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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

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

2013

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For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation FLORENCE V BURDEN FOUNDATION		A Employer identification number 13-6224125	
% MARGARET CASSELLA		B Telephone number (see instructions) (212) 872-1150	
Number and street (or P O box number if mail is not delivered to street address) Room/suite 805 THIRD AVENUE 12TH FLOOR Suite		C If exemption application is pending, check here <input type="checkbox"/>	
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10022		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 15,861,954		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	27	27		
	4 Dividends and interest from securities	119,223	119,223		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,853,003			
	b Gross sales price for all assets on line 6a 2,410,700				
	7 Capital gain net income (from Part IV, line 2)		1,845,679		
	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)	445	-32,162			
12 Total. Add lines 1 through 11	1,972,698	1,932,767			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	71,403			71,403
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	41,844			41,844
	16a Legal fees (attach schedule)	9,382	1,876	0	7,506
	b Accounting fees (attach schedule)	54,597	10,919	0	43,678
	c Other professional fees (attach schedule)	88,048	86,652		1,396
	17 Interest	17,780	17,780		
	18 Taxes (attach schedule) (see instructions)	47,121	1,087		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	10,203			10,203
	22 Printing and publications				
23 Other expenses (attach schedule)	14,823	9,002		9,333	
24 Total operating and administrative expenses. Add lines 13 through 23	355,201	127,316	0	185,363	
25 Contributions, gifts, grants paid	538,999			535,499	
26 Total expenses and disbursements. Add lines 24 and 25	894,200	127,316	0	720,862	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,078,498				
b Net investment income (if negative, enter -0-)		1,805,451			
c Adjusted net income (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		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	35,337	56,264	56,264	
	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	28,061	8,731	8,731	
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	14,539,383	14,046,959	14,046,959	
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)	0	1,750,000	1,750,000		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,602,781	15,861,954	15,861,954		
Liabilities	17 Accounts payable and accrued expenses	52,497	54,718		
	18 Grants payable	145,000	148,500		
	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 ▶ _____)	131,239	158,204		
23 Total liabilities (add lines 17 through 22)	328,736	361,422			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	14,274,045	15,500,532		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	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 page 17 of the instructions)	14,274,045	15,500,532			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	14,602,781	15,861,954			

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	14,274,045
2	Enter amount from Part I, line 27a	2	1,078,498
3	Other increases not included in line 2 (itemize) ▶ _____	3	147,989
4	Add lines 1, 2, and 3	4	15,500,532
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,500,532

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)
1 a	RESERVOIR CAPITAL INVESTMENT PARTNERS (CAYMANS), L P	P		
b	RESERVOIR CAPITAL OVERSEAS PARTNERS, L P	P	2007-08-08	2013-12-31
c	YORK INVESTMENT LTD	P		2013-12-31
d	RESERVOIR CAPITAL INVESTMENT PARTNERS (CAYMANS), L P	P		
e	MARKETABLE SECURITIES			
(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 75,656			75,656	
b 120,700			120,700	
c 1,500,000			1,500,000	
d 58,396			58,396	
e 790,000		701,273	90,927	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			75,656	
b			120,700	
c			1,500,000	
d			58,396	
e			88,727	
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	1,845,679
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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	587,274	15,417,152	0.038092
2011	866,935	15,863,200	0.054651
2010	633,559	14,104,575	0.044919
2009	719,966	12,512,458	0.05754
2008	853,468	15,006,076	0.056875
2	Total of line 1, column (d).		2 0.252077
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 0.050415
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 15,798,877
5	Multiply line 4 by line 3.		5 796,500
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 18,055
7	Add lines 5 and 6.		7 814,555
8	Enter qualifying distributions from Part XII, line 4.		8 720,862

