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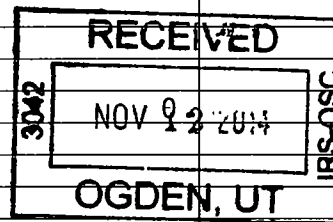
Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

For calendar year 2013 or tax year beginning , and ending

Name of foundation BURKE FAMILY FOUNDATION		A Employer identification number 25-6699573
Number and street (or P O box number if mail is not delivered to street address) 41 CENTRAL PARK WEST, APT. 11A	Room/suite	B Telephone number 212-664-7000
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10023		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 351,968. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	2,362.		N/A	
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	593.	593.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total Add lines 1 through 11	2,955.	593.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 2	2,300.	1,150.		0.
c	Other professional fees				
17	Interest				
18	Taxes STMT 3	15.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 4	87.	0.		0.
24	Total operating and administrative expenses Add lines 13 through 23	2,402.	1,150.		0.
25	Contributions, gifts, grants paid	1,840,657.			1,840,657.
26	Total expenses and disbursements Add lines 24 and 25	1,843,059.	1,150.		1,840,657.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<1,840,104.>			
b	Net investment income (if negative, enter -0-)		0.		
c	Adjusted net income (if negative, enter -0-)			N/A	



Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,078,152.	351,919.	351,919.
	3 Accounts receivable ▶ 49.			
	Less: allowance for doubtful accounts ▶		49.	49.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	2,078,152.	351,968.	351,968.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,078,152.	351,968.	
	30 Total net assets or fund balances	2,078,152.	351,968.	
31 Total liabilities and net assets/fund balances	2,078,152.	351,968.		

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	2,078,152.
2 Enter amount from Part I, line 27a	2	<1,840,104.>
3 Other increases not included in line 2 (itemize) ▶ CHARITABLE CONTRIBUTION ADJUSTMENT	3	121,225.
4 Add lines 1, 2, and 3	4	359,273.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	7,305.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	351,968.

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			
b	NONE		
c			
d			
e			

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

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	

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	1,061,794.	529,425.	2.005561
2011	1,088,448.	1,551,934.	.701349
2010	770,500.	194,825.	3.954831
2009	1,347,807.	412,019.	3.271225
2008	309,910.	646,091.	.479669

2 Total of line 1, column (d)	2	10.412635
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	2.082527
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	830,572.
5 Multiply line 4 by line 3	5	1,729,689.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	1,729,689.
8 Enter qualifying distributions from Part XII, line 4	8	1,840,657.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,273.	
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	1,273.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,273.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 1,273. Refunded ☐	11	0.	

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
1b 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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) <u>PA</u>		
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

N/A

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 ► N/A	13	X	
14	The books are in care of ► BURKE FAMILY FOUNDATION Telephone no ► 212-664-7000 Located at ► 41 CENTRAL PARK WEST, APT. 11A, NEW YORK, NY ZIP+4 ► 10023			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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
STEPHEN B. BURKE	TRUSTEE			
41 CENTRAL PARK WEST, APT. 11A				
NEW YORK, NY 10023	2.00	0.	0.	0.
GRETCHEN H. BURKE	TRUSTEE			
41 CENTRAL PARK WEST, APT. 11A				
NEW YORK, NY 10023	2.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	843,213.
c	Fair market value of all other assets	1c	7.
d	Total (add lines 1a, b, and c)	1d	843,220.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	843,220.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,648.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	830,572.
6	Minimum investment return. Enter 5% of line 5	6	41,529.

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	41,529.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	41,529.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	41,529.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	41,529.

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	1,840,657.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,840,657.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	1,840,657.

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				41,529.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	277,937.			
b From 2009	1,327,260.			
c From 2010	760,759.			
d From 2011	1,010,869.			
e From 2012	1,035,323.			
f Total of lines 3a through e	4,412,148.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	1,840,657.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				41,529.
e Remaining amount distributed out of corpus	1,799,128.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	6,211,276.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	277,937.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	5,933,339.			
10 Analysis of line 9:				
a Excess from 2009	1,327,260.			
b Excess from 2010	760,759.			
c Excess from 2011	1,010,869.			
d Excess from 2012	1,035,323.			
e Excess from 2013	1,799,128.			

