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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf**2013**
Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation

MARGARET E BURNHAM CHARITABLE TRUST

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

Room/suite

P O BOX 31

City or town, state or province, country, and ZIP or foreign postal code

PORTLAND, ME 04112-0031

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col. (c), line
16) \$ 8,171,199.J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number

01-0496879

B Telephone number (see instructions)

207-772-3761

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

	(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 <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	165,834.	165,838.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	433,669.			
b Gross sales price for all assets on line 6a	2,247,059.			
7 Capital gain net income (from Part IV, line 2)		433,669.		
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)				
12 Total. Add lines 1 through 11	599,503.	599,507.		
13 Compensation of officers, directors, trustees, etc.	43,602.	20,057.		23,545.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	625.	313.	NONE	313.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	29,717.	3,060.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	2,294.	2,294.		
24 Total operating and administrative expenses. Add lines 13 through 23	76,238.	25,724.	NONE	23,858.
25 Contributions, gifts, grants paid	314,650.			314,650.
26 Total expenses and disbursements. Add lines 24 and 25	390,888.	25,724.	NONE	338,508.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	208,615.			
b Net investment income (if negative, enter -0-)		573,783.		
c Adjusted net income (if negative, enter -0-)				

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ENVELOPE
POSTMARK DATE
MAY 07 2014

SCANNED MAY 15 2014

Operating and Administrative Expenses

RECEIVED
MAY 13 2014
STMT 3
OGDEN, UT
IRS-CSC

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		212,409.	31,108.	31,108.
	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		5,317,237.	5,756,992.	7,362,952.
	c	Investments - corporate bonds (attach schedule) . STMT 7		50,471.	356.	340.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 8		796,620.	796,620.	776,799.	
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)		6,376,737.	6,585,076.	8,171,199.	
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		6,376,737.	6,585,076.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		6,376,737.	6,585,076.	
	31	Total liabilities and net assets/fund balances (see instructions)		6,376,737.	6,585,076.	

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	6,376,737.
2	Enter amount from Part I, line 27a	2	208,615.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,585,352.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	276.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,585,076.

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 2,247,059.		1,813,390.	433,669.		
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			433,669.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	433,669.	
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div> </div>					

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))
2012	321,740.	6,736,512.	0.047761
2011	286,322.	6,398,726.	0.044747
2010	270,488.	5,777,418.	0.046818
2009	287,701.	5,219,133.	0.055124
2008	275,889.	6,697,415.	0.041193
2 Total of line 1, column (d)			2 0.235643
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 0.047129
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 7,477,470.
5 Multiply line 4 by line 3			5 352,406.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,738.
7 Add lines 5 and 6			7 358,144.
8 Enter qualifying distributions from Part XII, line 4			8 338,508.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	11,476.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	11,476.
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	11,476.
6 Credits/Payments.			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	23,712.	
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	23,712.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,236.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 11,476. Refunded <input type="checkbox"/> 760.	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> ME		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.MEGRANTS.ORG/BURNHAM.HTML</u>	13	X	
14	The books are in care of ► <u>H M PAYSON & CO</u> Telephone no ► <u>(207) 772-3761</u> Located at ► <u>ONE PORTLAND SQUARE, PORTLAND, ME</u> ZIP+4 ► <u>04101</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 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 2013.)	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 2013?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- 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 ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- 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? ☐ Yes ☒ No

5b

6b

7b

X

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
THOMAS PIERCE ONE PORTLAND SQUARE, PORTLAND, ME 04101	TRUSTEE 1	43,602.	-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

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**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	7,127,591.
b	Average of monthly cash balances	1b	463,749.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	7,591,340.
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	7,591,340.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	113,870.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,477,470.
6	Minimum investment return. Enter 5% of line 5	6	373,874.

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	373,874.
2a	Tax on investment income for 2013 from Part VI, line 5 2a		11,476.
b	Income tax for 2013. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	11,476.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	362,398.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	362,398.
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	362,398.