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 page 18 of the 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)		
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	1	36,109
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	36,109
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	36,109
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	13,478
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	13,478
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	22,631
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 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b	No
c Did the foundation file Form 1120-POL for this year?.	1c	No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY _____		
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? <i>If "No," attach explanation .</i>	8b	Yes
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)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of MARGARET CASSELLA Telephone no (212) 872-1150 Located at 805 THIRD AVENUE 12TH FLOOR NEW YORK NY ZIP +4 10022			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A	16	Yes	No

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 checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
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		No
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 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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	14,981,972
b	Average of monthly cash balances.	1b	182,497
c	Fair market value of all other assets (see instructions).	1c	875,000
d	Total (add lines 1a, b, and c).	1d	16,039,469
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	16,039,469
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	240,592
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,798,877
6	Minimum investment return. Enter 5% of line 5.	6	789,944

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	789,944
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	36,109
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	4,989
c	Add lines 2a and 2b.	2c	41,098
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	748,846
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	748,846
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	748,846

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	720,862
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	720,862
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	720,862

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				748,846
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011, 2010, 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	110,074			
b From 2009.	117,909			
c From 2010.				
d From 2011.	107,311			
e From 2012.				
f Total of lines 3a through e.	335,294			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>720,862</u>				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				720,862
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	27,984			27,984
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	307,310			
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	82,090			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	225,220			
10 Analysis of line 9				
a Excess from 2009.	117,909			
b Excess from 2010.				
c Excess from 2011.	107,311			
d Excess from 2012.				
e Excess from 2013.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. _____

b Check box to indicate whether the organization 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 organization 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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Additional Data Table				
Total				▶ 3a 535,499

b Approved for future payment See Additional Data Table				
Total				▶ 3b 148,500

Form 990PF Part VIII Line 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
DANYLLE RUDIN 805 THIRD AVENUE 12TH FLOOR NEW YORK, NY 10022	EXECUTIVE DIRECTOR 20 0	71,403	31,977	0
EDWARD P H BURDEN 805 THIRD AVENUE 12TH FLOOR NEW YORK, NY 10022	DIRECTOR & CO-CHAIRPERSON 1 0	0	0	0
FLORENCE C MACDONALD 805 THIRD AVENUE 12TH FLOOR NEW YORK, NY 10022	DIRECTOR & CO-CHAIRPERSON 1 0	0	0	0
ORDWAY P BURDEN 805 THIRD AVENUE 12TH FLOOR NEW YORK, NY 10022	DIRECTOR & VICE PRESIDENT 1 0	0	0	0
SUSAN L BURDEN 805 THIRD AVENUE 12TH FLOOR NEW YORK, NY 10022	DIRECTOR & SECRETARY / TREAS 1 0	0	0	0
JEAN E P BURDEN 805 THIRD AVENUE 12TH FLOOR NEW YORK, NY 10022	DIRECTOR 1 0	0	0	0
DONALD A MACDONALD III 805 THIRD AVENUE 12TH FLOOR NEW YORK, NY 10022	DIRECTOR 1 0	0	0	0
CHARMAINE S BURDEN 805 THIRD AVENUE 12TH FLOOR NEW YORK, NY 10022	DIRECTOR 1 0	0	0	0
WENDY L BURDEN 805 THIRD AVENUE 12TH FLOOR NEW YORK, NY 10022	DIRECTOR 1 0	0	0	0
MEGAN STEWART BURDEN 805 THIRD AVENUE 12TH FLOOR NEW YORK, NY 10022	DIRECTOR 1 0	0	0	0
FLOBELLE BURDEN DAVIS 805 THIRD AVENUE 12TH FLOOR NEW YORK, NY 10022	DIRECTOR 1 0	0	0	0
ALEXANDRA C MCKEE 805 THIRD AVENUE 12TH FLOOR NEW YORK, NY 10022	DIRECTOR 1 0	0	0	0
MARGARET B CHILDS 805 THIRD AVENUE 12TH FLOOR NEW YORK, NY 10022	DIRECTOR 1 0	0	0	0
shirley c kelly 805 THIRD AVENUE 12TH FLOOR NEW YORK, NY 10022	director 1 0	0	0	0
Alexandra m macdonald 805 THIRD AVENUE 12TH FLOOR NEW YORK, NY 10022	director 1 0	0	0	0

