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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation The Burdick-Thorne Foundation		A Employer identification number 38-2904527	
% THE CONNABLE OFFICE INC		B Telephone number (see instructions) (269) 382-5800	
Number and street (or P O box number if mail is not delivered to street address) 136 E Michigan Ave Ste 1201 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 Kalamazoo, MI 49007		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"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) <input checked="" type="checkbox"/> \$ 11,324,339		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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	134	134		
	4 Dividends and interest from securities.	189,281	189,281		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	324,184			
	b Gross sales price for all assets on line 6a 2,859,742				
	7 Capital gain net income (from Part IV, line 2) . . .		324,184		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	513,599	513,599		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,785	0	0	3,785
	c Other professional fees (attach schedule)	111,009	35,523		75,486
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,905			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10,196	9,140		1,056
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	126,895	44,663	0	80,327
	25 Contributions, gifts, grants paid	405,250			405,250
	26 Total expenses and disbursements. Add lines 24 and 25	532,145	44,663	0	485,577
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-18,546			
	b Net investment income (if negative, enter -0-)		468,936		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	175,940	338,416	338,416
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	8,882,177	8,522,937	10,985,923
	c	Investments—corporate bonds (attach schedule).	0		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,058,117	8,861,353	11,324,339	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	9,058,117	8,861,353	
	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)	9,058,117	8,861,353	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,058,117	8,861,353		

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	9,058,117
2	Enter amount from Part I, line 27a	2	-18,546
3	Other increases not included in line 2 (itemize) ▶ _____	3	50,618
4	Add lines 1, 2, and 3	4	9,090,189
5	Decreases not included in line 2 (itemize) ▶ _____	5	228,836
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,861,353

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	LONG-TERM PUBLICLY TRADED SECURITIES	P		
b	SHORT-TERM PUBLICLY TRADED SECURITIES	P		
c	CAPITAL GAIN DIVIDENDS	P		
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,240,950		2,046,048	194,902
b 563,838		489,510	74,328
c			54,954
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			194,902
b			74,328
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	324,184
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	528,164	10,196,365	0 051799
2011	460,867	10,463,718	0 044044
2010	354,013	9,743,847	0 036332
2009	496,869	8,560,480	0 058042
2008	575,643	10,364,321	0 055541

2 Total of line 1, column (d).	2	0 245758
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 049152
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	10,922,446
5 Multiply line 4 by line 3.	5	536,860
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	4,689
7 Add lines 5 and 6.	7	541,549
8 Enter qualifying distributions from Part XII, line 4.	8	485,577

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		1	9,379
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			
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	9,379
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	9,379
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,324	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	7,000	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	10,324
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	945
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 945 Refunded		11	

Part VII-A Statements Regarding Activities

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? <input type="checkbox"/>	1a	Yes	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)?	1b		No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	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? If "Yes," attach a conformed copy of the changes	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy 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? If "Yes," complete Part II, col. (c), and Part XV.	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MI			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	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)? If "Yes," complete Part XIV	9		No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	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?	13	Yes	
Website address				
14	The books are in care of THE CONNABLE OFFICE INC Telephone no (269) 382-5800 Located at 136 E MICHIGAN AVE 1201 Kalamazoo MI ZIP+4 49007			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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). 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.			
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?	1b		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))	1c		No
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 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		No
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?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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 VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

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

☐ Yes ☐ No

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

6a

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

☐ Yes ☒ No

b

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

6b

No

If "Yes" to 6b, file Form 8870.

7a

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

☐ Yes ☒ No

b

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

7b

No

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

2

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

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

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

0

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Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	10,709,854
b	Average of monthly cash balances.	1b	378,924
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	11,088,778
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	11,088,778
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	166,332
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,922,446
6	Minimum investment return. Enter 5% of line 5.	6	546,122

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	546,122
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	9,379
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,379
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	536,743
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	536,743
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	536,743

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	485,577
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	485,577
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	485,577
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				536,743
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				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012. 23,002				
f Total of lines 3a through e.	23,002			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 485,577				
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.				485,577
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	23,002			23,002
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				
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				28,164
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). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIVPrivate 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)

☐ 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 XVSupplementary 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))

NONE

b

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

NONE

2

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

Check here ☒ 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	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)				
<div>a Paid during the year</div> See Additional Data Table				
<div>Total</div>			<div>3a</div>	405,250
<div>b Approved for future payment</div> See Additional Data Table				
<div>Total</div>			<div>3b</div>	137,000

Enter gross amounts unless otherwise indicated


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

[illegible]

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
JAMES C MELVIN	PRESIDENT/TRUSTEE 1 0	0		
136 E Michigan Ave Ste 1201 Kalamazoo, MI 49007				
LOYAL A ELDRIDGE III	VICE PRES/SECRETARY/TRUSTEE 1 0	0		
136 E Michigan Ave Ste 1201 Kalamazoo, MI 49007				
DAVID S KRUIS	TREASURER/TRUSTEE 2 0	0		
136 E Michigan Ave Ste 1201 Kalamazoo, MI 49007				
BETSY V THORNE	TRUSTEE 1 0	0		
136 E Michigan Ave Ste 1201 Kalamazoo, MI 49007				
ANDREA M THORNE	TRUSTEE 1 0	0		
136 E Michigan Ave Ste 1201 Kalamazoo, MI 49007				
BRADLEY E WELLER	VICE PRESIDENT/TRUSTEE 1 0	0		
136 E Michigan Ave Ste 1201 Kalamazoo, MI 49007				
JAMES S HILBOLDT	EMERITUS TRUSTEE 1 0	0		
136 E Michigan Ave Ste 1201 Kalamazoo, MI 49007				