N/A

- (4) Gross investment income

[illegible]

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 ATTACHED SCHEDULE	NONE	501(C)(3)	TO HELP FUND THE OPERATING BUDGETS OF THE VARIOUS 501(C)(3) CHARITABLE ORGANIZATIONS	1,840,657.
Total			3a	1,840,657.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	593.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		593.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	593.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN SACHS (60537)	508.	0.	508.	508.	
JP MORGAN (74003)	85.	0.	85.	85.	
TO PART I, LINE 4	593.	0.	593.	593.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FAIRMAN GROUP FAMILY OFFICE	2,300.	1,150.		0.
TO FORM 990-PF, PG 1, LN 16B	2,300.	1,150.		0.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PENNSYLVANIA INSTITUTION OF PURELY PUBLIC CHARITY REGISTRATION STATEMENT	15.	0.		0.
TO FORM 990-PF, PG 1, LN 18	15.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	40.	0.		0.
POSTAGE & DELIVERY	47.	0.		0.
TO FORM 990-PF, PG 1, LN 23	87.	0.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
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DESCRIPTION	AMOUNT
BENEFITS RECEIVED FOR CHARITABLE DONATIONS	6,787.
OTHER MISCELLANEOUS ADJUSTMENTS	518.
TOTAL TO FORM 990-PF, PART III, LINE 5	7,305.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	6
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NAME OF MANAGER

STEPHEN B. BURKE
GRETCHEN H. BURKE

Burke Family Foundation
EIN: 25-6699573
Tax Year Ended: December 31, 2013

Name of Organization	Check No.	Organization Address	Amount
- African Education Program	1031	- P O Box 6 Wayne, PA 19087-0006	\$ 1,225
- American Cancer Society, Inc - Coaches vs. Cancer	434	- 250 Williams Street, Suite 600 Atlanta, GA 30303	\$ 1,000
- American Museum of Natural History	401	- Central Park West at 79th Street New York, NY 10024-5192	\$ 1,000
- After School Activities Partnerships	418	- 1520 Locust Street, Suite 1104 Philadelphia, PA 19102	\$ 500
- The Barnes Foundation	1022	- 2025 Benjamin Franklin Parkway Philadelphia, PA 19130	\$ 1,500
- Barrett Hospital Foundation	403	- 600 Highway 91 South Dillon, MT 59725	\$ 15,000
- Bob Woodruff Foundation	1009	- 1359 Broadway, Suite 800 New York, NY 10018	\$ 5,000
- Boys & Girls Club of San Francisco	1027	- 55 Hawthorne Street, Suite 600 San Francisco, CA 94105	\$ 5,000
- Boys' Latin of Philadelphia Charter School	1028	- 5501 Cedar Avenue Philadelphia, PA 19143	\$ 5,000
- Byerschool Foundation	1021	- 1926 Arch Street, 3F Philadelphia, PA 19103	\$ 10,000
- Cancer Support Community Greater Philadelphia	427	- 4100 Chamounix Drive Philadelphia, PA 19131	\$ 500
- Cancer Support Community Greater Philadelphia	432	- 4100 Chamounix Drive Philadelphia, PA 19131	\$ 500
- The Center for Loss and Bereavement	445	- 3847 Skippack Pike Skippack, PA 19474	\$ 5,000
- The Children's Hospital of Philadelphia	409	- 34th Street and Civic Center Boulevard Philadelphia, PA 19104	\$ 300,000
- The Children's Hospital of Philadelphia	420	- 34th Street and Civic Center Boulevard Philadelphia, PA 19104	\$ 75,000
- The Children's Hospital of Philadelphia	1019	- 34th Street and Civic Center Boulevard Philadelphia, PA 19104	\$ 150,000
- Colgate University	1001	- 13 Oak Drive Hamilton, NY 13346	\$ 13,000
- Colgate University	1012	- 13 Oak Drive Hamilton, NY 13346	\$ 1,000
- Dragonfly Forest, Inc	446	- 1100 E Hector Street, Suite 333 Conshohocken, PA 19428	\$ 1,000
- Drexel University College of Medicine - Institute for Women's Health and Leadership	1029	- P O Box 8235 Philadelphia, PA 19101-9685	\$ 1,800
- East Harlem Tutorial Program	444	- 2050 Second Avenue New York, NY 10029	\$ 1,000
- East Harlem Tutorial Program	1026	- 2050 Second Avenue New York, NY 10029	\$ 5,000
- The Episcopal Academy	405	- 1785 Bishop White Drive Newtown Square, PA 19073	\$ 50,000
- The Episcopal Academy	416	- 1785 Bishop White Drive Newtown Square, PA 19073	\$ 25,000
- The Episcopal Academy	433	- 1785 Bishop White Drive Newtown Square, PA 19073	\$ 25,000

