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 DEC 1, 2012 **, and ending** NOV 30, 2013

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

A Employer identification number 52-1632596

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

B Telephone number 973-538-4006

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

C If exemption application is pending, check here ▶ [ ]

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 18,277,196.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ______ *(Part I, column (d) must be on cash basis)*

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	527,391.	527,391.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,600,763.			STATEMENT 1
	b Gross sales price for all assets on line 6a 8,423,985.				
	7 Capital gain net income (from Part IV, line 2)		6,100,382.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	5,128,154.	6,627,773.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	69,190.	23,063.		45,127.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	137,800.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	98,337.	32,779.		65,558.
	24 **Total operating and administrative expenses** Add lines 13 through 23	305,327.	55,842.		110,685.
	25 Contributions, gifts, grants paid	0.			0.
	26 **Total expenses and disbursements** Add lines 24 and 25	305,327.	55,842.		110,685.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	4,822,827.			
	b **Net investment income** (if negative, enter -0-)		6,571,931.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
A005 JUL 24 2014 IRS-OSC
OGDEN, UT

SCANNED JUL 31 2014

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	<24,391.>	5,456.	5,456.
	2 Savings and temporary cash investments	634,056.	2,350,211.	2,350,211.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	6,789,630.	9,866,455.	15,921,529.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	7,399,295.	12,222,122.	18,277,196.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31**			
	27 Capital stock, trust principal, or current funds	5,051,160.	7,399,295.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,348,135.	4,822,827.	
	30 **Total net assets or fund balances**	7,399,295.	12,222,122.	
	31 **Total liabilities and net assets/fund balances**	7,399,295.	12,222,122.	

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	7,399,295.
2	Enter amount from Part I, line 27a	2	4,822,827.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	12,222,122.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,222,122.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED	D		
b	SEE ATTACHED	P		
c	SEE ATTACHED	P		
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	6,985,828.		208,025.	6,777,803.
b	43,769.			43,769.
c	1,394,388.		2,115,578.	<721,190.>
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				6,777,803.
b				43,769.
c				<721,190.>
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 6,100,382.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	333,136.	14,365,896.	.023189
2010	257,615.	13,615,701.	.018920
2009	475,340.	13,259,459.	.035849
2008	1,031,070.	12,273,251.	.084010
2007	81,074.	14,403,534.	.005629

2	Total of line 1, column (d)	2	.167597
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	.033519
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,506,192.
5	Multiply line 4 by line 3	5	553,271.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	65,719.
7	Add lines 5 and 6	7	618,990.
8	Enter qualifying distributions from Part XII, line 4	8	110,685.

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	131,439.
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	131,439.
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	131,439.
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	74,326.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	45,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	119,326.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	424.
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	12,537.
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 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 ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 ▶ PORZIO BROMBERG AND NEWMAN PC Telephone no. ▶ 973-538-4006
Located at ▶ 100 SOUTHGATE PKWY, PO BOX 1997, MORRISTOWN, NJ ZIP+4 ▶ 07962-1997

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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

			Yes	No
	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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		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)*

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors SEE STATEMENT 8

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A	0.00	0.	0.	0.

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

223551
12-05-12

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
N/A		0.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments. See instructions. 3 N/A	0.
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	16,262,032.
b	Average of monthly cash balances		1b	495,523.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	16,757,555.
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	16,757,555.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	251,363.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	16,506,192.
6	**Minimum investment return** Enter 5% of line 5		6	825,310.

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	825,310.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 131,439.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	131,439.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	693,871.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	693,871.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	693,871.

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	110,685.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	110,685.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	110,685.

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				693,871.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008 112,892.				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	112,892.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 110,685.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				110,685.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	112,892.			112,892.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				470,294.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

1 **Information Regarding Foundation Managers:**

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

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NONE				
Total			▶ **3a**	0.
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	527,391.	
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	4,600,763.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		5,128,154.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 5,128,154.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 7/15/14 | Title TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARY B. GOLDHIRSCH	Mary B Goldhirsch MARY B. GOLDHIRSC	7/15/2014		P00964392
Firm's name ▶ PORZIO BROMBERG AND NEWMAN PC			Firm's EIN ▶ 22-2005150	
Firm's address ▶ 100 SOUTHGATE PKWY, PO BOX 1997 MORRISTOWN, NJ 07962-1997			Phone no. 973-538-4006	

223622
12-05-12

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

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

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,985,828.	1,707,644.	0.	0.	5,278,184.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43,769.	0.	0.	0.	43,769.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,394,388.	2,115,578.	0.	0.	<721,190.>

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	4,600,763.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GLENMEDE TRUST CO	487,937.	0.	487,937.
GLENMEDE TRUST CO	41,267.	0.	41,267.
GLENMEDE TRUST CO ACCRUED INTEREST PAID	<1,813.>	0.	<1,813.>
TOTAL TO FM 990-PF, PART I, LN 4	527,391.	0.	527,391.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORZIO, BROMBERG & NEWMAN, P.C.	69,190.	23,063.		45,127.
TO FM 990-PF, PG 1, LN 16A	69,190.	23,063.		45,127.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UNITED STATES TREASURY EXCISE TAXES	137,800.	0.		0.
TO FORM 990-PF, PG 1, LN 18	137,800.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NJ DIV OF CONSUMER AFFAIRS	30.	10.		20.
INVESTMENT ADVISORY FEES	97,982.	32,661.		65,321.
STATE OF NJ ANNUAL REPORT	25.	8.		17.
BANK SERVICE CHARGES	300.	100.		200.
TO FORM 990-PF, PG 1, LN 23	98,337.	32,779.		65,558.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	9,866,455.	15,921,529.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,866,455.	15,921,529.