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 RED CROSS OF GREATER KALAMAZOO 5640 VENTURE CT KALAMAZOO,MI 49009	NONE	PC	OPERATING SUPPORT	7,500
ARTS COUNCIL OF GREATER KALAMAZOO EPIC CENTER 359 S KALAMAZOO MALL KALAMAZOO,MI 49007	NONE	PC	OPERATING SUPPORT	10,500
WESTERN MICHIGAN UNIVERSITY 1903 W MICHIGAN AVE KALAMAZOO,MI 490085403	NONE	PC	MUSIC DEPARTMENT SEMINAR PROGRAM	5,000
BACH FESTIVAL SOCIETY OF KALAMAZOO INC 1200 ACADEMY STREET KALAMAZOO,MI 49006	NONE	PC	OPERATING SUPPORT	4,250
BIRMINGHAM-BLOOMFIELD SYMPHONY ORCHESTRA 155 BATES SECOND FLOOR BIRMINGHAM,MI 48009	NONE	PC	OPERATING SUPPORT	6,500
BOYS & GIRLS CLUBS OF GREATER KALAMAZOO INC 915 LAKE STREET KALAMAZOO,MI 49009	NONE	PC	OPERATING SUPPORT	3,250
COMMUNITY HEALING CENTERS 1910 SHAFFER STREET KALAMAZOO,MI 49048	NONE	PC	OPERATING SUPPORT	3,250
CRESCENDO ACADEMY OF MUSIC INC 359 SOUTH BURDICK STREET KALAMAZOO,MI 49007	NONE	PC	YOUNG STRINGS ACADEMY	3,250
FAMILY & CHILDREN SERVICES INC 1608 LAKE STREET KALAMAZOO,MI 49001	NONE	PC	OPERATING SUPPORT	10,500
FOCUS HOPE 1355 OAKMAN BOULEVARD DETROIT,MI 49328	NONE	PC	OPERATING SUPPORT	1,250
FONTANA CHAMBER ARTS 359 S KALAMAZOO MALL SUITE 200 KALAMAZOO,MI 49007	NONE	PC	OPERATING SUPPORT	10,500
GRYPHON PLACE 1104 S WESTNEDGE KALAMAZOO,MI 49008	NONE	PC	OPERATING SUPPORT	1,250
HOSPICE CARE OF SOUTHWEST MICHIGAN 222 N KALAMAZOO MALL SUITE 100 KALAMAZOO,MI 49007	NONE	PC	OPERATING SUPPORT	5,250
HOSPITAL HOSPITALITY HOUSE OF KALAMAZOO INC 527 W SOUTH ST KALAMAZOO,MI 49007	NONE	PC	OPERATING SUPPORT	2,250
HOUSING RESOURCES INC 345 N BURDICK ST KALAMAZOO,MI 49007	NONE	PC	OPERATING SUPPORT	6,500
Total  3a				405,250


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>				
KALAMAZOO COUNTY HUMANE SOCIETY 4239 S WESTNEDGE KALAMAZOO,MI 49008	NONE	PC	OPERATING SUPPORT	3,250
KALAMAZOO GOSPEL MISSION 448 N BURDICK ST KALAMAZOO,MI 49007	NONE	PC	OPERATING SUPPORT	1,250
KALAMAZOO JUNIOR SYMPHONY SOCIETY 714 SOUTH WESTNEDGE AVENUE KALAMAZOO,MI 49007	NONE	PC	OPERATING SUPPORT	1,250
KALAMAZOO LOAVES AND FISHES 913 EAST ALCOTT KALAMAZOO,MI 49007	NONE	PC	OPERATING SUPPORT	6,500
KALAMAZOO NATURE CENTER INC 7000 N WESTNEDGE AVENUE KALAMAZOO,MI 49009	NONE	PC	OPERATING SUPPORT	7,500
KALAMAZOO REGIONAL EDUCATIONAL SERVICE AGENCY 1601 S BURDICK STREET KALAMAZOO,MI 49001	NONE	PC	ANNUAL SCHOLARSHIPS	5,250
THE KALAMAZOO CIVIC THEATRE 329 SOUTH PARK STREET KALAMAZOO,MI 49007	NONE	PC	OPERATING SUPPORT	2,250
KALAMAZOO VALLEY HABITAT FOR HUMANITY 525 EAST KALAMAZOO AVE KALAMAZOO,MI 49007	NONE	PC	OPERATING SUPPORT	2,250
MICHIGAN YOUTH ARTS ASSOCIATION 301 W 4TH STREET SUITE 415 ROYAL OAK,MI 48067	NONE	PC	MICHIGAN YOUTH ARTS FESTIVAL	6,500
MINISTRY WITH COMMUNITY INC 440 N CHURCH STREET KALAMAZOO,MI 49007	NONE	PC	OPERATING SUPPORT	4,250
NEW VIC THEATRICALS INC 134 EAST VINE ST KALAMAZOO,MI 49001	NONE	PC	OPERATING SUPPORT	1,250
PRETTY LAKE VACATION CAMP 9123 WEST Q AVENUE MATTAWAN,MI 49071	NONE	PC	ADVANCEMENT CAMPAIGN	17,000
THE SALVATION ARMY 1700 SOUTH BURDICK STREET KALAMAZOO,MI 49001	NONE	PC	OPERATING SUPPORT	3,250
SOUTHWEST MICHIGAN LAND CONSERVANCY INC 6851 S SPRINKLE ROAD PORTAGE,MI 49002	NONE	PC	OPERATING SUPPORT	4,250
SPECIALIZED LANGUAGE DEVELOPMENT CENTER INC 504 S WESTNEDGE AVE STE B KALAMAZOO,MI 49007	NONE	PC	OPERATING SUPPORT	3,250
Total  3a				405,250

