMAS C BURKE FOUNDATION 58-6047627

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
22160K105 COSTCO WHSL CORP NEW	10,753.	17,276.
50076Q106 KRAFT FOODS GROUP IN	12,396.	11,546.
609207105 MONDELEZ INTL INC CO	3,047.	3,142.
713448108 PEPSICO INC COM	9,624.	19,875.
742718109 PROCTER & GAMBLE CO	26,074.	28,346.
966837106 WHOLE FOODS MKT INC	23,764.	26,325.
002824100 ABBOTT LABS COM	17,287.	15,433.
00287Y109 ABBVIE INC COM	26,877.	27,956.
031162100 AMGEN INC COM	26,019.	29,101.
075887109 BECTON DICKINSON & C	28,992.	29,006.
375558103 GILEAD SCIENCES INC	1,589.	5,344.
478160104 JOHNSON & JOHNSON CO	18,688.	23,840.
58155Q103 MCKESSON CORP COM	10,211.	26,943.
717081103 PFIZER INC COM	16,671.	16,373.
91324P102 UNITEDHEALTH GROUP I	19,209.	21,125.
025816109 AMERICAN EXPRESS CO	23,641.	23,789.
054937107 BB&T CORP COM	15,729.	16,031.
084670702 BERKSHIRE HATHAWAY I	29,433.	28,945.
09247X101 BLACKROCK INC CL A	18,001.	17,590.
172967424 CITIGROUP INC NEW CO	11,110.	21,830.
38141G104 GOLDMAN SACHS GROUP	14,641.	18,985.
46625H100 J P MORGAN CHASE & C	22,354.	31,014.
59156R108 METLIFE INC COM	21,447.	22,301.
949746101 WELLS FARGO & CO NEW	13,830.	19,420.
037833100 APPLE INC COM	31,559.	57,210.
111320107 BROADCOM CORP CL A	22,311.	16,913.
278642103 EBAY INC COM	18,325.	19,528.
38259P508 GOOGLE INC CL A COM	27,002.	39,416.
459200101 INTERNATIONAL BUSINE	15,959.	25,925.

THE THOMAS C BURKE FOUNDATION 58-6047627

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
68389X105 ORACLE CORP COM	25,268.	25,043.
747525103 QUALCOMM INC COM	17,739.	21,206.
79466L302 SALESFORCE COM INC C	17,886.	24,138.
92826C839 VISA INC CL A COM	21,177.	21,977.
00206R102 AT&T INC COM	18,508.	17,248.
14964U108 CAVIUM INC COM	22,383.	22,866.
92343V104 VERIZON COMMUNICATIO	14,351.	18,203.
29364G103 ENTERGY CORP NEW COM	27,390.	24,960.
842587107 SOUTHERN CO COM	15,664.	14,413.
693390700 PIMCO TOTAL RETURN F	560,413.	559,673.
693390841 PIMCO HIGH YIELD FD	110,000.	113,105.
04314H204 ARTISAN INTERNATIONA	101,725.	167,553.
411511306 HARBOR INTERNATIONAL	99,721.	145,968.
52106N889 LAZARD EMERGING MKTS	303,055.	322,801.
197199813 COLUMBIA ACORN INTER	58,000.	75,402.
592905509 METRO WEST T/R BD CL	560,000.	562,117.
TOTALS	3,764,234.	4,195,087.

THE THOMAS C BURKE FOUNDATION 58-6047627

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
73935S105 POWERSHARES DB COMMO	C	430,171.	412,160.
TOTALS		430,171.	412,160.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PRIOR YEAR END SALES ADJUSTMENT	2,781.
MUTUAL FD ADJUSTMENT (DIGITAL REALTY REIT)	131.
TOTAL	2,912.