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

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

FORM 990-PF OFFICERS, DIRECTORS, TRUSTEES AND FOUNDATION MANAGERS COMPENSATION EXPLANATION PART VIII, LINE 1 STATEMENT 8

PERSON'S NAME

N/A

COMPENSATION EXPLANATION

N/A

Form **8868** (Rev January 2013)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

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

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ PORZIO BROMBERG AND NEWMAN PC - 100 SOUTHGATE PKWY, PO BOX 1997 - MORRISTOWN, NJ 07962-1997
  Telephone No ▶ 973-538-4006 FAX No ▶ 973-538-5146
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until JULY 15, 2014 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [ ] calendar year ______ or
▶ [X] tax year beginning DEC 1, 2012 , and ending NOV 30, 2013

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

PRINCIPAL BALANCE ON HAND

James E and Diane W Burke Foundation, Inc
As of 11/30/2013

	Fair Market Value	Book Value
Cash on Hand		
Cash - Glenmede Trust Company, NA	(774,323 90)	(774,323 90)
Checking Accounts		
Bank of America Checking Account No 0084 4101 8828	5,455 58	5,455 58
Money Market Accounts		
Glenmede Fund Inc - Gov't Cash Portfolio	3,124,535 00	3,124,535 00
Common Stocks		
Accenture PLC 157 Units	12,162 79	11,877 09
Activision Blizzard 829 Units	14,267 09	14,226 82
AGCO Corp 219 Units	12,736 10	12,736 10
Alere Inc 236 Units	7,721 92	7,749 25
Allstate Corp 228 Units	12,373 56	11,946 40
Altria Group 343 Units	12,684 14	12,360 75
Amdocs Ltd 326 Units	13,189 96	12,527 74
Ameriprise Financial Inc 135 Units	14,613 75	13,144 86
American Axle and Manufacturing Holdings 443 Units	8,860 00	8,643 37
American Equity Invt Life Holdings Co 466 Units	11,048 86	11,031 20
Amgen 86 Units	9,810 88	9,658 40

PRINCIPAL BALANCE ON HAND
James E and Diane W Burke Foundation, Inc
As of 11/30/2013

	Fair Market Value	Book Value
Amtrust Financial Services 223 Units	9,323 63	9,341 25
Apple Inc 12 Units	6,672 84	5,982 93
Arctic Cat Inc 163 Units	9,172 01	9,278 07
Ashford Hospitality Prime Inc 101 Units	2,066 46	2,049 26
Ashford Hospitality Trust 508 Units	4,170 68	4,170 83
AT&T Inc 350 Units	12,323 50	12,316 86
Atwood Oceanics Inc 193 Units	10,144 08	10,206 55
Automatic Data Processing 152 Units	12,163 04	11,623 34
Auxilium Pharmaceuticals Inc 350 Units	7,143 50	6,958 00
Avery Dennison Corp 212 Units	10,366 80	9,910 48
Azz Inc 161 Units	7,869 68	7,798 42
Baker Hughes Inc 242 Units	13,784 32	12,695 46
BBCN Bancorp Inc 407 Units	6,792 83	6,658 72
Bed Bath & Beyond Inc 172 Units	13,421 16	13,194 98
Bio-Reference Labs Inc 150 Units	4,380 00	4,906 50
Blucora Inc 264 Units	7,677 12	7,785 91

PRINCIPAL BALANCE ON HAND
James E and Diane W Burke Foundation, Inc
As of 11/30/2013

	Fair Market Value	Book Value
Borg Warner Automotive 124 Units	13,289 08	12,782 82
Brandywine Realty Trust 482 Units	6,400 96	6,423 90
Buffalo Wild Wings Inc 53 Units	7,962 72	7,926 15
CA Inc 394 Units	13,002 00	12,508 61
Cameron International Corp 175 Units	9,693 25	10,000 27
Cardinal Health Inc 246 Units	15,891 60	14,064 47
Cardtronics Inc 258 Units	10,988 22	11,037 50
Carmike Cinemas Inc 313 Units	7,493 22	7,516 48
CBS Corp 166 Units	9,720 96	9,293 62
Celadon Group Inc 239 Units	4,978 37	5,056 50
Celgene Corp 98 Units	15,853 46	14,833 06
Centene Corp 148 Units	8,840 04	8,807 95
Charles Schwab Corp 285 Units	6,976 80	6,507 05
Chemical Financial Corp 159 Units	5,091 18	5,050 84
Chesapeake Lodging Tr 367 Units	8,760 29	8,662 30
Chevron Corp 92 Units	11,264 48	11,320 72

PRINCIPAL BALANCE ON HAND

James E and Diane W Burke Foundation, Inc
As of 11/30/2013

	Fair Market Value	Book Value
Cinemark Holdgings Inc 290 Units	9,567 10	9,620 90
Cirrus Logic Inc 310 Units	6,255 80	6,121 51
Cisco Systems 472 Units	10,030 00	11,340 15
Citigroup Inc 276 Units	14,605 92	14,332 14
CMS Energy 415 Units	11,014 10	11,088 19
CNO Financial Group Inc 545 Units	9,221 40	9,247 56
Coca Cola Enterprises 305 Units	12,791 70	12,552 50
Cognizant Tech Solutions Corp 167 Units	15,679 63	13,881 55
Comcast Corp 262 Units	13,065 94	12,203 42
Community Trust Bancorp Inc 89 Units	4,069 97	4,026 36
Computer Sciences Corp 253 Units	13,312 86	13,094 02
Conagara Inc 198 Units	6,532 02	6,176 78
Corning Inc 823 Units	14,056 84	12,935 67
Crane Co 121 Units	7,539 51	7,583 70
CVS Corp 206 Units	13,793 76	12,845 56
Cyberonics Inc 139 Units	9,552 08	9,571 03