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 Paid during the year				
WELLSPRINGCORI TERRY AND DANCERS 359 S KALAMAZOO MALL STE 204 KALAMAZOO,MI 49007	NONE	PC	OPERATING SUPPORT	2,250
YWCA OF KALAMAZOO 912 N BURDICK ST KALAMAZOO,MI 49007	NONE	PC	OPERATING SUPPORT	3,250
KALAMAZOO COLLEGE 1200 ACADEMY STREET KALAMAZOO,MI 49006	NONE	PC	FITNESS AND WELLNESS CENTER	20,000
KALAMAZOO SYMPHONY ORCHESTRA 359 SOUTH KALAMAZOO MALL STE 100 KALAMAZOO,MI 49007	NONE	PC	BARRY ROSS GUEST VIOLINIST FUND	7,000
WESTERN MICHIGAN UNIVERSITY 1903 W MICHIGAN AVE KALAMAZOO,MI 490085403	NONE	PC	BURDICK-THORNE MEDALLION SCHOLARSHIP	12,500
KALAMAZOO NATURE CENTER INC 7000 N WESTNEDGE AVENUE KALAMAZOO,MI 49009	NONE	PC	NO CHILD LEFT INSIDE CAPITAL CAMPAIGN	13,000
PRETTY LAKE VACATION CAMP 9123 WEST Q AVENUE MATTAWAN,MI 49071	NONE	PC	ADOPT-A-CAMPER	3,250
KALAMAZOO COLLEGE 1200 ACADEMY STREET KALAMAZOO,MI 49006	NONE	PC	VISITING ARTIST FUND	8,500
SENIOR SERVICES INC 918 JASPER STREET KALAMAZOO,MI 49001	NONE	PC	OPERATING SUPPORT	6,500
PEOPLES CHURCH OF KALAMAZOO MICHIGAN 1758 NORTH TENTH STREET KALAMAZOO,MI 49009	NONE	PC	OPERATING SUPPORT	3,250
KALAMAZOO LITERACY COUNCIL 420 EAST ALCOTT STREET KALAMAZOO,MI 49001	NONE	PC	EVERYONE NEEDS TO READ ANNUAL CAMPAIGN	2,500
DRUG TREATMENT COURT FOUNDATION OF KALAMAZOO COUNTY PO BOX 50587 KALAMAZOO,MI 49005	NONE	PC	OPERATING SUPPORT	3,250
KALAMAZOO COMMUNITY FOUNDATION 151 SOUTH ROSE STREET SUITE 332 KALAMAZOO,MI 49007	NONE	PC	KALAMAZOO RIVER VALLEY TRAILWAY CONSTRUCTION FUND FOR WMU/KALAMAZOO COLLEGE/DOWNTOWN CONNECTIONS	15,000
JULIUS & ESTHER STULBERG COMPETITION INC 359 S KALAMAZOO MALL STE 14 KALAMAZOO,MI 49007	NONE	PC	2013 STULBERG INTERNATIONAL STRING COMPETITION	3,250
YMCA OF KALAMAZOO 2900 W CENTRE PORTAGE,MI 49024	NONE	PC	STRONG KIDS STRONG FAMILIES	3,250
Total  3a				405,250