Burke Family Foundation
EIN: 25-6699573
Tax Year Ended: December 31, 2013

Name of Organization	Check No.	Organization Address	Amount
- The Episcopal Academy	1003	- 1785 Bishop White Drive Newtown Square, PA 19073	\$ 10,000
- The Episcopal Academy	1011	- 1785 Bishop White Drive Newtown Square, PA 19073	\$ 25,000
- The Episcopal Academy	1016	- 1785 Bishop White Drive Newtown Square, PA 19073	\$ 25,000
- Facing History and Ourselves	1030	- 16 Hurd Road Brookline, MA 02445	\$ 5,000
- Free Library of Philadelphia	414	- 1901 Vine Street Philadelphia, PA 19103	\$ 50,000
- Friends of Rittenhouse Square	413	- 210 W Rittenhouse Square, Box 1308 Philadelphia, PA 19103	\$ 250
- Gesu School	437	- 1700 W Thompson Street Philadelphia, PA 19121	\$ 24,000
- Green Light Fund	1008	- 200 Clarendon Street, 9th Floor Boston, MA 02116	\$ 2,000
- Gulf of Maine Research Institute	410	- 350 Commercial Street Portland, ME 04101	\$ 5,000
- Harvard Business School	441	- Soldiers Field Boston, MA, 02163	\$ 500
- Harvard Business School	1023	- Soldiers Field Boston, MA, 02163	\$ 50,000
- Horizons National	1025	- 120 Post Road West, Suite 202 Westport, CT 06880	\$ 25,000
- International Waldenstrom's Macroglobulinemia Foundation	402	- 6144 Clark Center Avenue Sarasota, FL 34238	\$ 5,000
- Jefferson Foundation	435	- 925 Chestnut Street, Suite 110 Philadelphia, PA 19107-4216	\$ 425
- Liberty Hall Museum at Kean University	438	- 1003 Morris Avenue Union, NJ 07083	\$ 1,000
- Madison River Foundation	447	- P O Box 1527 Ennis, MT 59729	\$ 1,000
- The Mann Center for the Performing Arts	439	- 123 S Broad Street, Suite 815 Philadelphia, PA 19109	\$ 1,000
- Massachusetts Museum of Contemporary Art	1010	- 1040 MASS MoCA Way North Adams, MA 01247	\$ 1,000
- Massachusetts Museum of Contemporary Art	1018	- 1040 MASS MoCA Way North Adams, MA 01247	\$ 5,000
- Maternity Care Coalition	451	- 2000 Hamilton Street, Suite 205 Philadelphia, PA 19130	\$ 250
- Minding Your Mind	1005	- 42 West Lancaster Avenue, Second Floor Ardmore, PA 19003	\$ 680
- Montana History Foundation	406	- 1750 North Washington Street Helena, MT 59601	\$ 1,000
- The Montana Land Reliance	1024	- P O Box 355 Helena, MT 59624	\$ 50,000
- Morris Arboretum of the University of Pennsylvania	456	- 100 E Northwestern Avenue Philadelphia, PA 19118	\$ 600
- National Foundation for Celiac Awareness	1004	- PO Box 544, Ambler, PA 19002-0544 Philadelphia, PA 19118	\$ 5,000

Burke Family Foundation
 EIN: 25-6699573
 Tax Year Ended: December 31, 2013

Name of Organization	Check No.	Organization Address	Amount
- National Wildlife Federation	1013	- 11100 Wildlife Center Drive, Reston, VA 20190 Philadelphia, PA 19118	\$ 15,000
- New Visions for Public Schools	419	- 320 West 13th Street, New York, NY 10014 Philadelphia, PA 19118	\$ 10,000
- The Newmark School	1032	- 1000 Cellar Avenue, Scotch Plains, NJ 07076 Philadelphia, PA 19118	\$ 10,000
- North Carolina Outward Bound	415	- 2582 Riceville Road Asheville, NC 28805	\$ 10,000
- Pennsylvania Academy of the Fine Arts	442	- 118-128 N Broad Street Philadelphia, PA 19102	\$ 5,000
- People's Emergency Center	448	- 325 N 39th Street Philadelphia, PA 19104	\$ 7,500
- The Philadelphia Foundation	421	- 1234 Market Street, Suite 1800 Philadelphia, PA 19107	\$ 500
- Philadelphia Live Arts Festival	411	- 140 N Columbus Boulevard Philadelphia, PA 19106	\$ 500
- Philadelphia Museum of Art	412	- P O Box 7646 Philadelphia, PA 19101-7646	\$ 10,000
- Philadelphia Museum of Art	424	- P O Box 7646 Philadelphia, PA 19101-7646	\$ 2,700
- Philadelphia Museum of Art	436	- P O Box 7646 Philadelphia, PA 19101-7646	\$ 2,500
- Philadelphia Museum of Art	454	- P O Box 7646 Philadelphia, PA 19101-7646	\$ 25,000
- The Philadelphia Orchestra	407	- One South Broad Street, 14th Floor Philadelphia, PA 19107	\$ 1,000
- The Philadelphia Orchestra	1020	- One South Broad Street, 14th Floor Philadelphia, PA 19107	\$ 500
- The Philadelphia Zoo	408	- 3400 W Girard Avenue Philadelphia, PA 19104	\$ 228,619
- The Philadelphia Zoo	426	- 3400 W Girard Avenue Philadelphia, PA 19104	\$ 9,869
- The Philadelphia Zoo	1014	- 3400 W. Girard Avenue Philadelphia, PA 19104	\$ 1,000
- Philippine Red Cross	1033	- Bonifacio, Port Area, PO Box 280, Manila 1018	\$ 10,000
- Project HOME	452	- 1515 Fairmont Avenue Philadelphia, PA 19130	\$ 500
- Project HOME	1007	- 1515 Fairmont Avenue Philadelphia, PA 19130	\$ 5,000
- The Public Theatre	1002	- 425 Lafayette Street New York, NY 10003	\$ 9,500
- Putney Open Door Fund	443	- 345 Hickory Ridge Road Putney, VT 05346	\$ 1,000
- The Schuylkill Center for Environmental Education	423	- 8480 Hagy's Mill Road Philadelphia, PA 19128	\$ 500
- Sesame Workshop	450	- 1 Lincoln Center Plaza New York, NY 10023	\$ 1,000
- Settlement Music School	428	- P.O. Box 63966 Philadelphia, PA 19147-3966	\$ 500