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	338,508.
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	338,508.
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	338,508.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				362,398.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	31,224.			
c From 2010	10,343.			
d From 2011	NONE			
e From 2012	8,623.			
f Total of lines 3a through e	50,190.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>338,508.</u>				
a Applied to 2012, but not more than line 2a			NONE	
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 2013 distributable amount				338,508.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	23,890.			23,890.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	26,300.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	26,300.			
10 Analysis of line 9:				
a Excess from 2009	7,334.			
b Excess from 2010	10,343.			
c Excess from 2011	NONE			
d Excess from 2012	8,623.			
e Excess from 2013				

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 2013, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address of the person to whom applications should be addressed:

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE ATTACHED				314,650.
Total			▶ 3a	314,650.
b <i>Approved for future payment</i>				
Total			▶ 3b	

1	<p>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?</p>		Yes	No
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.			

[illegible]

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

b If "Yes," complete the following schedule.

[illegible]

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

04/29/2014
Date

TRUSTEE
Title

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

H M PAYSON & CO

Print/Type preparer's name	MICHELE L DORE, EA
----------------------------	--------------------

Preparer's signature

Preparer's signature Michael L. Spivey

Date
04/29/2014

Check ☐ if self-employed

PTIN
P00637410

**Paid
Preparer
Use Only**

Firm's name	▶ ERNST & YOUNG U.S. /LLP
Firm's address	▶ 9711 FARRAR COURT, SUITE 110 RICHMOND, VA

23236

Firm's EIN	▶ 34-6565596
Phone no	804-727-3150

Form **990-PF** (2013)


**SCHEDULE D
(Form 1041)**

 Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

 ▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2013

Name of estate or trust

Employer identification number

MARGARET E BURNHAM CHARITABLE TRUST

01-0496879

 Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	975,838.	819,813.		156,025.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 156,025.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	1,271,086.	993,577.		277,509.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13 135.
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 277,644.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

**Part III Summary of Parts I and II****Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		156,025.
18 Net long-term gain or (loss):			
a Total for year	18a		277,644.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b		
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a ▶	19		433,669.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	20 ()
a The loss on line 19, column (3) or b \$3,000	

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero	22		
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	25		
26 Subtract line 25 from line 24. If zero or less, enter -0-	26		
27 Subtract line 26 from line 21. If zero or less, enter -0-	27		
28 Enter the smaller of the amount on line 21 or \$2,450	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26	32		
33 Enter the smaller of line 21 or \$11,950	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33. If zero or less, enter -0-	35		
36 Enter the smaller of line 32 or line 35	36		
37 Multiply line 36 by 15% ▶	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-	40		
41 Multiply line 40 by 20% ▶	41		
42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45		

Schedule D (Form 1041) 2013

MARGARET E BURNHAM CHARITABLE TRUST

01-0496879

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	165,834.	165,838.
	-----	-----
TOTAL	165,834.	165,838.
	=====	=====

MARGARET E BURNHAM CHARITABLE TRUST

01-0496879

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
ACCOUNTING FEES	625.	313.		313.
TOTALS	625.	313.	NONE	313.
	=====	=====	=====	=====

MARGARET E BURNHAM CHARITABLE TRUST

01-0496879

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	874.	874.
FEDERAL TAX PAYMENT - PRIOR YE	2,945.	
FEDERAL ESTIMATES - PRINCIPAL	23,712.	
FOREIGN TAXES ON QUALIFIED FOR	1,463.	1,463.
FOREIGN TAXES ON NONQUALIFIED	723.	723.
	-----	-----
TOTALS	29,717.	3,060.
	=====	=====

MARGARET E BURNHAM CHARITABLE TRUST

01-0496879

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NON-ALLOCABLE EXPENSE -	1,806.	1,806.
OTHER NON-ALLOCABLE EXPENSE -	488.	488.
TOTALS	----- 2,294. =====	----- 2,294. =====

