Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning APR 1, 2013 , **and ending** MAR 31, 2014

Name of foundation: BURKE FAMILY FOUNDATION

A Employer identification number: 45-5592432

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 723 | Room/suite:

B Telephone number: 515-232-0361

City or town, state or province, country, and ZIP or foreign postal code: AMES, IA 50010

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

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

D 1. Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 7,139,597.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	26,900.		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	248,537.	84,335.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	132,249.			STATEMENT 1
	b Gross sales price for all assets on line 6a 3,890,179.				
	7 Capital gain net income (from Part IV, line 2)		131,087.		
	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	407,686.	215,422.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	504.	0.		504.
	b Accounting fees STMT 4	11,500.	3,288.		8,212.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	1,087.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	33,208.	15,496.		7,342.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	46,299.	18,784.		16,058.
	25 Contributions, gifts, grants paid	332,000.			332,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	378,299.	18,784.		348,058.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	29,387.			
	b **Net investment income** (if negative, enter -0-)		196,638.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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11220729 143085 BURKEFDN 2013.04000 BURKE FAMILY FOUNDATION BURKEFD1

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	35,412.	36,527.	36,527.
	2 Savings and temporary cash investments	160,682.	238,804.	238,804.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	4,243,462.	3,184,298.	3,234,812.
	b Investments - corporate stock STMT 8	1,582,455.	2,367,629.	2,934,049.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	460,620.	674,760.	695,405.
	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 I)	6,482,631.	6,502,018.	7,139,597.
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 ▶)	10,000.	0.	
	23 **Total liabilities** (add lines 17 through 22)	10,000.	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	6,472,631.	6,502,018.	
	30 **Total net assets or fund balances**	6,472,631.	6,502,018.	
	31 **Total liabilities and net assets/fund balances**	6,482,631.	6,502,018.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,472,631.
2	Enter amount from Part I, line 27a	2	29,387.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,502,018.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,502,018.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITES	P	VARIOUS	03/31/14
b	WASH SALES	P	VARIOUS	03/31/14
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	3,889,475.		3,759,092.	130,383.
b	704.			704.
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				130,383.
b				704.
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	131,087.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	141,784.	6,922,061.	.020483
2011	0.	0.	.000000
2010			
2009			
2008			

2 **Total** of line 1, column (d)	2	.020483
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	.010242
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	7,004,871.
5 Multiply line 4 by line 3	5	71,744.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,966.
7 Add lines 5 and 6	7	73,710.
8 Enter qualifying distributions from Part XII, line 4	8	348,058.

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	1,966.
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	1,966.
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	1,966.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 550.		
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	550.
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	1,416.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ — **Refunded** ▶	11	

Part VII-A — Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 10	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KATHLEEN BURKE Telephone no. ▶515-232-0361

Located at ▶P O BOX 723, AMES, IA ZIP+4 ▶50010

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

			Yes	No
16	At any time during calendar year 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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
SEE STATEMENT 11		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

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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. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	6,832,990.
b	Average of monthly cash balances	1b	278,554.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,111,544.
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	7,111,544.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	106,673.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,004,871.
6	**Minimum investment return.** Enter 5% of line 5	6	350,244.

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	350,244.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,966.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,966.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	348,278.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	348,278.
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	348,278.

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	348,058.
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	348,058.
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	1,966.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	346,092.

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				348,278.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			120,350.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 348,058.				
a Applied to 2012, but not more than line 2a			120,350.	
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				227,708.
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).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				120,570.
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	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT B	NONE	SEE STATEMENT B	STATEMENT B	332,000.
Total			▶ 3a	332,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	248,537.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	132,249.	
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.		380,786.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 380,786.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

KA Burke, director | 8/5/14 | director

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DOUGLAS L NELSON	Douglas L Nelson	7/29/2014		P00013354
Firm's name ▶ THE COMMERCE TRUST COMPANY			Firm's EIN ▶ 48-0962626	
Firm's address ▶ PO BOX 419248 KANSAS CITY, MO 64141-6248			Phone no. (816) 234-2000	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at** *www irs gov/form990* .

OMB No 1545-0047

2013

Name of the organization

BURKE FAMILY FOUNDATION

Employer identification number

45-5592432

Organization type (check one).

Filers of: **Section:**

Form 990 or 990-EZ
☐ 501(c)( ) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF
☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
BURKE FAMILY FOUNDATION	45-5592432

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF WILLIAM J BURKE SR 57113 250TH ST AMES, IA 50010	$ 26,900.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
BURKE FAMILY FOUNDATION	45-5592432

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization

BURKE FAMILY FOUNDATION

Employer identification number

45-5592432

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITES	PURCHASED	VARIOUS	03/31/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,889,475.	3,757,930.	0.	0.	131,545.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WASH SALES	PURCHASED	VARIOUS	03/31/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
704.	0.	0.	0.	704.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	132,249.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ALLIANT ENERGY	1,565.	0.	1,565.	1,565.	
DIVIDENDS	49,281.	0.	49,281.	49,281.	
PRUDENTIAL	80.	0.	80.	80.	
TAX EXEMPT INT IN STATE	19,853.	0.	19,853.	0.	
TAX EXEMPT INT OUT OF ST	122,545.	0.	122,545.	0.	
TAX EXEMPT INT WHITTIER CA	21,804.	0.	21,804.	0.	
TAXABLE MUNI INTEREST	33,409.	0.	33,409.	33,409.	
TO PART I, LINE 4	248,537.	0.	248,537.	84,335.	

FORM 990-PF | LEGAL FEES | STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY FEES	504.	0.		504.
TO FM 990-PF, PG 1, LN 16A	504.	0.		504.