PRINCIPAL BALANCE ON HAND
James E and Dıane W Burke Foundatıon, Inc
As of 11/30/2013

	Fair Market Value	Book Value
Delphı Automotıve PLC 105 Unıts	6,147 75	5,978 95
Dıscover Fınancıal Servıces 263 Unıts	14,017 90	13,652 45
Douglas Emmett Inc 457 Unıts	10,501 86	10,853 33
Dover Corp 156 Unıts	14,155 44	14,095 68
DSW Inc 169 Unıts	7,576 27	7,556 06
East West Bancorp Inc 204 Unıts	6,993 12	6,558 28
Ebay Inc 353 Unıts	17,833 56	18,225 99
Edıson Internatıonal 77 Unıts	3,558 17	3,532 31
Electr For Imagıng Corp 267 Unıts	10,573 20	10,600 57
Elı Lılly & Co 217 Unıts	10,897 74	11,450 43
EMC Corp 240 Unıts	5,724 00	5,949 02
Enersys 161 Unıts	11,487 35	11,385 94
Entegrıs Inc 658 Unıts	7,224 84	7,158 91
EPL Oıl & Gas Inc 246 Unıts	7,047 90	7,234 15
Exxon Mobıl Corp 122 Unıts	11,404 56	11,168 25
F5 Networks Inc 80 Unıts	6,580 80	6,460 41

PRINCIPAL BALANCE ON HAND
James E and Dıane W Burke Foundatıon, Inc
As of 11/30/2013

	Fair Market Value	Book Value
FedEx Corp 109 Units	15,118 30	13,277 99
Fifth Third Bank 650 Units	13,208 00	12,731 94
Finisar Corporation 328 Units	6,786 32	6,718 00
First Solar Inc 103 Units	6,161 46	6,298 11
Firstmerit Corp 367 Units	8,426 32	8,462 65
Fluor Corp 158 Units	12,293 98	11,375 40
Foot Locker Inc 258 Units	10,033 62	9,331 29
Gannett Corp 589 Units	15,938 34	15,441 00
General Mills, Inc 241 Units	12,153 63	11,938 99
Gilead Sciences Inc 59 Units	4,413 79	4,025 02
Grand Canyon Education Inc 155 Units	7,058 70	6,923 65
Graphic Packaging Hldg Co 999 Units	8,971 02	8,898 09
Great Plains Energy Inc 540 Units	12,819 60	12,795 61
Halliburton Co 207 Units	10,904 76	10,221 39
Hanger Orthopedic Group 247 Units	9,593 48	9,473 64
Helmerich & Payne Inc 90 Units	6,930 00	6,493 01

PRINCIPAL BALANCE ON HAND
James E and Diane W Burke Foundation, Inc
As of 11/30/2013

	Fair Market Value	Book Value
Hilltop Holdings Inc 537 Units	12,732 27	12,499 75
Hollyfrontier Corp 289 Units	13,866 22	13,016 91
Home Depot Inc 98 Units	7,905 66	7,572 15
Home Bancshares Inc 104 Units	3,760 64	3,688 92
Honeywell International Inc 72 Units	6,372 72	6,202 98
Igate Capital Corporation 195 Units	6,528 60	6,517 50
Integrated Silicon Solution Inc 315 Units	3,729 60	3,696 71
International Game Technology 444 Units	7,765 56	8,131 78
Invesco Ltd 191 Units	6,656 35	6,401 81
j2 Global Inc 179 Units	8,586 63	8,663 33
Jacobs Engineering Group Inc 225 Units	13,448 25	13,570 43
Johnson & Johnson 77,488 Units	7,335,014 08	1,685,629 75
Kapstone Paper and Packaging 91 Units	4,848 48	4,860 31
Kimco Realty Corp 613 Units	12,640 06	12,696 69
Kroger Corp 312 Units	13,026 00	12,627 76
Lakeland Financial Corp 166 Units	6,366 10	6,316 23

PRINCIPAL BALANCE ON HAND
James E and Diane W Burke Foundation, Inc
As of 11/30/2013

	Fair Market Value	Book Value
Liberty Property Trust 273 Units	8,842 47	9,672 55
Lincoln National Corp 407 Units	20,891 31	18,606 15
Lithia Motors Inc 105 Units	6,938 40	6,909 80
Littlefuse 110 Units	9,564 50	9,542 28
Lockheed Martin Corp 48 Units	6,800 16	6,337 76
LSB Industries Inc 204 Units	6,544 32	6,371 88
Lyondellbasell Industries 170 Units	13,120 60	12,381 26
Manpower Inc 208 Units	16,625 44	15,503 32
Marvell Technology Group Ltd 1,049 Units	14,927 27	14,079 82
Mastec Inc 321 Units	10,159 65	10,193 93
Matrix Service Co 248 Units	5,505 60	5,341 45
Maximus Inc 235 Units	10,692 50	10,720 39
Measurement Specialties Inc 106 Units	5,866 04	5,827 78
Medassets Inc 461 Units	9,929 94	10,006 10
Medtronic Inc 109 Units	6,247 88	6,074 33
Mentor Graphics 281 Units	6,329 53	6,361 64