STATEMENT 9

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ROUNDING	14.
CURRENT YEAR END SALES ADJUSTMENT	253.
COST BASIS ADJUSTMENT	1,282.
SALES ADJUSTMENTS	1,212.
TOTAL	2,761.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

NAME: BANK OF AMERICA, N.A

ADDRESS: P O BOX 40200, FL9-100-10-19
JACKSONVILLE, FL 32203-0200

TELEPHONE NUMBER: (877)446-1410

RECIPIENT NAME:
PALMER WILSON
ADDRESS:
150 N. COLLEGE STREET
CHARLOTTE, NC 28255
RECIPIENT'S PHONE NUMBER: 980-387-5846
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
MIDDLE GEORGIA AREA

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A., AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

THE THOMAS C BURKE FOUNDATION
58-6047627
Balance Sheet
09/30/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	42105 560	42,105 56	42,105 56
00164V103	AMC NETWORKS INC	63 000	3,987 12	4,315 50
00206R102	AT&T INC	1069 000	35,153 48	36,153 58
002824100	ABBOTT LABS	715 000	23,650 72	23,730 85
00287Y109	ABBVIE INC	1033 000	39,765 62	46,206 09
00508Y102	ACUITY BRANDS INC	105 000	8,199 06	9,662 10
008252108	AFFILIATED MANAGERS GROUP	54 000	4,120 48	9,862 56
009128307	AIR METHODS CORP COM	40 000	1,377 76	1,702 48
009158106	AIR PRODS & CHEMS INC	125 000	12,030 71	13,321 25
011659109	ALASKA AIR GROUP INC	147 000	8,044 62	9,205 14
013904305	ALCATEL-LUCENT	913 000	2,268 26	3,222 89
015271109	ALEXANDRIA REAL ESTATE EQ INC	141 000	10,194 21	9,002 85
016255101	ALIGN TECHNOLOGY INC	156 000	2,980 59	7,503 60
018581108	ALLIANCE DATA SYS CORP	67 000	9,580 09	14,168 49
02043Q107	ALNYLAM PHARMACEUTICALS INC	101 000	2,419 72	6,465 01
023135106	AMAZON COM INC	70 000	19,688 64	21,884 80
024013104	AMERICAN ASSETS TR INC	97 000	1,723 84	2,959 47
024061103	AMERICAN AXLE & MFG HLDGS INC	186 000	3,157 09	3,667 92
025537101	AMERICAN ELEC PWR INC	124 000	3,838 70	5,375 40
025676206	AMERICAN EQUITY INVT LIFE HLDG	188 000	2,489 74	3,989 36
025816109	AMERICAN EXPRESS CO	485 000	30,176 75	36,627 20
03071H100	AMERISAFE INC	96 000	2,676 18	3,408 96
031162100	AMGEN INC	422 000	37,428 02	47,232 35
032359309	AMTRUST FINL SVCS INC	98 000	2,771 93	3,822 49
032511107	ANADARKO PETE CORP	240 000	16,668 35	22,317 60
037833100	APPLE INC	120 000	31,558 79	57,210 00
04033A100	ARIAD PHARMACEUTICALS INC	286 000	5,529 34	5,262 40
04314H204	ARTISAN INTERNATIONAL FUND	5846 245	101,724 66	167,553 38
045327103	ASPEN TECHNOLOGY INC	157 000	2,502 73	5,424 35
04685W103	ATHENAHEALTH INC	26 000	1,650 21	2,823 13
047477104	ATHLON ENERGY INC	68 000	1,852 97	2,223 60
053015103	AUTOMATIC DATA PROCESSING INC	150 000	5,490 28	10,857 00
054937107	BB&T CORP	475 000	15,728 53	16,031 25
073730103	BEAM INC	300 000	19,462 49	19,395 00