MARGARET E BURNHAM CHARITABLE TRUST
FORM 990PF, PART II - CORPORATE STOCK
=====

01-0496879

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
WELLS FARGO & CO	182,453.	201,803.
ABBOTT LABORATORIES	128,104.	182,259.
JOHNSON AND JOHNSON	28,820.	194,629.
GENERAL DYNAMICS CORP	118,450.	271,362.
HARRIS CORP	173,027.	269,467.
MICROSOFT CORP	219,687.	287,795.
AFLAC INC	167,478.	231,796.
HCC INS HOLDINGS		
UNITED TECHNOLOGIES CORP	149,984.	216,789.
HASBRO INC	157,669.	241,494.
BERKSHIRE HATHAWAY INC	176,239.	262,610.
CUMMINS INC		
PARKER HANNIFIN CORP		
APPLE INC	188,258.	295,872.
INTEL CORP	151,421.	227,774.
MCDONALDS CORP	199,647.	236,606.
MCGRAW HILL COMPANIES INC	186,204.	205,218.
WEIGHT WATCHERS INTL INC		
WILEY JOHN & SONS INC	208,917.	140,479.
MOLSON COORS BREWING CO	187,369.	271,584.
PEPSICO INC		
ALPHA NATURAL RESOURCES INC	143,162.	188,937.
BP PLC SPONS ADR		
CONOCOPHILLIPS	221,685.	237,314.
PEABODY ENERGY CORP	196,546.	253,280.
WILLIAMS COMPANIES INC	148,368.	113,782.
WPX ENERGY INC		
AMERICAN INTERNATIONAL GROUP	142,852.	224,110.
BANK OF AMERICA	158,220.	272,304.

MARGARET E BURNHAM CHARITABLE TRUST
FORM 990PF, PART II - CORPORATE STOCK
=====

01-0496879

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
LABORATORY CORP OF AMERICA	148,232.	154,872.
LIFE TECHNOLOGIES CORP		
TEVA PHARMACEUTICAL IND	185,179.	182,765.
CSX CORP		
JOY GLOBAL INC	153,285.	159,385.
XEROX CORP		
COACH INC	183,520.	209,084.
CISCO SYSTEMS INC	173,013.	186,034.
DANAHER CORP	190,857.	212,300.
DEVON ENERGY CORP	211,137.	211,286.
DIRECTV CLASS A	185,461.	199,376.
INTERNATIONAL BUSINESS MACHINE	197,453.	196,198.
MARATHON PETE CORP	202,588.	248,313.
SPIRIT AEROSYSTEMS HLDS INC	89,366.	161,096.
BAXTER INTERNATIONAL INC	202,341.	214,979.
	-----	-----
TOTALS	5,756,992.	7,362,952.
	=====	=====

MARGARET E BURNHAM CHARITABLE TRUST
FORM 990PF, PART II - CORPORATE BONDS
=====

01-0496879

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
FNMA POOL 5.5% 10/01/16	356.	340.
TARGET CORP SR NOTE 4% 6/15/13		
	-----	-----
	356.	340.
	=====	=====

TOTALS

MARGARET E BURNHAM CHARITABLE TRUST

01-0496879

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
PROSHARES TRUST ULTRASHORT	C	119,358.	49,500.
VANGUARD EMERGING MKTS	C	339,627.	318,835.
VANGUARD DEV EX NORTH AMERICA	C	337,635.	408,464.
		-----	-----
TOTALS		796,620.	776,799.
		=====	=====



MARGARET E BURNHAM CHARITABLE TRUST

01-0496879

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

DESCRIPTION -----	AMOUNT -----
WEIGHT WATCHERS COST BASIS ADJ FOR RETURN OF CAPITAL	275.
ROUNDING	1.