PRINCIPAL BALANCE ON HAND

James E and Diane W Burke Foundation, Inc

As of 11/30/2013

	Fair Market Value	Book Value
Micros Systems, Inc 103 Units	5,533 16	5,516 71
Microsemi Corp 310 Units	7,573 30	7,484 80
Moog Inc 130 Units	8,927 10	8,741 60
Mylan Laboratories Inc 358 Units	15,798 54	14,356 90
MYR Group Inc 148 Units	3,760 68	3,740 09
Myriad Genetics Inc 250 Units	7,437 50	7,250 00
NASDAQ Stock Market Inc 411 Units	16,148 19	14,265 46
National Oil Well Varco Inc 161 Units	13,121 50	12,485 34
Netapp, Inc 286 Units	11,797 50	12,092 96
Netgear Inc 182 Units	5,844 02	5,826 00
Newcastle Investment Corp 889 Units	4,880 61	4,944 35
Northrop Grumman Corp 154 Units	17,352 72	15,724 62
Omnicare Inc 268 Units	15,351 04	15,061 76
Oracle Corp 304 Units	10,728 16	10,353 26
Orbital Sciences Corp 393 Units	9,227 64	9,168 73
Oshkosh Truck Cl B 268 Units	13,065 00	12,637 88

PRINCIPAL BALANCE ON HAND
James E and Diane W Burke Foundation, Inc
As of 11/30/2013

	Fair Market Value	Book Value
Pennymac Mortgage Investment 289 Units	6,525 62	6,500 39
Pericom Semiconductor Corp 440 Units	4,197 60	4,217 00
Perkinelmer Inc 292 Units	11,107 68	11,044 13
Pfizer Inc 396 Units	12,565 08	11,962 20
Phillips 66 203 Units	14,130 83	12,785 59
Primoris Service Corp 304 Units	8,743 04	8,700 15
Prosperity Bancshares Inc 112 Units	7,182 56	7,213 88
Protective Life Corp 228 Units	10,939 44	10,962 35
Questcor Pharmaceuticals 89 Units	5,162 89	5,065 88
Ramco-Gershenson Properties 414 Units	6,624 00	6,623 30
Raytheon Company 193 Units	17,115 24	15,717 05
Reliance Steel & Aluminum 175 Units	12,867 75	12,825 30
Reynolds American Inc 238 Units	12,007 10	12,015 82
Robert Half International Inc 319 Units	12,322 97	12,290 11
Rosetta Resouces Inc 168 Units	8,495 76	8,780 35
RPX Corporation 339 Units	5,600 28	5,536 85

PRINCIPAL BALANCE ON HAND
James E and Diane W Burke Foundation, Inc
As of 11/30/2013

	Fair Market Value	Book Value
Rudolph Technologies Inc 349 Units	3,926 25	3,932 08
Sabra Health Care 331 Units	8,831 08	8,912 84
Sapient Corporation 431 Units	6,779 63	6,790 62
Sinclair Broadcasting Group 262 Units	8,598 84	8,597 98
Skyworks Solutions Inc 230 Units	6,115 70	5,845 47
Sonic Automotive Inc 234 Units	5,550 48	5,433 18
Sonoco Products Co 315 Units	12,618 90	12,445 25
Southwest Airlines 911 Units	16,935 49	14,363 56
Spirit Airlines Inc 172 Units	7,889 64	7,832 28
St Jude Medical Inc 209 Units	12,209 78	11,580 96
State Street Corp 170 Units	12,343 70	11,938 31
Steven Madden Ltd 233 Units	9,077 68	9,088 84
Stone Energy Corp 313 Units	10,354 04	10,428 28
Suntrust Banks Inc 347 Units	12,571 81	12,207 51
Swift Transportation Co 376 Units	8,704 40	8,752 04
Symantec Corp 600 Units	13,494 00	15,033 58
Sysco Corp 370 Units	12,443 10	12,292 80

PRINCIPAL BALANCE ON HAND
James E and Dıane W Burke Foundatıon, Inc
As of 11/30/2013

	Fair Market Value	Book Value
TAL Internatıonal Group Inc 175 Unıts	9,562 00	9,953 49
TE Connectıvıty Ltd 204 Unıts	10,754 88	10,615 55
Tennoco Automotıve Inc 176 Unıts	10,102 40	10,072 29
Terex Corp 210 Unıts	7,627 20	7,533 79
Tesoro Pete Corp 132 Unıts	7,739 16	6,801 41
Texas Roadhouse Inc 337 Unıts	9,429 26	9,361 96
The Gap Inc 320 Unıts	13,110 40	13,698 91
Thermo Fısher Scıentıfic Inc 161 Unıts	16,236 85	15,519 19
Thor Industrıes Inc 185 Unıts	10,002 95	10,029 65
Thoratec Corp 211 Unıts	8,307 07	8,864 89
Tıme Warner Inc 193 Unıts	12,682 03	12,390 74
TJX Cos 104 Unıts	6,539 52	5,977 02
Trıumph Group,Inc 179 Unıts	13,235 26	13,378 84
TRW Automotıve Holdıngs Corp 198 Unıts	15,364 80	14,601 75
Unıon Fırst Market Bankshares 165 Unıts	4,258 65	4,235 02
Unısys Inc 289 Unıts	7,938 83	7,866 03
Unıted Therapeutıcs Corp 172 Unıts	15,877 32	14,067 38