Form 990PF Part XV Line 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>				
American Farmland Trust 1200 18th Street NW Suite 800 Washington, DC 20036	N/A	PC	Environment	500
Art Beyond Sight 589 Broadway 3rd Floor New York, NY 10012	N/A	PC	Education	20,000
Asphalt Green Inc 555 East 90th Street New York, NY 10128	N/A	PC	Community	500
Beacon School Parent Association 227 West 61st St New York, NY 10023	N/A	PC	Youth	20,000
Berklee College of Music 1140 Boylston Street 6th Floor MS- Boston, MA 022150000	N/A	PC	Education	500
Brooks School 1160 Great Pond Road North Andover, MA 018450000	N/A	PC	Education	500
Buckley School 113 East 73rd St New York, NY 10021	N/A	PC	Education	500
Burden Center for the Aging 1484 First Avenue New York, NY 10075	N/A	PC	Aging	23,000
Camp Dudley 126 Dudley Road Westport, CT 12993	N/A	PC	Youth	1,000
Carl Schurz Park Association 217 East 85th Street New York, NY 10028	N/A	PC	Community	1,000
Carroll School Corp 25 Baker Bridge Road Lincoln, MA 01773	N/A	PC	Education	2,000
Center for Social Work Practice 1755 York Avenue Suite 11H New York, NY 10128	N/A	PC	Aging	6,000
Charlotte White Center - Life Jackets 572 Bangor Road PO Box 380 DoverFoxcroft, ME 04426	N/A	PC	Youth	1,000
Children's Literacy Foundation 1536 Loomis Hill Road Waterbury Center, VT 05677	N/A	PC	Education	18,800
Children's Literature Alive 11657 SW Breyman Ave Portland, OR 97219	N/A	PC	Youth	8,000
Total				535,499

Form 990PF Part XV Line 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>				
Collegiate School Inc 260 West 78th Street New York, NY 10024	N/A	PC	Education	10,000
Columbia University 475 Riverside Dr New York, NY 10115	N/A	PC	Education	1,500
Community Health Action of Staten Island 56 Bay Street Staten Island, NY 10301	N/A	PC	Health	10,146
Composers Concordance PO Box 3620548 New York, NY 10129	N/A	PC	Arts	1,000
Concerts in Motion Inc 139 West 74th Street Suite 4A New York, NY 10023	N/A	PC	General	10,000
David Lynch Foundation 216 E 45th St Suite 1301 New York, NY 10017	N/A	PC	General	3,000
Derrylanitee St Francis Primary School 50 DERRYLATINEE ROAD DUNGANNON, CO, TYRONE BT70 1PS EI	N/A	PC	Education	10,000
Design Trust for Public Space 40 Worth St Suite 603 New York, NY 10013	N/A	PC	Community	1,000
Fairleigh Diskinson University 1000 River Road Teaneck, NJ 07666	N/A	PC	Education	500
Family to Family PO Box 255 HastingonHudson, NY 10706	N/A	PC	Family	15,000
Fountain House 425 W 47th St New York, NY 10036	N/A	PC	Mental Health	1,000
Friends of Acadia 43 Cottage St PO Box 45 Bar Harbor, ME 04609	N/A	PC	Environment	1,000
Gracie Square Hospital 420 East 76th Street New York, NY 10021	N/A	PC	Medicine	3,000
Great Harbor Collection Inc PO Box 145 Northeast Harbor, ME 04662	N/A	PC	Arts	500
Greenwich Country Day School 401 Old Church Road Greenwich, CT 06836	N/A	PC	Education	500
Total				535,499