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 Paid during the year				
KALAMAZOO VALLEY COMMUNITY COLLEGE FOUNDATION 6767 WEST O AVENUE PO BOX 4070 KALAMAZOO,MI 49003	NONE	PC	PRESIDENT'S DISCRETIONARY FUND	5,250
VOLUNTEER KALAMAZOO 709-A S WESTNEDGE AVE KALAMAZOO,MI 49007	NONE	PC	OPERATING SUPPORT	1,250
OPEN DOORS KALAMAZOO PO BOX 50102 KALAMAZOO,MI 49005	NONE	PC	OPERATING SUPPORT	3,250
KALAMAZOO COMMUNITY FOUNDATION 151 SOUTH ROSE STREET SUITE 332 KALAMAZOO,MI 49007	NONE	PC	KALAMAZOO RIVER VALLEY TRAILWAY CONSTRUCTION FUND	10,000
ARTS COUNCIL OF GREATER KALAMAZOO EPIC CENTER 359 S KALAMAZOO MALL KALAMAZOO,MI 49007	NONE	PC	THE EPIC CENTER FOR THE MARY B THORNE LOBBY	25,000
COMMUNITIES IN SCHOOLS OF KALAMAZOO 125 WEXCHANGE PLACE KALAMAZOO,MI 49007	NONE	PC	OPERATING SUPPORT	30,000
EDUCATING FOR FREEDOM IN SCHOOLS PO BOX 51445 KALAMAZOO,MI 49005	NONE	PC	OPERATING SUPPORT	3,000
GUARDIAN FINANCE AND ADVOCACY SERVICES 18 W MICHIGAN AVE SUITE 300 BATTLE CREEK,MI 49017	NONE	PC	OPERATING SUPPORT	2,000
JR POSSE YOUTH EQUESTRIAN PROGRAM 453 W CALDWELL ST COMPTON,CA 90220	NONE	PC	OPERATING SUPPORT	3,250
DKA CHARITIES INC 141 E MICHIGAN AVE STE 501 KALAMAZOO,MI 490073943	NONE	PC	DEDICATED DOWNTOWN COMMUNITY POLICE OFFICER POSITION	2,000
EDISON NEIGHBORHOOD ASSOCIATION INC 816 WASHINGTON AVENUE KALAMAZOO,MI 49001	NONE	PC	ERIC ZAPATA MEMORIAL	1,000
KALAMAZOO COLLEGE 1200 ACADEMY STREET KALAMAZOO,MI 49006	NONE	PC	SCHOLARSHIPS FOR PRIVATE LESSONS AND ENSEMBLES	10,000
KALAMAZOO JUNIOR SYMPHONY SOCIETY 714 SOUTH WESTNEDGE AVENUE KALAMAZOO,MI 49007	NONE	PC	75TH ANNIVERSARY SCHOLARSHIP FUND	7,500
KALAMAZOO VALLEY HABITAT FOR HUMANITY 525 EAST KALAMAZOO AVE KALAMAZOO,MI 49007	NONE	PC	STARTS AT HOME CAMPAIGN	20,000
KVCC FOUNDATION 6767 WEST O AVENUE PO BOX 4070 KALAMAZOO,MI 49003	NONE	PC	THE BURDICK-THORNE FOUNDATION SCHOLARSHIP	7,500
Total  3a				405,250

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>				
MICHIGAN FESTIVAL OF SACRED MUSIC PO BOX 50566 KALAMAZOO,MI 49005	NONE	PC	OPERATING SUPPORT	4,250
THE KALAMAZOO CIVIC THEATRE 329 SOUTH PARK STREET KALAMAZOO,MI 49007	NONE	PC	CARPET REPLACEMENT	2,500
UNITED WAY OF BATTLE CREEK AND KALAMAZOO REGION 709 S WESTNEDGE AVE KALAMAZOO,MI 49007	NONE	PC	OPERATING SUPPORT	10,500
Total ▶ 3a				405,250

TY 2013 Accounting Fees Schedule

Name: The Burdick-Thorne Foundation

EIN: 38-2904527

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,785			3,785

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

TY 2013 Depreciation Schedule

Name: The Burdick-Thorne Foundation

EIN: 38-2904527

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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**TY 2013 Investments Corporate
Stock Schedule****Name:** The Burdick-Thorne Foundation**EIN:** 38-2904527

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME FUNDS	1,597,767	1,652,094
U.S. EQUITY FUNDS	912,388	1,537,596
COMMON STOCK	1,514,355	2,357,306
INTERNATIONAL EQUITY FUNDS	2,456,978	3,299,117
ABSOLUTE RETURN	888,470	859,911
COMMODITIES	604,065	682,403
REAL ESTATE INVESTMENTS	548,914	597,496

TY 2013 Investments - Land Schedule**Name:** The Burdick-Thorne Foundation**EIN:** 38-2904527

TY 2013 Land, Etc. Schedule**Name:** The Burdick-Thorne Foundation**EIN:** 38-2904527

TY 2013 Other Decreases Schedule

Name: The Burdick-Thorne Foundation

EIN: 38-2904527

Description	Amount
THE ENDOWMENT TEI FUND SALE ON 12/31/13	228,836

TY 2013 Other Expenses Schedule**Name:** The Burdick-Thorne Foundation**EIN:** 38-2904527

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS FEES	176			176
MICHIGAN ANNUAL REPORT FEE	20			20
FOUNDATION RENEWAL FEE	860			860
THE ENDOWMENT TEI FUND K-1	9,140	9,140		

TY 2013 Other Increases Schedule

Name: The Burdick-Thorne Foundation

EIN: 38-2904527

Description	Amount
THE ENDOWMENT TEI FUND RETURN OF CAPITAL	50,618

TY 2013 Other Professional Fees Schedule**Name:** The Burdick-Thorne Foundation**EIN:** 38-2904527

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIDUCIARY FEES	35,523	35,523		
CLERICAL FEES	75,486			75,486