THE THOMAS C BURKE FOUNDATION
58-6047627
Balance Sheet
09/30/2013

Cusip	Asset	Units	Basis	Market Value
075887109	BECTON DICKINSON & CO	290 000	28,992 34	29,005 80
084670702	BERKSHIRE HATHAWAY INC DEL	255 000	29,433 35	28,945 05
09247X101	BLACKROCK INC	101 000	23,648 38	27,332 62
09609G100	BLUEBIRD BIO INC	74 000	1,859 12	1,995 04
097023105	BOEING CO	141 000	9,955 23	16,567 50
09739D100	BOISE CASCADE CO DEL	73 000	1,921 36	1,967 35
110122108	BRISTOL MYERS SQUIBB CO	455 000	13,781 02	21,057 40
111320107	BROADCOM CORP	650 000	22,310 79	16,913 00
11133B409	BROADSOFT INC	114 000	3,195 99	4,113 12
112463104	BROOKDALE SENIOR LIVING INC	351 000	6,884 98	9,231 30
12572Q105	CME GROUP INC	120 000	6,023 04	8,865 60
125896100	CMS ENERGY CORP	156 000	3,358 96	4,105 92
12621E103	CNO FINL GROUP INC	263 000	1,951 10	3,787 20
13100M509	CALIX NETWORKS INC	277 000	2,511 44	3,526 21
149123101	CATERPILLAR INC	230 000	19,371 73	19,182 00
14964U108	CAVIUM INC	555 000	22,382 54	22,866 00
157085101	CERUS CORP	381 000	1,710 61	2,560 32
16117M305	CHARTER COMMUNICATIONS INC DEL	28 000	2,519 21	3,773 28
166764100	CHEVRON CORP	395 000	41,885 17	47,992 50
167250109	CHICAGO BRDG & IRON CO N V	310 000	18,919 86	21,008 70
171232101	CHUBB CORP	114 000	7,674 83	10,175 64
171779309	CIENA CORP	121 000	1,087 01	3,026 09
172755100	CIRRUS LOGIC CORP	85 000	1,381 91	1,926 10
17275R102	CISCO SYS INC	523 000	11,665 68	12,254 41
172967424	CITIGROUP INC	450 000	11,110 19	21,829 50
18538R103	CLEARWATER PAPER CORP	59 000	2,214 90	2,818 43
19239V302	COGENT COMMUNICATIONS GROUP	156 000	4,095 17	5,031 00
197199813	COLUMBIA ACORN INTERNATIONAL	1618 755	58,000 00	75,401 61
20030N101	COMCAST CORP	540 000	21,827 76	24,362 10
200340107	COMERICA INC	75 000	2,780 61	2,948 25
207410101	CONMED CORP	82 000	1,773 03	2,784 88
208242107	CONNS INC	98 000	6,844 52	4,902 94
20825C104	CONOCOPHILLIPS	141 000	9,671 99	9,800 91
21925Y103	CORNERSTONE ONDEMAND INC	101 000	3,242 01	5,195 44

THE THOMAS C BURKE FOUNDATION
58-6047627
Balance Sheet
09/30/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
22160K105	COSTCO WHSL CORP NEW	150 000	10,752 75	17,275 50
22160N109	COSTAR GROUP INC	62 000	5,594 21	10,410 54
225447101	CREE INC	73 000	4,696 42	4,393 87
229663109	CUBESMART INC	180 000	1,156 01	3,211 20
23331A109	D R HORTON INC	142 000	2,667 43	2,759 06
235851102	DANAHER CORP DEL	315 000	20,082 79	21,835 80
244199105	DEERE & CO	220 000	18,685 69	17,905 80
246647101	DELEK US HLDGS INC	46 000	1,245 96	970 14
247361702	DELTA AIR LINES INC DEL	174 000	1,471 37	4,104 66
248019101	DELUXE CORP	70 000	1,741 13	2,916 20
25272T104	DIAMOND RESORTS INTL INC	282 000	4,404 42	5,304 42
254687106	DISNEY WALT CO	400 000	12,589 17	25,796 00
25746U109	DOMINION RES INC VA NEW	67.000	3,396 52	4,186 16
25754A201	DOMINOS PIZZA INC	150 000	4,802 01	10,192 50
257651109	DONALDSON INC	161 000	5,792 42	6,138 93
260003108	DOVER CORP	98 000	3,301 16	8,803 34
260543103	DOW CHEM CO	560 000	16,529 17	21,504 00
263534109	DU PONT E I DE NEMOURS & CO	197 000	9,358 79	11,536 32
26441C204	DUKE ENERGY CORP	55 000	3,573 50	3,672 90
265504100	DUNKIN BRANDS GROUP INC	140 000	5,416 39	6,336 40
268648102	EMC CORP	408 000	10,455 99	10,428 48
26882D109	EPIQ SYS INC	229.000	2,701 83	3,020 51
26969P108	EAGLE MATERIALS INC	136 000	8,922 11	9,866 80
27579R104	EAST WEST BANCORP INC	127 000	1,328 63	4,057 65
278642103	EBAY INC	350 000	18,325 49	19,528 25
285512109	ELECTRONIC ARTS INC	237 000	4,946 26	6,055 35
29084Q100	EMCOR GROUP INC	53 000	1,372 93	2,073 89
291011104	EMERSON ELEC CO	103 000	5,018 85	6,664 10
29364G103	ENTERGY CORP NEW	395 000	27,390 41	24,960 05
29413T106	ENVIVIO INC	258 000	907 64	810 12
29977G102	EVERBANK FINL CORP	242 000	2,907 72	3,625 16
30066A105	EXAMWORKS GROUP INC	98 000	2,220 68	2,547 02
30212P303	EXPEDIA INC DEL	120 000	5,906 49	6,217 20
30231G102	EXXON MOBIL CORP	712 000	59,344 40	61,260 48