Form 990PF Part XV Line 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>				
Guitar Doors PO Box 884 Gorham, ME 04038	N/A	PC	Criminal Justice	10,000
Harvard Graduate School of Design 48 Quincy Street Cambridge, MA 01238	N/A	PC	Education	500
Hurricane Island Foundation Commercial Street Rockland, ME 04841	N/A	PC	Education	1,000
Isamu Noguchi Foundation & Garden Museum 32-37 Vernon Boulevard Long Island City, NY 11106	N/A	PC	Arts	500
Island Housing Trust PO Box 779 West Tisbury, MA 02575	N/A	PC	Family	500
Landmark School 429 Hale St Beverly, MA 01915	N/A	PC	Education	3,333
Lord & Schryver Conservancy PO Box 2755 Salem, OR 97308	N/A	PC	Community	2,000
Maine Coast Heritage Trust 1 Bowdoin Mill Island Topsham, ME 04086	N/A	PC	Environment	1,000
Maine Sea Coast Missionary Society 127 West Street Bar Harbor, ME 04609	N/A	PC	Environment	500
Massachusetts Society Prevention of Cruelty to Chi 99 Summer Street 6th Floor Boston, MA 02110	N/A	PC	Youth	1,000
Mid-Hudson Alcoholism Recovery Center 51 Cannon Street Poughkeepsie, NY 12601	N/A	PC	Medicine	4,000
Mount Desert Island - Land & Garden Preserve PO Box 208 - 257 Peabody Drive Seal Harbor, ME 04675	N/A	PC	General	1,000
Mount Desert Island Biological Laboratory 159 Old Harbor Rd Bar Harbor, ME 04609	N/A	PC	General	500
Mount Desert Island Historical Society PO Box 653 Mt Desert, ME 04660	N/A	PC	Education	500
Mount Desert Island Hospital 10 Wayman Lane PO Box 8 Bar Harbor, ME 04609	N/A	PC	Medicine	1,500
Total				535,499

Form 990PF Part XV Line 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>				
Mt Desert Island Community Sailing and Maritime E 168 Clark Point Road Southwest Harbor, ME 04679	N/A	PC	General	500
National Crime Prevention Council 2345 Crystal Dr Suite 500 Arlington, VA 22202	N/A	PC	Criminal	15,000
National Law Enforcement Officers Memorial Fund 901 E Street NW Suite 100 Washington, DC 20004	N/A	PC	Criminal	1,500
Nativity School of Worcester Inc 67 Lincoln St Worcester, MA 01605	N/A	PC	Education	5,000
Neighborhood House of Oregon 7780 SW Capitol Highway Portland, OR 97219	N/A	PC	Education and	5,000
New Alternatives for Children 37 W 26th St New York, NY 10010	N/A	PC	Youth	2,000
New Canaan Country Day School PO Box 997 New Canaan, CT 06840	N/A	PC	Education	250
Next Step Domestic Violence PO Box 1466 Ellsworth, ME 04605	N/A	PC	Family	500
Northeast Harbor Ambulance Service PO Box 122 Northeast Harbor, ME 04662	N/A	PC	Community	1,000
Northeast Harbor FleetSailing School PO Box 12 Northeast Harbor, ME 04662	N/A	PC	Education	1,000
Northeast Harbor Library PO Box 279 Northeast Harbor, ME 04662	N/A	PC	Education	500
Oberlin College 50 West Lorain St Oberlin, OH 44074	N/A	PC	Education	1,500
Oregon Public Broadcasting 7140 SW Macadam Ave Portland, OR 97219	N/A	PC	Public	2,000
Phillips Exeter Academy 20 Main Street Exeter, NH 03833	N/A	PC	Education	15,000
Portland Parks Foundation 506 SW Sixth Avenue Suite 1100 Portland, OR 97204	N/A	PC	Community	5,000
Total			▶ 3a	535,499