Burke Family Foundation
 EIN: 25-6699573
 Tax Year Ended: December 31, 2013

Name of Organization	Check No.	Organization Address	Amount
- SquashSmarts	417	- 3890 N 10th Street Philadelphia, PA 19140	\$ 465
- SquashSmarts	1017	- 3890 N 10th Street Philadelphia, PA 19140	\$ 1,000
- St James School	440	- 3217 West Clearfield Street Philadelphia, PA 19132	\$ 25,000
- Steppingstone Scholars, Inc	425	- 4112 Station Street, Unit D Philadelphia, PA 19127	\$ 72,504
- Steppingstone Scholars, Inc	453	- 4112 Station Street, Unit D Philadelphia, PA 19127	\$ 5,000
- Steppingstone Scholars, Inc	1035	- 4112 Station Street, Unit D Philadelphia, PA 19127	\$ 50,000
- Summer Search	422	- 1528 Walnut Street, Suite 1006 Philadelphia, PA 19102	\$ 1,700
- Summer Search	1006	- 1528 Walnut Street, Suite 1006 Philadelphia, PA 19102	\$ 25,000
- The Taft School	1015	- 110 Woodbury Road Watertown, CT 06795	\$ 10,000
- Teach for America	429	- 100 West Oxford Street, Suite E-3000 Philadelphia, PA 19122	\$ 24,570
- Trustees of University of Pennsylvania	455	- 3451 Walnut Street Philadelphia, PA 19104	\$ 250,000
- Trustees of University of Pennsylvania	457	- 3451 Walnut Street Philadelphia, PA 19104	\$ 15,000
Charitable Contributions made in 2013			<u>\$ 1,840,657</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

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

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return. See instructions	BURKE FAMILY FOUNDATION	25-6699573
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	C/O COMCAST CORP, 1701 JFK BLVD. 52ND FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	PHILADELPHIA, PA 19103	

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

04

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

BURKE FAMILY FOUNDATION

- The books are in the care of ► **COMCAST CORP, 1701 JFK BLVD, 52ND FL - PHILA, PA 19103**
Telephone No ► **215-286-8440** Fax No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2013** or
► ☐ tax year beginning _____, and ending _____

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	1,273.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	1,273.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

		Enter filer's identifying number, see instructions	
Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
File by the due date for filing your return See instructions	BURKE FAMILY FOUNDATION	25-6699573	
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)	
	C/O COMCAST CORP, 1701 JFK BLVD. 52ND FLOOR		
	City, town or post office, state, and ZIP code For a foreign address, see instructions		
	PHILADELPHIA, PA 19103		

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

04

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

BURKE FAMILY FOUNDATION

- The books are in the care of **COMCAST CORP, 1701 JFK BLVD, 52ND FL - PHILA, PA 19103**

Telephone No **215-286-8440**

Fax No

- If the organization does not have an office or place of business in the United States, check this box ☐

If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this

box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 17, 2014**

5 For calendar year **2013**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$	1,273.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	1,273.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Reg M. Farnsworth** Title **MANAGING PARTNER**

Date **8/13/14**

Form 8868 (Rev 1-2014)