PRINCIPAL BALANCE ON HAND

James E and Diane W Burke Foundation, Inc

As of 11/30/2013

	Fair Market Value	Book Value
UNS Energy Corp 110 Units	5,266 80	5,202 09
US Airways Group Inc 333 Units	7,818 84	7,948 71
US Cellular 138 Units	6,123 06	6,132 09
Valero Energy Corp 405 Units	18,516 60	15,911 70
VCA Antech Inc 294 Units	8,805 30	8,853 28
Wabash National 625 Units	7,587 50	7,608 50
Waddell & Reed Financial 248 Units	15,805 04	13,943 69
Weingarten Realty 374 Units	10,673 96	10,884 23
Wells Fargo Co 294 Units	12,941 88	12,671 80
Wesbanco Inc 173 Units	5,449 50	5,420 76
Western Digital Corp 190 Units	14,257 60	13,290 02
Western Alliance Bancorporation 482 Units	11,192 04	11,114 92
Wilshire Bancorp Inc 590 Units	6,236 30	6,107 98
Wintrust Financial Corp 214 Units	9,707 04	9,608 45
Wyndham Worldwide Corp 178 Units	12,764 38	11,599 81
XL Group PLC 309 Units	9,884 91	9,700 92
Zions Bancorp 227 Units	6,657 91	6,594 41

PRINCIPAL BALANCE ON HAND
James E and Dıane W Burke Foundatıon, Inc
As of 11/30/2013

	Fair Market Value	Book Value
Mutual Funds		
Blackrock Floatıng Rate Income Inst 45,699 534 Unıts	479,845 11	475,841 39
Glenmede Fund Inc - Core Fıxed Income Portfolıo 20,049 914 Unıts	223,957 54	234,380 00
Glenmede Fund Inc - Large Cap Growth Portfolıo 19,865 175 Unıts	405,448 22	330,200 00
Glenmede Long/Short Portfolıo 18,326 334 Unıts	194,992 19	189,224 99
Glenmede Fund Inc Large Cap 100 Portfolıo 4,971 687 Unıts	95,655 26	87,800 00
Glenmede Fund Inc - Advısor Small Cap 12,887 039 Unıts	347,692 31	336,760 00
Harbor Capıtal Apprecıatıon Fund 2,953 188 Unıts	166,914 19	133,180 00
ıShares DJ Select Dıvıdend Fund 20,000 Unıts	1,403,400 00	1,315,345 27
ıShares MSCI EAFE Small Cap Fund 1,670 Unıts	83,683 70	79,772 40
Matthews Asıan Growth & Income Fund 8,609 467 Unıts	166,248 81	154,249 40
Oppenheımer SteelPath MLP Alpha Fund I 6,459 443 Unıts	78,676 02	74,305 00
Payden Hıgh Income Fund 10,000 Unıts	72,700 00	70,900 00
Pımco Total Return Fund - Instıtutıonal 30,861 549 Unıts	335,773 65	221,874 63
Pımco ETF Tr Total Return 3,000 Unıts	318,180 00	323,940 00
Templeton Global Bond Fund 24,960 988 Units	324,992 06	334,158 00
Thırd Avenue Real Estate Val 4,766 061 Unıts	139,597 93	126,231 25
TIAA CREF Hıgh Yıeld Fund 40,116 074 Unıts	419,212 97	412,411 80

PRINCIPAL BALANCE ON HAND
James E and Diane W Burke Foundation, Inc
As of 11/30/2013

	Fair Market Value	Book Value
Tweedy Browne Global Value Fund 12,928 991 Units	355,805 83	313,910 00
Federal Notes and Bonds		
$20,000 Federal National Mortgage Assoc Interest rate 5 00% Maturity date 05/11/2017 20,000 Units	22,814 00	23,776 12
$35,000 US Treasury Bond Interest rate 7 50% Maturity date 11/15/2016 35,000 Units	42,098 00	42,098 55
$40,000 U S Treasury Note Interest rate 4 75% Maturity date 08/15/2017 40,000 Units	45,672 00	47,915 76
$40,000 Federal Home Loan Mortgage Corp Interest rate 4 875% Maturity date 06/13/2018 40,000 Units	46,136 00	46,600 80
$50,000 Federal Home Loan Bank Interest rate 5 00% Maturity date 11/17/2017 50,000 Units	57,780 00	60,486 00
$60,000 U S Treasury Note Interest rate 2 25% Maturity date 05/31/2014 60,000 Units	60,630 00	62,135 35
$70,000 Federal Home Loan Bank Interest rate 5 375% Maturity date 05/18/2016 70,000 Units	78,498 00	82,518 94
$75,000 Federal Home Loan Mortgage Corp Interest rate 5 00% Maturity date 07/15/2014 50,000 Units	51,500 00	54,508 80
Corporate Bonds		
$20,000 Intel Corp Interest rate 3 30% Maturity date 10/01/2021 20,000 Units	20,150 00	20,177 00

PRINCIPAL BALANCE ON HAND
James E and Diane W Burke Foundation, Inc
As of 11/30/2013

	Fair Market Value	Book Value
$30,000 Caterpillar Inc Interest rate 7 90% Maturity date 12/15/2018 30,000 Units	38,238 00	40,785 00
$30,000 IBM Corp Interest rate 8 375% Maturity date 11/1/2019 30,000 Units	39,960 00	43,114 20
$30,000 Pepsico Inc Interest rate 7 90% Maturity date 11/01/2018 30,000 Units	38,190 00	40,610 10
$30,000 United Technologies Corp Interest rate 6 125% Maturity date 02/01/2019 30,000 Units	35,976 00	37,341 60
$30,000 Wells Fargo Bank Interest rate 5 75% Maturity date 05/16/2016 30,000 Units	33,414 00	34,318 80
$35,000 General Electric Cap Corp Interest rate 5 625% Maturity date 09/15/2017 35,000 Units	40,194 00	41,106 45
$35,000 John Deere Cap Interest rate 3 90% Maturity date 7/12/2021 35,000 Units	36,785 00	39,749 85
$35,000 Johnson & Johnson Interest rate 5 15% Maturity date 07/15/2018 35,000 Units	40,407 50	42,855 75
$35,000 Oracle Corp Interest rate 5 75% Maturity date 4/15/2018 35,000 Units	40,908 00	43,152 90
$35,000 Procter & Gamble Co Interest rate 4 70% Maturity date 02/15/2019 35,000 Units	39,889 50	41,722 80