TOTAL	276.
	=====



MARGARET E BURNHAM CHARITABLE TRUST
FORM 990PF, PART XV - LINES 2a - 2d
=====

01-0496879

RECIPIENT NAME:

THOMAS M PIERCE, TRUSTEE

ADDRESS:

C/O H M PAYSON & CO, P O BOX 31

PORTLAND, ME 04112-0031

RECIPIENT'S PHONE NUMBER: 207-772-3761

FORM, INFORMATION AND MATERIALS:

SEE ATTACHED

SUBMISSION DEADLINES:

OCTOBER 1

RESTRICTIONS OR LIMITATIONS ON AWARDS:

AWARDS ARE ONLY MADE TO ORGANIZATIONS THAT ARE EXEMPT UNDER
SECTION 501(C)(3) AND NOT TO PRIVATE FOUNDATIONS UNDER SECTION 509,
NOR TO GOVERNMENTAL ENTITIES OR RELIGIOUS ORGANIZATIONS.

Form **8949**

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service

► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

2013

Attachment
Sequence No **12A**

Name(s) shown on return

Social security number or taxpayer identification number

01-0496879

MARGARET E BURNHAM CHARITABLE TRUST

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

X	(C) Short-term transactions not reported to you on Form 1099-B
---	--

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	8218. CSX CORP	12/20/2012	01/31/2013	179,792.00	180,201.00			-409.00
	880. CUMMINS INC	07/10/2012	01/31/2013	100,448.00	75,527.00			24,921.00
	2972. MCGRAW-HILL FINANCIA	12/06/2012	01/31/2013	171,692.00	160,884.00			10,808.00
	913. WPX ENERGY INC	05/29/2012	01/31/2013	13,574.00	14,747.00			-1,173.00
	3815. MOLSON COORS BREWING	05/17/2012	04/15/2013	194,898.00	153,125.00			41,773.00
	570. HARRIS CORPORATION	12/06/2012	07/29/2013	30,083.00	27,344.00			2,739.00
	5659. VODAFONE GROUP PLC S	02/21/2013	08/29/2013	179,865.00	138,534.00			41,331.00
	701. AMERICAN INTERNATIONA	12/06/2012	10/11/2013	34,926.00	23,486.00			11,440.00
	2426. SPIRIT AEROSYSTEMS H	03/28/2013	11/04/2013	70,560.00	45,965.00			24,595.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ▶				975,838.	819,813.			156,025.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

JSA
3X2615 2 000

Form **8949** (2013)

832337

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

MARGARET E BURNHAM CHARITABLE TRUST

01-0496879

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	15.86 FEDERAL NATIONAL MOR POOL #612660 DTD 10/01/	10/30/2001	01/25/2013	16.00	18.00			-2.00
	2245. ABBVIE INC COM	08/31/2004	01/29/2013	82,083.00	48,221.00			33,862.00
	2390. LIFE TECHNOLOGIES CO	01/12/2012	01/29/2013	148,916.00	111,160.00			37,756.00
	961. CUMMINS INC	12/22/2011	01/31/2013	109,694.00	84,773.00			24,921.00
	5903. WPX ENERGY INC	01/19/2012	01/31/2013	87,762.00	89,675.00			-1,913.00
	108.45 FEDERAL NATIONAL MO POOL #612660 DTD 10/01/	10/30/2001	02/25/2013	108.00	121.00			-13.00
	632. PEPSICO INC	03/05/2012	03/07/2013	48,525.00	39,718.00			8,807.00
	12.82 FEDERAL NATIONAL MOR POOL #612660 DTD 10/01/	10/30/2001	03/25/2013	13.00	14.00			-1.00
	14.49 FEDERAL NATIONAL MOR POOL #612660 DTD 10/01/	10/30/2001	04/25/2013	14.00	16.00			-2.00
	12. FEDERAL NATIONAL MORTG POOL #612660 DTD 10/01/	10/30/2001	05/28/2013	12.00	13.00			-1.00
	50000. TARGET CORP SR UNSE 06/11/2003	06/05/2003	06/15/2013	50,000.00	49,846.00			154.00
	10.97 FEDERAL NATIONAL MOR POOL #612660 DTD 10/01/	10/30/2001	06/25/2013	11.00	12.00			-1.00
	10.88 FEDERAL NATIONAL MOR POOL #612660 DTD 10/01/	10/30/2001	07/25/2013	11.00	12.00			-1.00
	3255. WILLIAMS COMPANIES I	05/13/2011	08/01/2013	117,007.00	80,670.00			36,337.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Social security number or taxpayer identification number