TY 2013 Taxes Schedule

Name: The Burdick-Thorne Foundation

EIN: 38-2904527

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	1,905			

Account Name : The Burdick-Thorne Foundation

Shares	Asset Description	Cost	Market
Prices As Of : 12/31/2013			
<u>Fixed Income Funds</u>			
25,707.314	PIMCO High Yield Fund	201,978.63	247,047.29
22,480.978	PIMCO Total Return Fund-CI I	244,292.06	240,321.65
33,338.83	PIMCO Unconstrained Bond Fund-CI I	375,651.11	369,727.62
38,013.786	VG Short Term Bond Index Fund	400,000.00	398,764.62
37,522.091	VG Total Bond Market Index Fund	375,845.57	396,233.28
<i>Sub Total</i>		\$ 1,597,767.37	1,652,094.46
<u>U S Equity Funds</u>			
5,673.75	Baron Growth Fund	243,825.13	410,609.29
8,964.578	Hennessy Small Cap Financial Fund-CI I	98,700.00	137,158.04
3,961	ProShares Short S&P 500 ETF	111,355.20	99,936.03
2,595	SPDR S&P 500 ETF Trust	221,285.80	479,270.55
14,893.796	Third Avenue Small Cap Value Fund	237,222.06	410,621.96
<i>Sub Total</i>		\$ 912,388.19	1,537,595.87
<u>Common Stocks</u>			
324	3M Company	16,015.72	45,441.00
486	Amgen Inc	26,336.05	55,442.88
491	Aon Corporation	28,218.51	41,189.99
442	Apache Corporation	42,169.60	37,985.48
133	Apple Computer Inc	49,155.74	74,615.66
400	Baker Hughes Inc	18,864.64	22,104.00
2,200	Bank of New York Mellon Corp	59,049.63	76,868.00
824	Baxter International Inc	38,808.26	57,309.20
275	Becton Dickinson & Company	19,354.62	30,384.75
1,039	Chesapeake Energy Corp	23,499.65	28,198.46
245	ChevronTexaco	17,568.33	30,602.95
3,579	Cisco Systems Inc	59,198.79	80,276.97
366	Citigroup Inc Com New	13,605.93	19,072.26
758	Covidien PLC	32,819.04	51,619.80

Account Name : The Burdick-Thorne Foundation

Shares	Asset Description	Cost	Market
Prices As Of : 12/31/2013			
361	CVS Caremark Corp	20,722.70	25,836.77
764	Danaher Corporation	25,186.81	58,980.80
435	Devon Energy Corp	24,985.33	26,913.45
569	Dover Corporation	34,348.00	54,931.26
254	Ecolab Inc	9,356.16	26,484.58
581	Emerson Electric Co	28,534.85	40,774.58
370	Exxon Mobil Corp	12,496.86	37,444.00
1,053	General Electric Company	13,810.49	29,515.59
66	Google Inc	36,196.96	73,966.86
1,671	Hewlett Packard Company	23,131.95	46,754.58
290	Johnson & Johnson	15,005.36	26,561.10
1,461	Johnson Controls Inc	40,027.75	74,949.30
788	JPMorgan Chase & Company	30,577.44	46,082.24
1,716	Juniper Networks Inc	29,432.58	38,730.12
760	Medtronic Inc	29,683.93	43,616.40
1,631	Microsoft Corp	38,510.56	61,015.71
634	Monsanto Co	47,562.73	73,892.70
497	Occidental Petroleum Corp	41,546.51	47,264.70
926	Oracle Corporation	12,556.56	35,428.76
453	Pepsico Inc	13,938.34	37,571.82
612	Procter & Gamble Co	36,800.51	49,822.92
959	Prudential Financial Inc	53,374.14	88,438.98
548	Qualcomm Inc	20,608.37	40,689.00
443	Schlumberger Limited	33,550.20	39,918.73
2,854	SPDR S&P Bank ETF	62,590.16	94,667.18
573	Stryker Corporation	24,868.13	43,055.22
1,531	Symantec Corporation	38,545.64	36,100.98
929	The Coca Cola Company	22,921.96	38,376.99
532	Thermo Fisher Scientific Inc	26,873.67	59,238.20
900	Tyco International Ltd	33,566.58	36,936.00
458	United Technologies Corp	25,738.08	52,120.40

Account Name : The Burdick-Thorne Foundation

Shares	Asset Description	Cost	Market
Prices As Of : 12/31/2013			
710	Wal-Mart Stores Inc	47,237.02	55,869.90
3,235	Weatherford International Ltd	40,930.93	50,110.15
1,572	Wells Fargo & Co	43,884.03	71,368.80
1,236	Xylem Inc	30,589.64	42,765.60
Sub Total		\$ 1,514,355.44	2,357,305.77
<u>International Equity Funds</u>			
13,293.174	Harbor International Fund	498,221.55	943,948.29
6,228	iShares MSCI Emerging Markets ETF	195,595.74	260,299.26
8,911	iShares MSCI EMU ETF	291,775.04	368,737.18
40,329.848	Lazard International Equity Open Fund	574,634.87	725,937.26
17,160.806	Matthews Asian Growth and Income Fund-CI I	284,556.00	324,339.23
14,755.634	Matthews Japan Fund-CI I	187,801.00	239,041.27
2,208	SPDR S&P Emerging Markets Small Cap Index	99,659.41	102,473.28
15,917.311	Virtus Emerging Markets Opportunities Fd-CI I	151,351.00	152,010.32
68,803.968	Wasatch Emerging Markets Small Cap Fund	173,383.00	182,330.52
Sub Total		\$ 2,456,977.61	3,299,116.61
<u>Absolute Return</u>			
10,224.487	AQR Diversified Arbitrage Fund CI N	112,873.96	111,037.93
7,614.213	Eaton Vance Global Macro Abs Return Fund-CI A	75,000.00	71,802.03
7,008.41	PIMCO All Asset All Authority Fund-CI I	72,350.00	69,383.26
13,653.793	The Endowment TEI Fund	553,245.75	531,675.04
6,823.372	Wells Fargo Advantage Absolute Return Fd-CI A	75,000.00	76,012.36
Sub Total		\$ 888,469.71	859,910.62
<u>Commodities</u>			
5,747	First Trust ISE-Revere Natural Gas Index	93,106.03	112,066.50
1,894	iShares US Oil Equipment & Services ETF	106,837.23	122,750.14
3,203	Market Vectors Junior Gold Miners ETF	112,447.73	99,453.15
5,358	SPDR S&P Metals & Mining	202,624.37	225,464.64