PRINCIPAL BALANCE ON HAND

James E and Diane W Burke Foundation, Inc
As of 11/30/2013

	Fair Market Value	Book Value
$40,000 Toyota Motor Credit Corp Interest rate 2 05% Maturity date 01/12/2017 40,000 Units	41,088 00	41,495 20
$40,000 Wal-Mart Stores Inc Interest rate 3 25% Maturity date 10/25/2020 40,000 Units	41,272 00	44,254 80
$40,000 American Express Credit Corp Interest rate 1 75% Maturity date 6/12/2015 40,000 Units	40,704 00	40,974 00
$40,000 Blackrock Inc Interest rate 3 50% Maturity date 12/10/2014 40,000 Units	41,256 00	42,651 20
Miscellaneous Property		
225 Johnson & Johnson Call Option 01/18/2014	(32,850 00)	(28,790 86)
Uncashed check - UBS Financial Services	2 32	2 32
PRINCIPAL BALANCE ON HAND	$ 18,277,195 62	$ 12,222,122 68

GAINS AND LOSSES ON SALES AND OTHER DISPOSITIONS
James E and Diane W Burke Foundation, Inc
For Period 12/01/2012 Through 11/30/2013

			Gain	Loss
12/10/2012	TIAA CREF High Yield Fund Long term capital gain distribution			
	Net Proceeds	611 80		
	Fiduciary Acquisition Value	0 00		
	Net Gain		611 80	
12/13/2012	Pimco Total Return Fund - Institutional Long term capital gain distribution			
	Net Proceeds	6,425 02		
	Fiduciary Acquisition Value	0 00		
	Net Gain		6,425 02	
12/14/2012	Glenmede Fund Inc - Core Fixed Income Port Long term capital gain distribution			
	Net Proceeds	580 00		
	Fiduciary Acquisition Value	0 00		
	Net Gain		580 00	
12/17/2012	Glenmede Fund Inc - Secured Options Long term capital gain distribution			
	Net Proceeds	35,150 00		
	Fiduciary Acquisition Value	0 00		
	Net Gain		35,150 00	
12/17/2012	Glenmede Int'l Secured Options Port Long term capital gain distribution			
	Net Proceeds	153 00		
	Fiduciary Acquisition Value	0 00		
	Net Gain		153 00	
12/19/2012	Templeton Global Bond Fund Long term capital gain distribution			
	Net Proceeds	849 50		
	Fiduciary Acquisition Value	0 00		
	Net Gain		849 50	
	Total Gains and Losses		43,769 32	0 00
	Less Loss			0 00
	Net Gain			43,769 32

GAINS AND LOSSES ON SALES AND OTHER DISPOSITIONS
James E and Diane W Burke Foundation, Inc
For Period 12/01/2012 Through 11/30/2013

			Gain	Loss
2/12/2013 Sale of 1,000 shares iShares Barclays Intermediate Fund				
1,000 Units				
Net Proceeds		110,537 52		
Fiduciary Acquisition Value		109,073 35		
Net Gain			1,464 17	
2/21/2013 Purchase of 350 Johnson & Johnson Call Option	3/16/2013			
Net Proceeds		(153,359 07)		
Fiduciary Acquisition Value		30,089 09		
	Net Loss			183,448 16
2/28/2013 Redemption of $60,000 U S Treasury Note (2 75%) due	28-Feb-13			
60,000 Units				
Net Proceeds		60,000 00		
Fiduciary Acquisition Value		60,869 73		
Net Loss				869 73
3/13/2013 Sale of 19,983 727 shares Glenmede Fund Inc - Secured Options				
19,983 727 Units				
Net Proceeds		245,600 00		
Fiduciary Acquisition Value		257,989 27		
Net Loss				12,389 27
4/10/2013 Sale of 4,987 874 shares Glenmede Fund Inc - Secured Options				
4,987 874 Units				
Net Proceeds		61,700 00		
Fiduciary Acquisition Value		64,393 29		
Net Loss				2,693 29
5/23/2013 Purchase of 325 Johnson & Johnson Call Option	7/20/2013			
Net Proceeds		(287,665 51)		
Fiduciary Acquisition Value		83,185 87		
	Net Loss			370,851 38
6/14/2013 Sale of 9,035 885 shares Glenmede Fund Inc - Secured Options				
9,035 885 Units				
Net Proceeds		113,310 00		
Fiduciary Acquisition Value		116,652 99		
Net Loss				3,342 99

GAINS AND LOSSES ON SALES AND OTHER DISPOSITIONS
James E and Diane W Burke Foundation, Inc
For Period 12/01/2012 Through 11/30/2013