01-0496879

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

	(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
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<input checked="" type="checkbox"/>	(F) Long-term transactions not reported to you on Form 1099-B
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2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ►

Form **8949** (2013)

2013

Margaret E Burnham Charitable Trust 01-0496879

RECIPIENT	RELATIONSHIP	STATUS	PURPOSE	AMOUNT AWARDED
Iris Network, 189 Park Ave, Portland, ME 04102	None	PC	General Use	3,000 00
Preble Street, PO Box 1459, 38 Preble St, Portland, ME 04104	None	PC	General Use	10,000 00
Good Shepard Food Bank, 3121 Hotel Rd, PO Box 1807, Auburn, ME 04211	None	PC	General Use	10,000 00
SailMaine, 52 Fore St, Portland, ME 04101	None	PC	General Use	1,500 00
Greater Portland Landmarks, 93 High St, Portland, ME 04101	None	PC	General Use	5,000 00
Mid Coast Hunger Prevention Program, 84A Union St, Brunswick, ME 04011	None	PC	General Use	3,000 00
Portland Widows Wood, 44 Bramblewood Dr, Portland, ME 04103	None	PC	General Use	2,500 00
Saint Joseph's College of Maine, 278 Whites Bridge Rd, Standish, ME 04084	None	PC	General Use	3,000 00
Portland Stage, 25A Forest Ave, Portland, ME 04101	None	PC	General Use	2,500 00
Friends of Fort Knox, PO Box 456, Bucksport, ME 04416	None	PC	General Use	2,500 00
Maine Audubon, 20 Gillsland Farm Rd, Falmouth, ME 04105	None	PC	General Use	3,000 00
Sweetser, 50 Moody St, Saco, ME 04072	None	PC	General Use	2,500 00
Gulf of Maine Research Institute, 350 Commercial St, Portland, ME 04101	None	PC	General Use	5,000 00
Maine Jewish Film Festival, PO Box 7465, Portland, ME 04112	None	PC	General Use	1,000 00
Portland Conservatory of Music, 202 Woodford St, 3rd Floor, Portland, ME 04103	None	PC	General Use	2,500 00
Portland Museum of Art, 7 Congress St, Portland, ME 04101	None	PC	General Use	5,000 00
Children's Museum & Theatre of Maine, 142 Free St, PO Box 4041, Portland, ME 04101	None	PC	General Use	2,000 00
Portland Symphony Orchestra, 50 Monument Sq, 2nd Floor, Portland, ME 04101	None	PC	General Use	5,000 00
PortOpera, PO Box 7733, Portland, ME 04112	None	PC	General Use	2,500 00
The Public Theatre, 31 Maple St, Lewiston, ME 04240	None	PC	General Use	1,000 00
Aroostook Mental Health Services, Inc., PO Box 1018, Caribou, ME 04738	None	PC	General Use	2,500 00
Day One, 525 Main St, So Portland, ME 04106	None	PC	General Use	2,500 00
United Way of Greater Portland, PO Box 15200, Portland, ME 04112-5200	None	PC	General Use	20,000 00
Presumpscot Regional Land Trust, PO Box 33, Gorham, ME 04038	None	PC	General Use	3,000 00
The Progress Center, 35 Cottage St, Norway, ME 04268	None	PC	General Use	1,500 00
Frannie Peabody Center, 30 Danforth St, Suite 311, Portland, ME 04101	None	PC	General Use	5,000 00
Vital Pathways, C/O Director, Greater Houlton Chamber of Commerce, 109 Main St, Houlton, ME 04730	None	PC	General Use	2,000 00
Nature Conservancy in Maine, 14 Maine St, Suite 401, Brunswick, ME 04011	None	PC	General Use	3,000 00
Bethel Historical Society, PO Box 12, Bethel, ME 04217-0012	None	PC	General Use	1,000 00
Tides Institute & Museum of Art, 43 Water St, PO Box 181, Eastport, ME 04831	None	PC	General Use	2,000 00
Maine Humanities Council, 674 Brighton Ave, Portland, ME 04102	None	PC	General Use	3,000 00
Apprenticeshop, 643 Main St, Rockland, ME 04841	None	PC	General Use	2,500 00
Biddeford Free Clinic, PO Box 325, Biddeford, ME 04005	None	PC	General Use	5,000 00
Friends of the Kitzschmar Organ, 50 Monument Square, 2nd Floor, PO Box 7455, Portland, ME 04112	None	PC	General Use	2,500 00
GrowSmart Maine, 415 Congress St, Suite 204, Portland, ME 04101	None	PC	General Use	2,500 00