Form 990PF Part XV Line 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>				
Portsmouth Abbey School 285 Corys Lane Portsmouth, RI 02871	N/A	PC	Education	2,250
Presbyterian Senior Services 2095 Broadway Suite 409 New York, NY 10023	N/A	PC	Aging	20,000
Proctor Academy 204 Main St PO Box 500 Andover, NH 03216	N/A	PC	Education	5,000
Protestant Episcopal Cathedral Foundation 3101 Wisonson Ave NW Washington, DC 20016	N/A	PC	General	1,000
Pulling Together Youth Dog Sledding Program PO Box 396 Mount Desert, ME 04660	N/A	PC	Youth	23,000
Ramapo for Children 49 W 38th Street New York, NY 10018	N/A	PC	Youth	30,000
Riverview Foundation PO Box 310 Topsham, ME 04086	N/A	PC	Education	1,000
Rumson Country Day School 35 Bellevue Avenue Rumson, NJ 07760	N/A	PC	Education	9,000
Sailing Foundation of New York PO Box 1736 Wallingford, CT 06492	N/A	PC	General	1,000
Sailors for the Sea 18 Market Square Newport, RI 02840	N/A	PC	Environment	1,000
Sanctuary for Families PO Box 1406 Wall Street Station New York, NY 10268	N/A	PC	Family	4,000
Santa Catalina School 1500 Mark Thomas Drive Monterey, CA 93940	N/A	PC	Education	2,000
Sarah Lawrence College Swinford House 1 Mead Way Bronxville, NY 10708	N/A	PC	Education	2,000
Seeds of Learning 585 Fifth Street West Santa Rosa, CA 95405	N/A	PC	Education	1,000
Sesame Workshop 1 Lincoln Plz 2 New York, NY 10023	N/A	PC	Youth	20,000
Total				535,499

Form 990PF Part XV Line 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>				
Shady Hill School 178 Coolidge Hill Cambridge, MA 02138	N/A	PC	Education	500
Skowhegan School of Painting & Sculpture 200 Park Avenue South 1116 New York, NY 10003	N/A	PC	Education	500
Songbird Sings 7683 SE 27th St 317 Mercer Island, WA 98040	N/A	PC	General	1,000
Southampton Youth Services 1370A Majors Path Southampton, NY 11968	N/A	PC	Community	3,000
SPCA of Hancock County 141 Bar Harbour Rd Trenton, ME 04605	N/A	PC	General	1,000
Spectrum Health Systems Inc 10 Mechanic St Suite 302 Worcester, MA 01608	N/A	PC	Health	37,650
St Bari School 1040 N State St Ukaik, CA 95482	N/A	PC	Education	2,000
St John's Prep 72 Spring Street Danvers, MA 01923	N/A	PC	Education	3,333
St Lawrence University 23 Romoda Dr Canton, NY 13617	N/A	PC	Education	500
St Lukes Foundation 4208 Prospect Avenue Cleveland, OH 44103	N/A	PC	Family &	2,000
St Thomas Church 1 West 53rd Street New York, NY 10019	N/A	PC	Community	2,000
Sts Mary & Jude Church The Parish of St Mary and St Jude Northeast Harbor, ME 04662	N/A	PC	Education	1,500
The Association for Frontotemporal Degeneration 290 King of PRUSSIA ROAD Radnor, PA 19087	N/A	PC	General	8,000
The GO Project 86 Fourth Avenue New York, NY 10003	N/A	PC	Education	28,000
The Neighborhood House PO Box 332 Northeast Harbor, ME 04662	N/A	PC	Social	1,500
Total				535,499

Form 990PF Part XV Line 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>				
The Osborne Association 809 Westchester Ave Bronx, NY 10455	N/A	PC	Family	16,000
The Phoenix School 89 Margin St Salem, MA 01970	N/A	PC	Education	3,333
The Spence School 22 East 91st Street New York, NY 10128	N/A	PC	Education	500
The Windward School 13 Windward Avenue White Plains, NY 10605	N/A	PC	Education	500
Ubuntu Education Fund 32 Broadway Suite 414 New York, NY 10004	N/A	PC	Education	500
United Neighborhood Houses 70 West 36th Street 503 New York, NY 10018	N/A	PC	Social Services	10,000
Urban Gleaners 4500 SW Humphrey Portland, OR 97221	N/A	PC	Social	5,000
VH1 Save the Music Foundation 1515 Broadway New York, NY 10036	N/A	PC	Youth	2,500
Wesleyan University Wesleyan Station Middletown, CT 06459	N/A	PC	Education	7,000
Youth Communication 224 W 29th St New York, NY 10001	N/A	PC	Youth	20,404
Total				535,499