Account Name : The Burdick-Thorne Foundation

Shares	Asset Description	Cost	Market
Prices As Of : 12/31/2013			
1,790	SPDR S&P Oil & Gas Exploration & Prod	89,050.08	122,668.70
Sub Total		\$ 604,065.44	682,403.13
<u>Real Estate Investments</u>			
4,715.342	Baron Real Estate Fund	100,672.55	105,765.12
7,934.48	EII International Property Fund	138,265.00	154,643.02
3,337	SPDR DJ Wilshire International Real Estate Fd	122,976.57	137,484.40
6,925.926	Third Avenue Real Estate Value Fund	187,000.00	199,605.19
Sub Total		\$ 548,914.12	597,497.73
<u>Bank Accounts</u>			
38.07	Fifth Third Sweep Account	38.07	38.07
Sub Total		\$ 38.07	38.07
<u>Money Market Funds</u>			
151,200	Federated Inst Prime Obligations MM Cash Res	151,200.00	151,200.00
187,176.79	Northern Trust Inst USGS MM Invested Cash	187,176.79	187,176.79
Sub Total		\$ 338,376.79	338,376.79
Grand Total		\$ 8,861,352.74	11,324,339.05

THE BURDICK-THORNE FOUNDATION

38-2904527

136 E. MICHIGAN AVENUE, KALAMAZOO, MI 49007

**2013 RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX
FORM 990-PF**

PART VIII - INFORMATION ABOUT OFFICERS, DIRECTORS, AND TRUSTEES

NOTE (1)

The Connable Office, Inc has been appointed agent by the Trustees of the Foundation to serve as custodian and investment manager of the funds and property of the Foundation For these services, under the Agency Agreement, The Connable Office, Inc receives annual fees at the rate of 1% of the market value of the assets, which includes a reasonable amount for bookkeeping and clerical expenses

Messrs Melvin, Eldridge, Kruis and Weller are employed by, or have an ownership interest in, The Connable Office, Inc

The Burdick-Thorne Foundation

As of December 31, 2013

Shares	Asset Name	How Acq	Date Acquired	Date Sold	Holding Period	Sale Proceeds	Original Cost	Realized Gain (Loss)
2,697,842	AQR Diversified Arbitrage Fund C1 N	Buy	02/14/2013	05/15/2013	Short	30.000	29.865	135
573,000	Cliff's Natural Resources Inc	Buy	11/16/2012	03/07/2013	Short	14.345	20.256	(5.911)
1,235,000	GameStop Corp	Buy	09/21/2012	06/06/2013	Short	42.561	27.589	14.971
962,000	Hertz Global Holdings Inc	Buy	05/17/2013	11/13/2013	Short	22.452	24.855	(2.403)
298,000	Juniper Networks Inc	Buy	03/22/2012	02/14/2013	Short	6.451	6.255	196
45,000	Mallinckrodt PLC	Spin	11/16/2012	07/18/2013	Short	1.915	1.770	144
1,349,000	Market Vectors Gold Miners ETF	Buy	05/02/2013	11/12/2013	Short	32.185	40.132	(7.946)
1,281,000	Materials Select Sector SPDR	Buy	04/05/2013	08/15/2013	Short	52.265	49.064	3.201
2,160,000	Micron Technology Inc	Buy	05/17/2013	10/08/2013	Short	38.654	24.599	14.055
894,000	Micron Technology Inc	Buy	06/06/2013	10/08/2013	Short	15.998	11.060	4.939
1,282,000	ProShares Short S&P 500 ETF	Buy	05/17/2013	06/05/2013	Short	37.940	36.873	1.066
1,932,000	ProShares Short S&P 500 ETF	Buy	10/08/2013	10/11/2013	Short	53.322	54.830	(1.508)
1,289,000	SPDR S&P Metals & Mining	Buy	06/26/2012	04/05/2013	Short	48.814	49.601	(787)
3,539,000	Wisdom Tree Japan Hedged Equity Fund	Buy	11/15/2012	08/05/2013	Short	166.936	112.761	54.175
240,000	Amgen Inc	Buy	04/05/2011	05/17/2013	Long	25.279	13.006	12.273
161,000	Apache Corporation	Buy	02/14/2011	02/14/2013	Long	12.937	19.515	(6.578)
6,000	Apache Corporation	Buy	03/15/2011	02/14/2013	Long	482	708	(226)
1,016,000	Axon Products Inc	Buy	01/12/2012	08/29/2013	Long	20.317	18.289	2.028
971,000	Broadcom Corp	Buy	02/22/2011	11/13/2013	Long	26.628	39.627	(13.000)
203,000	Broadcom Corp	Buy	10/21/2011	11/13/2013	Long	5.567	7.540	(1.973)
97,000	ChevronTexaco	Buy	12/09/2008	05/17/2013	Long	11.912	7.425	4.487
121,000	ChevronTexaco	Buy	12/14/2010	05/17/2013	Long	14.859	10.685	4.174
632,000	Cisco Systems Inc	Buy	01/04/2011	03/07/2013	Long	13.829	12.943	886
788,373	Cohen & Steers Institutional Realty Shares	Buy	12/10/2008	12/03/2013	Long	33.198	18.763	14.435
480,666	Cohen & Steers Institutional Realty Shares	Buy	03/19/2009	12/03/2013	Long	20.241	8.080	12.161
1,045,904	Cohen & Steers Institutional Realty Shares	Buy	04/03/2009	12/03/2013	Long	44.043	19.663	24.380
123,972	Cohen & Steers Institutional Realty Shares	Buy	10/20/2009	12/03/2013	Long	5.220	3.453	1.768
2,321,809	Cohen & Steers Institutional Realty Shares	Buy	10/20/2009	07/03/2013	Long	102.717	64.662	38.054
492,386	Cohen & Steers Institutional Realty Shares	Buy	11/24/2009	07/03/2013	Long	21.783	13.969	7.814
430,000	Dover Corporation	Buy	08/11/2011	02/14/2013	Long	30.870	23.399	7.471
68,000	Ecolab Inc	Buy	04/15/2009	02/14/2013	Long	5.087	2.543	2.544
306,000	Ecolab Inc	Buy	01/12/2011	02/14/2013	Long	22.890	15.127	7.762
287,000	Emerson Electric Co	Buy	01/31/2012	02/14/2013	Long	16.738	14.757	1.981