LearningWorks, 181 Brackett St, Portland, ME 04112	None	PC	General Use	2,000 00
MaineGeneral Medical Center, 6 East Chestnut St, Augusta, ME 04330	None	PC	General Use	2,000 00
Spurwink Services/Compass Project, 899 Riverside St, Portland, ME 04103	None	PC	General Use	2,000 00
The Cromwell Center for Disabilities Awareness, 97A Exchange St, Suite 205, Portland, ME 04101	None	PC	General Use	1,500 00
Ferry Beach Ecology School, 8 Morris Ave, Building One, Saco, ME 04072	None	PC	General Use	3,000 00
Cancer Community Center, 778 Main St, South Portland, ME 04106	None	PC	General Use	2,000 00
Maine Coast Heritage Trust, 1 Bowdoin Mill Island, Suite 201, Topsham, ME 04086	None	PC	General Use	5,000 00
Oratorio Choral, PO Box 712, Brunswick, ME 04011	None	PC	General Use	1,000 00
Rippleffect, Inc., PO Box 441, Portland, ME 04112	None	PC	General Use	2,500 00
Pine Tree Society, PO Box 518, Bath, ME 04530	None	PC	General Use	5,000 00
Everyman Repertory Theatre, PO Box 938, Rockport, ME 04856	None	PC	General Use	1,000 00
Bigelow Laboratory for Ocean Sciences, 60 Bigelow Dr, PO Box 380, East Boothbay, ME 04544	None	PC	General Use	5,000 00
Cobscook Community Learning Center, 10 Commissary Point Rd, Trescott, ME 04852	None	PC	General Use	3,000 00
Portland Ovarions, 50 Monument Sq, 2nd Floor, Portland, ME 04101	None	PC	General Use	4,000 00
Goodwill Industries of Northern New England, 353 Cumberland Ave, Portland, ME 04101	None	PC	General Use	3,000 00
Wayside Food Programs, PO Box 1278, Portland, ME 04104	None	PC	General Use	10,000 00
Ronald McDonald House of Bangor, 654 State St, Bangor, ME 04401	None	PC	General Use	3,000 00
Simple Gifts, PO Box 2684, South Portland, ME 04116	None	PC	General Use	1,500 00
L.C. Bates Museum (Good Will Home Association), PO Box 159, Hinkleley, ME 04944	None	PC	General Use	2,400 00
Margaret Chase Smith Policy Center, 5784 York Complex, Building #4, Orono, ME 04469	None	PC	General Use	3,000 00
Central Maine Healthcare, 300 Maine St, Lewiston, ME 04240	None	PC	General Use	5,000 00
Hospice of Southern Maine, 180 US Route One #1, Scarborough, ME 04074	None	PC	General Use	2,000 00
Mount Desert Island Hospital, PO Box 8, Bar Harbor, ME 04809	None	PC	General Use	2,500 00
Washington County Children's Program - United Cerebral Palsy of Maine, PO Box 311, 14 Steve's Land, Machias, ME 04854	None	PC	General Use	2,500 00
Aroostook Aspirations Initiative, 28 North Street, PO Box 138, Presque Isle, ME 04769	None	PC	General Use	5,000 00
Challenger Learning Center of Maine, 30 Venture Way, Bangor, ME 04401	None	PC	General Use	3,250 00
Kezar Falls Circulating Library, PO Box 11, 2 Federia St, Parsonsfield, ME 04047	None	PC	General Use	5,000 00
Literacy Volunteers of Bangor, 200 Hogan Rd, Bangor, ME 04401	None	PC	General Use	3,000 00
Orono Public Library Foundation, PO Box 308, Orono, ME 04473	None	PC	General Use	2,500 00
Shaw Public Library Association, PO Box 98, Greenville, ME 04441	None	PC	General Use	3,000 00
The Telling Room, 225 Commercial St, Portland, ME 04101	None	PC	General Use	1,500 00
University of Maine - Maine Business School, Office of Development, Heritage House, 101 College Ave, Orono, ME 04473	None	PC	General Use	5,000 00
University of New England, 716 Stevens Ave, Portland, ME 04103	None	PC	General Use	5,000 00
Center Theater, 20 East Main St, Dover-Foxcroft, ME 04426	None	PC	General Use	1,500 00
Choral Art Society, 50 Monument Sq, 2nd Floor, Portland, ME 04101	None	PC	General Use	1,000 00
Gray Historical Society, PO Box 544, Gray, ME 04039	None	PC	General Use	2,500 00
Jackman-Moose River Historical Society, PO Box 875, Jackman, ME 04945	None	PC	General Use	2,500 00