TY 2013 Accounting Fees Schedule

Name: FLORENCE V BURDEN FOUNDATION

EIN: 13-6224125

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND CLERICAL FEES	14,601	2,920		11,681
AUDIT FEES	39,996	7,999		31,997

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: FLORENCE V BURDEN FOUNDATION

EIN: 13-6224125

TY 2013 Investments - Land Schedule

Name: FLORENCE V BURDEN FOUNDATION

EIN: 13-6224125

TY 2013 Investments - Other Schedule**Name:** FLORENCE V BURDEN FOUNDATION**EIN:** 13-6224125

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DWS INSTITUTIONAL EQUITY 500	FMV	780,700	780,700
LAUDUS MONDRIAN ISTL. INTNL.	FMV	998,422	998,422
VANGUARD INFLATION-PROTECTED	FMV	400,496	400,496
ARCHIPELAGO HOLDINGS	FMV	1,874,920	1,874,920
ARCHSTONE ABSOLUTE RETURN	FMV	1,872,553	1,872,553
PERENNIAL GROWTH FUND	FMV	3,929	3,929
RESERVOIR CAPITAL OVERSEAS	FMV	1,954,672	1,954,672
RESERVOIR CAPITAL INVESTMENT	FMV	3,785,866	3,785,866
YORK INVESTMENT LTD.	FMV	2,375,401	2,375,401

TY 2013 Land, Etc. Schedule

Name: FLORENCE V BURDEN FOUNDATION

EIN: 13-6224125

TY 2013 Legal Fees Schedule

Name: FLORENCE V BURDEN FOUNDATION

EIN: 13-6224125

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PATTERSON, BELKNAP, WEBB &				
TYLER	9,382	1,876		7,506

TY 2013 Other Assets Schedule

Name: FLORENCE V BURDEN FOUNDATION

EIN: 13-6224125

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROCEEDS RECEIVABLE FROM			
TRADES NOT SETTLED	0	1,750,000	1,750,000

TY 2013 Other Expenses Schedule

Name: FLORENCE V BURDEN FOUNDATION

EIN: 13-6224125

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES AND MISC	1,365			1,365
INSURANCE	4,456			7,968
FIDELITY BOND INSURANCE	9,002	9,002		

TY 2013 Other Income Schedule

Name: FLORENCE V BURDEN FOUNDATION

EIN: 13-6224125

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ORDINARY BUSINESS INCOME - PARTNERSHIPS	445	-32,162	

TY 2013 Other Increases Schedule

Name: FLORENCE V BURDEN FOUNDATION

EIN: 13-6224125

Description	Amount
UNREALIZED GAINS ON INVESTMENTS	0
(NET OF DEFERRED EXCISE TAX EXPENSE	0
OF \$3,020)	147,989

TY 2013 Other Liabilities Schedule

Name: FLORENCE V BURDEN FOUNDATION

EIN: 13-6224125

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED EXCISE TAX	131,239	134,259
FEDERAL EXCISE AND UBIT TAXES	0	23,945

TY 2013 Other Professional Fees Schedule

Name: FLORENCE V BURDEN FOUNDATION

EIN: 13-6224125

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	30,856	29,460		1,396
PASS-THROUGH EXPENSES FROM				
LIMITED PARTNERSHIP INVSTMTS	57,192	57,192		

TY 2013 Taxes Schedule

Name: FLORENCE V BURDEN FOUNDATION

EIN: 13-6224125

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,087	1,087		
FEDERAL EXCISE TAX	36,081			
FED AND STATE UBIT	9,203			
OTHER FILING FEES	750			