			Gain	Loss
6/14/2013	Sale of 9,022 478 shares Glenmede Int'l Secured Options Port 9,022 478 Units			
	Net Proceeds	97,262 31		
	Fiduciary Acquisition Value	91,584 00		
	Net Gain		5,678 31	
6/19/2013	Sale of $25,000 Federal Home Loan Bank (3 625%) due 10/18/2013 25,000 Units			
	Net Proceeds	25,288 75		
	Fiduciary Acquisition Value	25,994 75		
	Net Loss			706 00
6/19/2013	Sale of $25,000 Federal Home Loan Mortgage Corp (5 00%) due 07/15/2014 25,000 Units			
	Net Proceeds	26,275 27		
	Fiduciary Acquisition Value	27,254 40		
	Net Loss			979 13
7/24/2013	Sale of 18,642 684 shares Glenmede Fund Inc - Secured Options 18,642 684 Units			
	Net Proceeds	238,067 07		
	Fiduciary Acquisition Value	240,676 45		
	Net Loss			2,609 38
8/5/2013	Sale of 2,000 shares iShares Barclays Intermediate Fund 2,000 Units			
	Net Proceeds	215,633 24		
	Fiduciary Acquisition Value	218,146 70		
	Net Loss			2,513 46
8/5/2013	Sale of 1,000 shares iShares DJ Select Dividend Fund 1,000 Units			
	Net Proceeds	68,278 81		
	Fiduciary Acquisition Value	63,553 33		
	Net Gain		4,725 48	
8/5/2013	Sale of 9,966 805 shares AQR Risk Parity Fund 9,966 805 Units			
	Net Proceeds	111,329 21		
	Fiduciary Acquisition Value	120,100 00		
	Net Loss			8,770 79

GAINS AND LOSSES ON SALES AND OTHER DISPOSITIONS
James E and Diane W Burke Foundation, Inc
For Period 12/01/2012 Through 11/30/2013

			Gain	Loss
8/5/2013	Sale of 7,006 487 shares Pimco Total Return Fund - Institutional 7,006 487 Units			
	Net Proceeds	75,600 00		
	Fiduciary Acquisition Value	112,937 63		
	Net Loss			37,337 63
9/5/2013	Cash received in lieu of fractional shares Murphy USA Inc 0 5 Units			
	Net Proceeds	18 76		
	Fiduciary Acquisition Value	19 72		
	Net Loss			0 96
9/6/2013	Sale of $35,000 Bear Stearns Cos LLC (4 00%) due 10/2/2017 35,000 Units			
	Net Proceeds	40,157 25		
	Fiduciary Acquisition Value	41,937 35		
	Net Loss			1,780 10
9/9/2013	Sale of 103 shares Celanese Corp 103 Units			
	Net Proceeds	5,053 87		
	Fiduciary Acquisition Value	5,015 07		
	Net Gain		38 80	
9/9/2013	Sale of 88 shares Coca Cola Enterprises 88 Units			
	Net Proceeds	3,448 89		
	Fiduciary Acquisition Value	3,360 34		
	Net Gain		88 55	
9/9/2013	Sale of 54 shares Delphi Automotive PLC 54 Units			
	Net Proceeds	3,065 33		
	Fiduciary Acquisition Value	3,005 64		
	Net Gain		59 69	
9/9/2013	Sale of 102 shares Henry Jack Associates Inc 102 Units			
	Net Proceeds	5,213 29		
	Fiduciary Acquisition Value	5,166 30		
	Net Gain		46 99	

GAINS AND LOSSES ON SALES AND OTHER DISPOSITIONS
James E and Diane W Burke Foundation, Inc
For Period 12/01/2012 Through 11/30/2013

			Gain	Loss
9/9/2013	Sale of 17 shares Lockheed Martin Corp			
	17 Units			
	Net Proceeds	2,109 71		
	Fiduciary Acquisition Value	2,096 10		
	Net Gain		13 61	
9/9/2013	Sale of 114 shares MetLife Inc			
	114 Units			
	Net Proceeds	5,494 10		
	Fiduciary Acquisition Value	5,583 72		
	Net Loss			89 62
9/9/2013	Sale of 148 shares Peabody Energy Corp			
	148 Units			
	Net Proceeds	2,736 21		
	Fiduciary Acquisition Value	2,631 44		
	Net Gain		104 77	
9/9/2013	Sale of 101 shares Skyworks Solutions Inc			
	101 Units			
	Net Proceeds	2,620 58		
	Fiduciary Acquisition Value	2,454 30		
	Net Gain		166 28	
9/9/2013	Sale of 78 shares Murphy Oil Corp			
	78 Units			
	Net Proceeds	4,841 38		
	Fiduciary Acquisition Value	4,768 77		
	Net Gain		72 61	
10/4/2013	Sale of 161 shares Akamai Technologies			
	161 Units			
	Net Proceeds	8,393 10		
	Fiduciary Acquisition Value	7,846 10		
	Net Gain		547 00	
10/4/2013	Sale of 167 shares Comerica Inc			
	167 Units			
	Net Proceeds	6,618 96		
	Fiduciary Acquisition Value	6,894 88		
	Net Loss			275 92
10/4/2013	Sale of 201 shares Corrections Corp of America			
	201 Units			
	Net Proceeds	7,037 63		
	Fiduciary Acquisition Value	7,000 58		
	Net Gain		37 05	

GAINS AND LOSSES ON SALES AND OTHER DISPOSITIONS
James E and Diane W Burke Foundation, Inc
For Period 12/01/2012 Through 11/30/2013

			Gain	Loss
10/4/2013	Sale of 100 shares Gilead Sciences Inc 100 Units			
	Net Proceeds	6,278 63		
	Fiduciary Acquisition Value	5,940 06		
	Net Gain		338 57	
10/4/2013	Sale of 67 shares Kimberly Clark Corp 67 Units			
	Net Proceeds	6,298 70		
	Fiduciary Acquisition Value	6,563 93		
	Net Loss			265 23
10/4/2013	Sale of 64 shares KLA Tencor Corp 64 Units			
	Net Proceeds	3,887 93		
	Fiduciary Acquisition Value	3,820 17		
	Net Gain		67 76	
10/4/2013	Sale of 88 shares Marsh & McLennan Cos 88 Units			
	Net Proceeds	3,816 54		
	Fiduciary Acquisition Value	3,737 71		
	Net Gain		78 83	
10/4/2013	Sale of 222 shares Superior Energy Services Inc 222 Units			
	Net Proceeds	5,711 65		
	Fiduciary Acquisition Value	5,714 71		
	Net Loss			3 06
10/4/2013	Sale of 94 shares URS Corp 94 Units			
	Net Proceeds	5,039 44		
	Fiduciary Acquisition Value	4,709 33		
	Net Gain		330 11	
10/4/2013	Sale of 20,000 shares Pimco Total Return Fund - Institutional 20,000 Units			
	Net Proceeds	216,400 00		
	Fiduciary Acquisition Value	322,380 19		
	Net Loss			105,980 19
10/4/2013	Sale of 19 shares Murphy USA Inc 19 Units			
	Net Proceeds	765 96		
	Fiduciary Acquisition Value	749 51		
	Net Gain		16 45	