RECIPIENT	RELATIONSHIP	STATUS	PURPOSE	AMOUNT AWARDED
Maine Discovery Museum, 74 Main St, Bangor, ME 04401	None	PC	General Use	3,000 00
Saco River Theatre, PO Box 661, Bar Mills, ME 04004	None	PC	General Use	2,000 00
Theatre at Monmouth, PO Box 385, Monmouth, ME 04259	None	PC	General Use	2,000 00
Community Schools at Opportunity Farm, 215 Gloucester Hill Rd, New Gloucester, ME 04260	None	PC	General Use	2,500 00
Community Television Network, 516 Congress St, Portland, ME 04101	None	PC	General Use	2,000 00
Family Hope, PO Box 1385, Scarborough, ME 04070	None	PC	General Use	2,500 00
Friendship House, 390 Lincoln St, So Portland, ME 04108	None	PC	General Use	2,500 00
LaDawn Quarter Horses Therapeutic Riding Center, PO Box 558, West Kennebunk, ME 04094	None	PC	General Use	1,500 00
Maine Adaptive Sports & Recreation, 8 Sundance Ln, Newry, ME 04261	None	PC	General Use	2,000 00
Maine Irish Heritage Center, 34 Gray St, PO Box 7588, Portland, ME 04112	None	PC	General Use	1,000 00
Project G R A C E, PO Box 6846, Scarborough, ME 04070	None	PC	General Use	2,500 00
SeniorsPlus, 8 Falcon Rd, Lewiston, ME 04240	None	PC	General Use	3,000 00
Friends of Baxter State Park, PO Box 609, Union, ME 04882	None	PC	General Use	5,000 00
Harpwell Heritage Land Trust, PO Box 359, Harpswell, ME 04079	None	PC	General Use	3,000 00
Trust for Public Land, 30 Danforth St, Suite 106, Portland, ME 04103	None	PC	General Use	5,000 00
Cornerstones of Science, 14 Maine St, Suite 215, Brunswick, ME 04011	None	PC	General Use	5,000 00
ITN America, 1 Westbrook Common, Suite 3, Westbrook, ME 04092	None	PC	General Use	5,000 00
Houlton Regional Health Services Foundation, PO Box 1231, Houlton, ME 04730	None	PC	General Use	7,500 00
Portland Free Community Clinic, 103 India Street, Portland, ME 04101	None	PC	General Use	10,000 00
Portland Chamber Music Festival, 50 Market St, #137, South Portland, ME 04106	None	PC	General Use	2,500 00
				314,650 00

THE MARGARET E. BURNHAM CHARITABLE TRUST

- | | | |
|----------------------|------------------------------|-----------------------------|
| ■ Our Mission | ■ Requirements & Limitations | ■ Applicant Certification |
| ■ Funding Priorities | ■ Annual Funding Cycle | ■ Grant Application Form |
| ■ How to Reach Us | ■ Application Guidelines | ■ Charitable Gifts for 2008 |

• **Our Mission** The Margaret E. Burnham Charitable Trust was established to benefit nonprofit organizations (1) located or operating in the State of Maine *and* (2) serving within the State of Maine.