57 000	Exxon Mobil Corp	Buy	01/14/2010	09/12/2013	Long	5.013	3.969	1.044
87 000	Exxon Mobil Corp	Buy	04/16/2010	09/12/2013	Long	7.651	5.915	1.736
645 000	General Electric Company	Buy	01/04/2011	02/14/2013	Long	15.067	11.855	3.212
3 000	Google Inc	Buy	07/21/2008	02/14/2013	Long	2.363	1.419	944
7 000	Google Inc	Buy	11/20/2009	02/14/2013	Long	5.513	3.991	1.522
7 000	Google Inc	Buy	04/16/2010	02/14/2013	Long	5.513	3.901	1.612
1 000	Google Inc	Buy	06/07/2010	02/14/2013	Long	788	489	298
24 000	Google Inc	Buy	01/12/2011	02/14/2013	Long	18.902	14.769	4.133
659 000	Hewlett Packard Company	Buy	08/27/2010	05/17/2013	Long	13.891	24.936	(11.045)
173 000	Hewlett Packard Company	Buy	09/27/2010	05/17/2013	Long	3.647	7.195	(3.549)
119 000	Hewlett Packard Company	Buy	10/01/2010	05/17/2013	Long	2.508	4.843	(2.335)
220 000	Hewlett Packard Company	Buy	01/12/2011	05/17/2013	Long	4.637	10.045	(5.408)
640 000	Hewlett Packard Company	Buy	03/06/2012	05/17/2013	Long	13.490	15.583	(2.093)
626 000	Intel Corp	Buy	11/10/2008	03/07/2013	Long	13.638	9.126	4.512
311 000	Intel Corp	Buy	11/20/2009	03/07/2013	Long	6.775	5.996	779
164 000	Intel Corp	Buy	01/14/2010	03/07/2013	Long	3.573	3.521	52
222 000	JPMorgan Chase & Company	Buy	01/04/2011	09/12/2013	Long	11.617	9.694	1.923
834 000	Juniper Networks Inc	Buy	08/03/2011	02/14/2013	Long	18.055	18.955	(900)
79 000	Kohls Corporation	Buy	05/05/2011	05/17/2013	Long	4.084	4.167	(83)
158 000	Kohls Corporation	Buy	05/05/2011	02/14/2013	Long	7.417	8.334	(917)
79 000	Kohls Corporation	Buy	04/18/2012	05/17/2013	Long	4.084	4.056	28
27 250	Mallinckrodt PLC	Spin	11/20/2007	07/18/2013	Long	1.159	750	410
0 750	Mallinckrodt PLC	Spin	09/27/2010	07/17/2013	Long	33	21	12
21 750	Mallinckrodt PLC	Spin	09/27/2010	07/18/2013	Long	925	603	322
570 000	Market Vectors Agribusiness ETF	Buy	01/10/2012	08/07/2013	Long	28.354	28.499	(145)
1.437 000	Market Vectors Agribusiness ETF	Buy	01/10/2012	08/08/2013	Long	72.165	71.848	317
1.914 000	Market Vectors Agribusiness ETF	Buy	02/03/2012	08/07/2013	Long	95.210	101.644	(6.434)
1.048 000	Market Vectors Agribusiness ETF	Buy	06/26/2012	08/08/2013	Long	52.630	50.114	2.516
912 000	Market Vectors Gold Miners ETF	Buy	09/11/2008	11/12/2013	Long	21.759	25.309	(3.550)
947 000	Market Vectors Gold Miners ETF	Buy	10/16/2008	11/12/2013	Long	22.594	20.743	1.851
447 000	Market Vectors Gold Miners ETF	Buy	02/24/2012	11/12/2013	Long	10.665	25.371	(14.706)
1.089 000	Market Vectors Gold Miners ETF	Buy	06/26/2012	11/12/2013	Long	25.982	48.429	(22.447)
737 081	Matthews Japan Fund-CI I	Buy	02/06/2008	10/16/2013	Long	12.088	9.825	2.263
2.206 810	Matthews Japan Fund-CI I	Buy	02/06/2008	08/05/2013	Long	35.000	29.417	5.583
2.969 822	Matthews Japan Fund-CI I	Buy	01/12/2011	10/16/2013	Long	48.705	38.014	10.691
2.390 707	Matthews Japan Fund-CI I	Buy	07/15/2011	10/16/2013	Long	39.208	31.127	8.081
61 000	Pepsico Inc	Buy	01/14/2010	05/17/2013	Long	5.078	3.827	1.251
1 000	Pepsico Inc	Buy	12/14/2010	05/17/2013	Long	83	65	18