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30241L109	FEI CO	31 000	1,526 90	2,721 80
303726103	FAIRCHILD SEMICONDUCTOR INTL	206 000	3,106 53	2,861 34
31428X106	FEDEX CORP	185 000	19,393 40	21,110 35
315616102	F5 NETWORKS INC	30 000	2,373 62	2,574 24
316645100	FIFTH & PAC COS INC	336 000	7,241 75	8,443 68
316773100	FIFTH THIRD BANCORP	334 000	5,972 02	6,028 70
31787A507	FINISAR CORP	144 000	2,354 80	3,258 72
320218100	FIRST FINL CORP IND	70 000	1,960 26	2,209 90
320517105	FIRST HORIZON NATL CORP	264 000	2,756 92	2,901 36
33616C100	FIRST REP BK SAN FRANCISCO	79 000	2,662 90	3,683 77
339041105	FLEETCOR TECHNOLOGIES INC	31 000	3,171 49	3,414 96
36159R103	GEO GROUP INC	76 000	1,137 05	2,527 00
36191G107	GNC HLDGS INC	71 000	2,868 12	3,878 73
363576109	GALLAGHER ARTHUR J & CO	81 000	2,937 88	3,535 65
36467W109	GAMESTOP CORP	171 000	7,915 73	8,490 15
369550108	GENERAL DYNAMICS CORP	245 000	21,599 43	21,442 40
369604103	GENERAL ELEC CO	840 000	20,167 64	20,067 60
375558103	GILEAD SCIENCES INC	85 000	1,589 35	5,343 95
378967103	GLOBAL CASH ACCESS HLDGS INC	383 000	1,945 12	2,991 23
38141G104	GOLDMAN SACHS GROUP INC	120 000	14,641 27	18,985 20
38259P508	GOOGLE INC	45 000	27,002 41	39,415 95
40171V100	GUIDEWIRE SOFTWARE INC	80 000	2,033 39	3,768 80
402635304	GULFPORT ENERGY CORP	88 000	3,213 65	5,661 92
40425J101	HMS HLDGS CORP	302 000	6,810 37	6,489 98
411511306	HARBOR INTERNATIONAL FUND	2106 929	99,720 94	145,968 04
416515104	HARTFORD FINL SVCS GROUP INC	128 000	2,440 04	3,983 36
422245100	HEALTHWAYS INC	177 000	2,415 03	3,276 27
422368100	HEARTWARE INTL INC	46 000	4,125 68	3,366 92
42330P107	HELIX ENERGY SOLUTIONS GROUP INC	142 000	3,311 44	3,602 54
427093109	HERCULES OFFSHORE INC	442 000	2,134 86	3,253 56
42805T105	HERTZ GLOBAL HLDGS INC	110 000	1,155 86	2,437 60
431284108	HIGHWOODS PPTYS INC	77 000	2,748 62	2,718 87
432748101	HILLTOP HLDGS INC	196 000	3,075 51	3,626 00
436106108	HOLLYFRONTIER CORP	64 000	2,581 13	2,695 04