• **Our Funding Priorities** The Trust, in responding to the needs of the Maine communities it serves, is dedicated to funding five (5) significant program areas of interest within the following *general* annual distribution and allocation percentages:

- Community/Social Services 30%
- Medical 20%
- Educational 20%
- Arts/Culture 20%
- Environment 10%

Note: From time to time, the Trust may make awards to organizations and institutions who have made no formal request, who we have recognized for exemplary work, and/or show significant promise in one or more of these five areas, and whose continuing work and mission would be more fully enhanced and supported by this funding.

• **Applicant Requirements and Limitations** The Trust annually awards charitable grants *only* to organizations which are tax-exempt under Section 501(c)3 of the Internal Revenue Code, not to private *foundations* under Section 509 of the Code, nor to governmental entities. The Trust generally does not fund multi-year requests. We do not fund awards to individuals or to religious organizations.

• **Application Consideration and Funding Cycle** The Trustees meet once a year in December to review applications for grants and to make awards. **Applications must be submitted to the Trustees by October 1st***. Those organizations submitting grants will be notified of the Trustees' decision by the end of the year.

* Please note new deadline.

• **Application Guidelines** For your application to be considered:

• Please submit a **completed** application, which consists of:

- (1) The certification, application, project description & budget pages
- (2) A copy of the organization's most recent Section 501 (c) (3) IRS ruling
- (3) A copy of the organization's most recent financial statement or tax return
- (4) A list of the organization's officers and directors.

• **Letters and grant application requests should be addressed to:**

Margaret E. Burnham Charitable Trust
Thomas M. Pierce, Trustee
c/o H.M. Payson & Co
P.O. Box 31
Portland, ME 04112-0031
207-772-3761

Applicant Certification: (please copy or cut, paste and print on your letterhead)

To: The Trustees of the Margaret E. Burnham Charitable Trust

The applicant hereby gives assurance that:

1. The activities and services for which assistance is sought will be administered by or under the supervision of the applicant;
2. Funds received under this application will be used in accordance with the request;
3. The filing of this request has been authorized by the Board of Directors of the applicant;
4. The requesting organization is recognized by the IRS as a tax-exempt, nonprofit organization and is not a private foundation.

I, _____, do attest that the information contained in this application is true and correct to the best of my knowledge.

Signature of authorized representative of organization

Name (printed) _____

Signature _____

Title _____

Date _____

**Margaret E. Burnham Charitable Trust
Application Form**

I. GENERAL INFORMATION

A. Organization Name _____

B. Year Organized _____

C. Address _____

D. Telephone No. _____

E. Contact Person & Title _____

F. Email Address _____

G. Tax ID # _____

2. SPECIFIC INFORMATION

(Note: If the space provided is insufficient, the following information can be provided in an attachment.)

A. Type of **Use** for which funding is being requested:

B. Expected *measurable* **Benefits**:

C. **Evaluation** Method: Tell us how you will regularly measure, document, and evaluate your results, (both qualitative and quantitative) and what the impact of your project will be in your community?

D. How will you **Involve** those served - and other organizations in the community - in your

planning and implementation to broaden your base of support and to ensure appropriate and responsive service?

E. How will you tell the community - **Market** your project - to those being served?

F. **Detailed Line Item Budget:** (attached) What is your proposed Budget, detailing each of your line item income and expenses - listing **all** funding sources.
(Details should be appended)

G. **Funding Continuation:** How will the project continue to be funded and sustained at the end of the grant?

H. How will you build collaborative **Partnerships** in your community to encourage shared ownership, participation and ongoing project sustainability?

I. Funding requested from the Margaret E. Burnham Charitable Trust:

\$ _____