228 000	Pepsico Inc	Buy	01/04/2011	05/17/2013	Long	18.979	14.873	4.106
1.177 574	PIMCO High Yield Fund	Buy	09/21/2010	04/17/2013	Long	11.470	10.857	612
16.931 217	PIMCO High Yield Fund	Buy	11/09/2010	02/14/2013	Long	163.556	160.000	3.556
3.772 717	PIMCO High Yield Fund	Buy	02/03/2012	02/14/2013	Long	36.444	34.935	1.509
4.326 635	PIMCO High Yield Fund	Buy	02/03/2012	04/17/2013	Long	42.141	40.065	2.077
7.327 586	PIMCO Unconstrained Bond Fund-CI I	Buy	01/14/2011	05/02/2013	Long	85.000	81.556	3.444
4.440 497	PIMCO Unconstrained Bond Fund-CI I	Buy	06/27/2012	08/05/2013	Long	50.000	50.533	(533)
1.142 000	PowerShares Dynamic Oil/Gas Services	Buy	09/11/2008	04/11/2013	Long	26.337	25.793	544
5 000	Qualcomm Inc	Buy	11/20/2009	09/12/2013	Long	344	226	118
188 000	Qualcomm Inc	Buy	04/16/2010	09/12/2013	Long	12.930	7.982	4.948
413 000	SPDR DJ Wilshire International Real Estate Fd	Buy	08/03/2011	07/01/2013	Long	16.465	15.912	553
605 000	SPDR Dow Jones REIT	Buy	08/09/2011	07/01/2013	Long	45.920	34.119	11.801
173 000	SPDR Energy Select Sector	Buy	03/16/2011	04/11/2013	Long	13.658	12.846	813
336 000	SPDR S&P 500 ETF Trust	Buy	12/04/2008	05/02/2013	Long	53.679	29.286	24.393
296 000	SPDR S&P 500 ETF Trust	Buy	08/09/2011	05/02/2013	Long	47.289	33.794	13.495
381 000	The Coca Cola Company	Buy	05/07/2001	02/14/2013	Long	14.003	11.139	2.864
1.031 178	The Endowment TEI Fund	Buy	12/01/2006	09/30/2013	Long	57.352	59.756	(2.404)
1.184 829	The Endowment TEI Fund	Buy	12/01/2006	06/28/2013	Long	64.596	68.659	(4.063)
1.309 050	The Endowment TEI Fund	Buy	12/01/2006	03/29/2013	Long	74.860	77.775	(2.915)
126 000	United Technologies Corp	Buy	12/14/2001	02/14/2013	Long	11.282	3.932	7.350
91 000	United Technologies Corp	Buy	04/15/2009	02/14/2013	Long	8.148	4.240	3.908
20.912 642	VG Total Bond Market Index Fund	Buy	04/16/2004	08/05/2013	Long	222.720	214.154	8.566
5.266 321	VG Total Bond Market Index Fund	Buy	11/21/2006	08/05/2013	Long	56.086	52.821	3.265
1.990 050	VG Total Bond Market Index Fund	Buy	03/16/2007	08/05/2013	Long	21.194	20.006	1.188
82 000	Wal-Mart Stores Inc	Buy	02/03/2009	02/14/2013	Long	5.805	3.884	1.921
73 000	Wal-Mart Stores Inc	Buy	03/05/2009	02/14/2013	Long	5.168	3.636	1.532
15 000	Wal-Mart Stores Inc	Buy	08/03/2009	02/14/2013	Long	1.062	749	313
Total Short Term Gain (Loss)						563.838	489.510	74.328
Total Long Term Gain (Loss)						2.240.950	2.046.048	194.902
Total Schedule D						2.804.788	2.535.558	269.230
Total Long Term Capital Gain Distribution								54.714
Class Action Settlement Treated as Long Term Capital Gain Distribution								240
Total Gain/(Loss)								324.184