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437076102	HOME DEPOT INC	561 000	25,643 77	42,551 85
438516106	HONEYWELL INTL INC	433 000	24,215 41	35,956 32
440543106	HORNBECK OFFSHORE SVCS INC	64 000	1,531 17	3,676 16
446150104	HUNTINGTON BANCSHARES INC	384 000	3,275 09	3,171 84
449172105	HYSTER-YALE MATLS HANDLING INC	78 000	7,460 47	6,994 26
44930G107	ICU MED INC	37 000	1,305 79	2,513 41
45167R104	IDEX CORP	86 000	5,562.83	5,611 50
452327109	ILLUMINA INC	41 000	1,713 63	3,314 03
45245E109	IMAX CORP	170 000	4,371 16	5,140 80
45256B101	IMPAX LABORATORIES INC	190 000	2,415 64	3,889 30
45321L100	IMPERVA INC	56 000	1,881 43	2,353 12
45665G303	INFINITY PHARMACEUTICALS INC	188 000	5,174 90	3,276 84
457669307	INSMED INC	178 000	2,716 55	2,778 58
45812P107	INTEGRATED SILICON SOLUTION	273 000	2,669 58	2,972 97
458140100	INTEL CORP	531 000	9,904 95	12,171 05
459200101	INTERNATIONAL BUSINESS MACHS	232 000	23,921 87	42,961 76
46121Y102	INTREPID POTASH INC	234 000	3,895 84	3,669 12
464287614	ISHARES RUSSELL 1000 GROWTH ETF	6100 000	399,440 81	477,020 00
46625H100	J P MORGAN CHASE & CO	939 000	36,990 45	48,536 91
478160104	JOHNSON & JOHNSON	530 000	35,940 54	45,945 70
48242W106	KBR INC	87 000	2,224 58	2,839 68
482480100	KLA-TENCOR CORP	131 000	7,405 50	7,971 35
48562P103	KAPSTONE PAPER & PACKAGING	78 000	1,647 04	3,338 40
48666K109	KB HOME	160 000	2,484 16	2,883 20
492515101	KERYX BIOPHARMACEUTICALS INC	533 000	4,386 72	5,377 97
49427F108	KILROY RLTY CORP	74 000	3,662 93	3,696 30
494368103	KIMBERLY CLARK CORP	127 000	9,026 76	11,965 94
494580103	KINDRED HEALTHCARE INC	207 000	2,666 07	2,780 01
50076Q106	KRAFT FOODS GROUP INC	220 000	12,396 12	11,545 60
501242101	KULICKE & SOFFA INDS INC	308 000	3,172 27	3,557 40
50187A107	LHC GROUP INC	93 000	1,695 08	2,181 78
501889208	LKQ CORP	117 000	2,870 64	3,728 79
515098101	LANDSTAR SYS INC	71 000	4,020 52	3,974 58
52106N889	LAZARD EMERGING MKTS EQUITY	16944 912	303,055 19	322,800 57

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53224V100	LIFELOCK INC	726 000	7,687 02	10,766 58
533900106	LINCOLN ELEC HLDGS INC	107 000	6,880 58	7,128 34
546347105	LOUISIANA PAC CORP	109 000	1,835 09	1,917 31
55003T107	LUMBER LIQUIDATORS HLDGS INC	107 000	11,056 04	11,411 55
552697104	MDC PARTNERS INC	128 000	3,066 88	3,581 70
552848103	MGIC INVT CORP WIS	306 000	1,507 23	2,227 68
55616P104	MACYS INC	190 000	8,449 71	8,221 30
563571108	MANITOWOC INC	254 000	5,257 20	4,968 49
571748102	MARSH & MCLENNAN COS INC	208 000	7,150 08	9,058 40
576323109	MASTEC INC	86 000	2,041 23	2,605 80
577933104	MAXIMUS INC	155 000	5,661 46	6,981 20
580135101	MCDONALDS CORP	356 000	29,350 58	34,250 76
58155Q103	MCKESSON CORP	210 000	10,210 88	26,943 00
584045108	MEDASSETS INC	171 000	2,888 67	4,346 82
58503F106	MEDLEY CAP CORP	290 000	3,908 89	3,999 10
587200106	MENTOR GRAPHICS CORP	169 000	1,455 30	3,949 53
58933Y105	MERCK & CO INC	360 000	13,227 79	17,139 24
59156R108	METLIFE INC	564 000	25,904 36	26,479 80
592905509	METRO WEST T/R BD CL I	52930 056	560,000 00	562,117 19
594793101	MICREL INC	129 000	1,303 53	1,175 19
594918104	MICROSOFT CORP	637 000	17,776 98	21,199 36
596278101	MIDDLEBY CORP	51 000	10,124 34	10,654 41
59804T100	MIDSTATES PETE CO INC	382 000	3,371 13	1,959 66
609207105	MONDELEZ INTL INC	100 000	3,047 06	3,142 10
61166W101	MONSANTO CO	205 000	21,553 16	21,395 85
62913F201	NII HLDGS INC	241 000	1,820 63	1,462 87
629377508	NRG ENERGY INC	137 000	2,497 50	3,744 21
63633D104	NATIONAL HEALTH INVS INC	51 000	1,642 60	2,901 39
637071101	NATIONAL OILWELL VARCO INC	220 000	13,026 58	17.184 20
63888U108	NATURAL GROCERS BY VITAMIN	155 000	5,803 51	6,153 50
63935N107	NAVIGANT CONSULTING INC	292 000	2,957 00	4,514 32
640079109	NEENAH PAPER INC	103 000	2,462 08	4,048 93
64110L106	NETFLIX COM INC	27 000	4,740 62	8,348 67
65249B109	NEWS CORP NEW	171 000	2,482 47	2,746 26