GAINS AND LOSSES ON SALES AND OTHER DISPOSITIONS
James E and Diane W Burke Foundation, Inc
For Period 12/01/2012 Through 11/30/2013

			Gain	Loss
11/5/2013	Sale of 152 shares American Electric Power 152 Units			
	Net Proceeds	7,113 83		
	Fiduciary Acquisition Value	6,774 55		
	Net Gain		339 28	
11/5/2013	Sale of 104 shares Edison International 104 Units			
	Net Proceeds	5,131 78		
	Fiduciary Acquisition Value	5,023 84		
	Net Gain		107 94	
11/5/2013	Sale of 93 shares Ingredion Inc 93 Units			
	Net Proceeds	6,312 77		
	Fiduciary Acquisition Value	6,155 76		
	Net Gain		157 01	
11/5/2013	Sale of 124 shares JPMorgan Chase & Co 124 Units			
	Net Proceeds	6,434 39		
	Fiduciary Acquisition Value	6,651 39		
	Net Loss			217 00
11/5/2013	Sale of 112 shares Macy's Inc 112 Units			
	Net Proceeds	5,158 10		
	Fiduciary Acquisition Value	5,295 50		
	Net Loss			137 40
11/5/2013	Sale of 98 shares Tesoro Pete Corp 98 Units			
	Net Proceeds	4,684 85		
	Fiduciary Acquisition Value	5,127 36		
	Net Loss			442 51
11/5/2013	Sale of 652 shares Xerox Inc 652 Units			
	Net Proceeds	6,686 79		
	Fiduciary Acquisition Value	6,652 34		
	Net Gain		34 45	
	Total Gains and Losses		14,513 71	735,703 20
	Less Loss			(735,703 20)
	Net Gain			(721,189 49)

GAINS AND LOSSES ON SALES AND OTHER DISPOSITIONS
James E and Diane W Burke Foundation, Inc
For Period 12/01/2012 Through 11/30/2013

			Gain	Loss
1/18/2013	Sale of 5,000 shares Johnson & Johnson 5,000 Units			
	Net Proceeds	364,392 83		
	Fiduciary Acquisition Value	13,250 00		
	Net Gain		351,142 83	
2/7/2013	Sale of 2,000 shares Johnson & Johnson 2,000 Units			
	Net Proceeds	149,917 23		
	Fiduciary Acquisition Value	5,300 00		
	Net Gain		144,617 23	
2/20/2013	Sale of 2,500 shares Johnson & Johnson 2,500 Units			
	Net Proceeds	174,996 08		
	Fiduciary Acquisition Value	6,625 00		
	Net Gain		168,371 08	
3/28/2013	Sale of 10,000 shares Johnson & Johnson 10,000 Units			
	Net Proceeds	811,936 80		
	Fiduciary Acquisition Value	26,500 00		
	Net Gain		785,436 80	
5/23/2013	Sale of 10,000 shares Johnson & Johnson 10,000 Units			
	Net Proceeds	887,769 10		
	Fiduciary Acquisition Value	26,500 00		
	Net Gain		861,269 10	
8/5/2013	Sale of 5,000 shares Johnson & Johnson 5,000 Units			
	Net Proceeds	467,841 85		
	Fiduciary Acquisition Value	13,250 00		
	Net Gain		454,591 85	
10/4/2013	Sale of 8,000 shares Johnson & Johnson 8,000 Units			
	Net Proceeds	735,689 59		
	Fiduciary Acquisition Value	21,200 00		
	Net Gain		714,489 59	
11/1/2013	Sale of 5,000 shares Johnson & Johnson 5,000 Units			
	Net Proceeds	467,272 86		
	Fiduciary Acquisition Value	13,250 00		
	Net Gain		454,022 86	

GAINS AND LOSSES ON SALES AND OTHER DISPOSITIONS
James E and Diane W Burke Foundation, Inc
For Period 12/01/2012 Through 11/30/2013

			Gain	Loss
11/13/2013	Sale of 8,000 shares Johnson & Johnson 8,000 Units			
	Net Proceeds	740,992 70		
	Fiduciary Acquisition Value	21,200 00		
	Net Gain		719,792 70	
11/18/2013	Sale of 8,000 shares Johnson & Johnson 8,000 Units			
	Net Proceeds	755,351 65		
	Fiduciary Acquisition Value	21,200 00		
	Net Gain		734,151 65	
11/21/2013	Sale of 10,000 shares Johnson & Johnson 10,000 Units			
	Net Proceeds	951,733 43		
	Fiduciary Acquisition Value	26,500 00		
	Net Gain		925,233 43	
11/26/2013	Sale of 5,000 shares Johnson & Johnson 5,000 Units			
	Net Proceeds	477,933 68		
	Fiduciary Acquisition Value	13,250 00		
	Net Gain		464,683 68	
	Total Gains and Losses		6,777,802 80	0 00
	Less Loss			0 00
	Net Gain			6,777,802 80