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Cusip	Asset	Units	Basis	Market Value
65339F101	NEXTERA ENERGY INC	78 000	4,096 66	6,252 48
67018T105	NU SKIN ENTERPRISES INC	40 000	1,828 02	3,829 60
67072V103	NXSTAGE MED INC	270 000	4,124 02	3,553 20
670872100	OM GROUP INC	111 000	2,332 89	3,749 58
674215108	OASIS PETE INC NEW	97 000	2,757 08	4,765 61
674599105	OCCIDENTAL PETE CORP DEL	269 000	12,259 88	25,162 26
675232102	OCEANEERING INTL INC	65 000	3,227 46	5,280 60
675746309	OCWEN FINL CORP	65 000	2,362 87	3,625 05
67622P101	OFFICEMAX INC DELAWARE	207 000	1,699 64	2,647 53
678026105	OIL STS INTL INC	29 000	2,107 22	3,000 34
68372A104	OPENTABLE INC	49 000	2,945 45	3,428 78
68389X105	ORACLE CORP	755 000	25,268 36	25,043 35
693390700	PIMCO TOTAL RETURN FUND	51725 762	560,412 83	559,672 74
693390841	PIMCO HIGH YIELD FD	11943 540	110,000 00	113,105 32
693475105	PNC FINL SVCS GROUP INC	151 000	10,197 53	10,939 95
698354107	PANDORA MEDIA INC	229 000	4,185 88	5,754 77
701094104	PARKER HANNIFIN CORP	55 000	2,330 25	5,979 60
70931T103	PENNYMAC MTG INVT TR	118 000	2,879 68	2,676 24
713448108	PEPSICO INC	250 000	9,623 62	19,875 00
716933106	PHARMACYCLICS INC	39 000	3,771 92	5,392 14
717081103	PFIZER INC	1351 000	28,883 62	38,807 47
718546104	PHILLIPS 66	97 000	5,999 81	5,608 54
731068102	POLARIS INDS INC	34 000	3,217 40	4,392 12
73640Q105	PORTFOLIO RECOVERY ASSOCS INC	145 000	4,938 74	8,689 85
73935S105	POWERSHARES DB COMMODITY	16000 000	430,170 90	412,160 00
74144T108	PRICE T ROWE GROUP INC	91 000	2,487 25	6,545 63
742718109	PROCTER & GAMBLE CO	565 000	38,686 57	42,708 35
743606105	PROSPERITY BANCSHARES INC	63 000	2,242 41	3,895 92
74460D109	PUBLIC STORAGE INC	35 000	4,029 64	5,619 25
74587V107	PUMA BIOTECHNOLOGY INC	18 000	1,011 99	965 88
747525103	QUALCOMM INC	315 000	17,738 58	21,205 80
749685103	RPM INTL INC	211 000	4,699 23	7,638 20
750236101	RADIAN GROUP INC	233 000	774 09	3,245 69
755111507	RAYTHEON CO	154 000	6,962 18	11,868 78

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772739207	ROCK-TENN CO	33 000	3,724 99	3,341 91
780259206	ROYAL DUTCH SHELL PLC	145 524	9,383 57	9,558 02
780287108	ROYAL GOLD INC	58 000	3,913 66	2,822 28
781182100	RUBY TUESDAY INC	358 000	3,285 69	2,685 00
781270103	RUDOLPH TECHNOLOGIES INC	222 000	2,497 91	2,530 80
78388J106	SBA COMMUNICATIONS CORP	44 000	2,314 95	3,540 24
78454L100	SM ENERGY CO	49 000	3,035 19	3,782 31
78486Q101	SVB FINL GROUP	41 000	2,085 56	3,541 17
79466L302	SALESFORCE COM INC	465 000	17,885 95	24,138 15
803607100	SAREPTA THERAPEUTICS INC	55 000	805 70	2,597 65
806857108	SCHLUMBERGER LTD	345 000	22,961 24	30,484 20
808541106	SCHWEITZER-MAUDUIT INTL INC	41 000	1,018 53	2,481 73
81282V100	SEAWORLD ENTMT INC	150 000	4,902 32	4,444 50
81616X103	SELECT COMFORT CORP	514 000	11,792 12	12,515 90
816851109	SEMPRA ENERGY	58 000	3,248 63	4,964 80
81762P102	SERVICENOW INC	140 000	6,248 64	7,273 00
824348106	SHERWIN WILLIAMS CO	82 000	7,059 73	14,938 76
82669G104	SIGNATURE BK NEW YORK N Y	39 000	1,234 86	3,569 28
828806109	SIMON PPTY GROUP INC NEW	36 000	5,665 17	5,336 28
829226109	SINCLAIR BROADCAST GROUP INC	114 000	3,181 87	3,821 28
83001A102	SIX FLAGS ENTMT CORP NEW	148 000	4,103 20	5,000 92
83088M102	SKYWORKS SOLUTIONS INC	152 000	3,406 82	3,775 68
835451105	SONIC CORP	206 000	1,682 78	3,656 50
83545G102	SONIC AUTOMOTIVE INC	164 000	2,505 54	3,903 20
838518108	SOUTH JERSEY INDS INC	50 000	2,425 36	2,929 00
842587107	SOUTHERN CO	350 000	15,664 23	14,413 00
844895102	SOUTHWEST GAS CORP	58 000	2,547 42	2,900 00
848637104	SPLUNK INC	94 000	2,921 27	5,643 76
85375C101	STANDARD PAC CORP NEW	386 000	3,110 42	3,053 26
855244109	STARBUCKS CORP	285 000	18,967 98	21,936 45
858155203	STEELCASE INC	199 000	2,503 76	3,307 38
86732Y109	SUNEDISON INC	214 000	1,721 65	1,705 58
87074U101	SWIFT TRANSN CO	186 000	1,872 99	3,755 34
871546206	SYMMETRY MED INC	298 000	2,690 59	2,431 68

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872540109	TJX COS INC NEW	132 000	3,941 61	7,443 48
87264S106	TRW AUTOMOTIVE HLDGS CORP	51 000	3,630 67	3,636 81
87509U106	TAMINCO CORP	126 000	2,056 62	2,557 80
875465106	TANGER FACTORY OUTLET CTRS INC	89 000	1,618 76	2,905 85
87612E106	TARGET CORP	250 000	17,460 64	15,995 00
878193101	TEARLAB CORP	307 000	4,196 15	3,395 42
879369106	TELEFLEX INC	31 000	1,896 08	2,550 68
880349105	TENNECO INC	56 000	969 14	2,828 00
881569107	TESARO INC	52 000	1,866 29	2,014 48
882508104	TEXAS INSTRS INC	227 000	8,441 60	9,145 83
887317303	TIME WARNER INC	237 000	8,072 83	15,596 97
888706108	TIVO INC	264 000	2,747 50	3,284 16
891826109	TOWER INTL INC	184 000	2,052 05	3,678 16
891894107	TOWERS WATSON & CO	43 000	2,244 40	4,599 28
89469A104	TREEHOUSE FOODS INC	41 000	2,624 03	2,740 03
896945201	TRIPADVISOR INC	152 000	9,234 59	11,527 68
89785X101	TRUEBLUE INC	144 000	3,036 80	3,457 44
897888103	TRULIA INC	114 000	3,392 20	5,361 42
89969Q104	TUMI HLDGS INC	138 000	2,443 19	2,780 70
899896104	TUPPERWARE BRANDS CORP	33 000	1,380 76	2,850 21
90130A101	TWENTY-FIRST CENTY FOX INC	605 000	16,981 19	20,273 55
902748102	UIL HLDG CORP	80 000	2,358 89	2,974 40
902973304	US BANCORP DEL	376.000	10,959 01	13,754 08
903293405	U S G CORP	111 000	2,493 66	3,172 38
90341W108	U S AWYS GROUP INC	645 000	11,199 59	12,229 20
90384S303	ULTA SALON COSMETICS &	48 000	3,011 26	5,734 08
90385D107	ULTIMATE SOFTWARE GROUP INC	39 000	3,880 04	5,748 60
904214103	UMPQUA HLDGS CORP	223 000	3,044 48	3,617 06
90662P104	UNION FIRST MKT BANKSHARES	167 000	3,341 09	3,902 79
909214306	UNISYS CORP	130 000	2,891 32	3,274 70
910047109	UNITED CONTL HLDGS INC	105 000	2,438 65	3,224 55
911312106	UNITED PARCEL SVC INC	115 000	9,908 09	10,507 55
911363109	UNITED RENTALS INC	117 000	3,621 70	6,819 93
911684108	UNITED STATES CELLULAR CORP	67 000	2,809 31	3,050 51

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Cusip	Asset	Units	Basis	Market Value
913017109	UNITED TECHNOLOGIES CORP	45 000	756 57	4,851 90
91324P102	UNITEDHEALTH GROUP INC	295 000	19,208 68	21,124 95
918194101	VCA ANTECH INC	109 000	2,495 51	2,993 14
918204108	V F CORP	21 000	3,549 29	4,180 05
922908553	VANGUARD REIT	5400 000	355,236 84	357,156 00
92343V104	VERIZON COMMUNICATIONS INC	943 000	33,308 68	44,014 53
92826C839	VISA INC	115 000	21,176 76	21,976 50
929566107	WABASH NATL CORP	322 000	2,030 15	3,754 52
931142103	WAL-MART STORES INC	97 000	5,632 76	7,174 12
93317W102	WALTER INVT MGMT CORP	73 000	2,992 24	2,886 42
94106L109	WASTE MGMT INC DEL	130 000	4,014 65	5,361 20
94946T106	WELLCARE GROUP INC	62 000	2,696 62	4,323 88
949746101	WELLS FARGO & CO	918 000	27,296 17	37,931 76
95709T100	WESTAR ENERGY INC	170 000	4,973 47	5,210 50
959319104	WESTERN REFNG INC	128 000	4,038 38	3,845 12
961840105	WET SEAL INC	771 000	3,581 04	3,030 03
966837106	WHOLE FOODS MKT INC	450 000	23,763 70	26,325 00
976657106	WISCONSIN ENERGY CORP	98 000	3,349 77	3,957 24
985817105	YELP INC	277 000	8,293 95	18,331 86
989701107	ZIONS BANCORPORATION	111 000	3,383 77	3,043 62
G05384105	ASPEN INS HLDGS LTD	75 000	1,902 03	2,721 75
G0585R106	ASSURED GUARANTY LTD	198 000	3,690 99	3,712 50
G1151C101	ACCENTURE PLC	168 000	8,763 98	12,371 52
G4388N106	HELEN OF TROY LTD	69 000	1,192 34	3,053 25
G4412G101	HERBALIFE LTD	97 000	4,719 62	6,767 69
G50871105	JAZZ PHARMACEUTICALS PLC	30 000	1,708 50	2,759 10
G98290102	XL GROUP PLC	71 000	306 94	2,188 22
H0023R105	ACE LTD	75 000	5,818 49	7,017 00
L0175J104	ALTISOURCE PORT SOLUTIONS SA	41 000	5,481 14	5,740 41
N22035104	CONSTELLIUM NV CL A	147 000	2,084 93	2,851 80
N33462107	FRANKS INTERNATIONAL NV	124 000	3,691 24	3,711 32
N53745100	LYONDELLBASELL INDUSTRIES NV	90 000	5,745 58	6,590 70
		Totals	5,501,727 49	6,342,378 04