FORM 990-PF | ACCOUNTING FEES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES FOR 990-PF'S AND 1023	11,500.	3,288.		8,212.
TO FORM 990-PF, PG 1, LN 16B	11,500.	3,288.		8,212.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED EXCISE TAX	550.	0.		0.
EXCISE TAX DUE FOR 2012	537.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,087.	0.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	32,332.	25,866.		6,466.
FORM 1023 FEE	850.	0.		850.
LESS TAX EX MANAGEMENT FEES	0.	-10,370.		0.
POSTAGE EXPENSES	26.	0.		26.
TO FORM 990-PF, PG 1, LN 23	33,208.	15,496.		7,342.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
TAXABLE MUNI BONDS STMT A, PG 11/21		X	2,500,477.	2,518,957.
TAX EXEMPT BONDS STMT A, PGS 11 & 13 /21		X	683,821.	715,855.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			3,184,298.	3,234,812.
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,184,298.	3,234,812.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY INVESTMENTS STMT A, PG 7/21	2,367,629.	2,934,049.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,367,629.	2,934,049.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS STMT A, PG 14/21	COST	674,760.	695,405.
TOTAL TO FORM 990-PF, PART II, LINE 13		674,760.	695,405.

FORM 990-PF — LIST OF SUBSTANTIAL CONTRIBUTORS — PART VII-A, LINE 10 — STATEMENT 10

NAME OF CONTRIBUTOR	ADDRESS
ESTATE OF WILLIAM J BURKE SR	57113 250TH ST AMES, IA 50010

FORM 990-PF — PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS — STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KATHLEEN A BURKE P O BOX 723 AMES, IA 50010	PRESIDENT/EXEC DIR 1.25	0.	0.	0.
KRISTINE A HOLMES P O BOX 304 NEVADA, IA 50201	TREASURER 0.50	0.	0.	0.
THOMAS R BURKE 5090 RIVER RIDGE RD AMES, IA 50014	VICE PRESIDENT 0.50	0.	0.	0.
KAREN A BURIANEK P O BOX 865 AMES, IA 50010	SECRETARY 0.50	0.	0.	0.
WILLIAM J BURKE JR 50050 GOLDLEAF DR. AMES, IA 50014-2600	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

EIN 45-5592432

Burke Family Foundation M/A
March 1, 2014 - March 31, 2014

Account Number: 61-4711-01-8

List of Assets

Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Assets*	*Projected Annual Income*	*Current Yield*
Cash and Cash Equivalents						
Financial Square Tr Government Fd Admin Cl Fund 466	238,804.07	238,804.07 1.00	238,804.07 1.00	3.36%	14.00	0.01%
Income Cash		541,023.60	541,023 60	7.62%	0.00	0.00%
Principal Cash		-541,023.60	-541,023.60	-7.62%	0.00	0.00%
Total Cash and Cash Equivalents		***$ 238,804.07***	***$ 238,804.07***	***3.36%***	***$ 14.00***	***0.01%***
Equity Investments						
Domestic Equities						
Common Stocks						
Actavis PLC	75	15,581.96 207.76	15,438.75 205.85	0.22%	0.00	0.00%
Advanced Auto Parts Inc	100	11,776.07 117 76	12,650.00 126.50	0.18%	24.00	0.19%
Alliant Energy Corporation	500	15,698.75 31.40	28,405.00 56.81	0.40%	1,020.00	3.59%
American International Group Inc	250	12,542.40 50.17	12,502.50 50.01	0.18%	125.00	1.00%
Amgen Inc	132	6,858.06 51.96	16,280.88 123.34	0.23%	322.00	1.98%
Apple Inc	50	22,996.00 459.92	26,837.00 536.74	0.38%	610.00	2.27%
Archer Daniels Midland	525	13,377 00 25 48	22,779.75 43.39	0.32%	504.00	2.21%
AT&T Inc	500	17,134.95 34.27	17,535.00 35.07	0.25%	920.00	5.25%

Burke Family Foundation M/A
March 1, 2014 - March 31, 2014

Account Number: 61-4711-01-8

List of Assets

Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Assets*	*Projected Annual Income*	*Current Yield*
Baxter International Inc	100	6,957.48 69.58	7,358.00 73.58	0.10%	196.00	2.66%
BB & T Corp	400	14,242.04 35.61	16,068.00 40.17	0.23%	368.00	2.29%
Boeing Co	100	6,183.50 61.84	12,549.00 125.49	0.18%	292.00	2.33%
Caseys General Stores Inc	4,801	168,929.90 35.19	324,499.59 67.59	4.57%	3,456.00	1.07%
Conocophillips	250	16,654.00 66.62	17,587.50 70.35	0.25%	690.00	3.92%
Cooper Cos Inc	100	13,055 45 130.56	13,736.00 137.36	0.19%	6.00	0.04%
CVS Caremark Corporation	300	8,724.00 29.08	22,458.00 74.86	0.32%	330.00	1.47%
D R Horton Inc	750	14,576.55 19.44	16,237.50 21.65	0.23%	112.00	0.69%
Deere & Co	250	13,625.00 54.50	22,700.00 90.80	0.32%	510.00	2.25%
Disney Walt Co	250	13,647.50 54.59	20,017.50 80.07	0.28%	215.00	1.07%
Dover Corp	175	11,472.71 65.56	14,306.25 81.75	0.20%	262.00	1.83%
Du Pont (E I) De Nemours & Co	400	13,696.00 34.24	26,840.00 67.10	0.38%	720.00	2.68%
Fidelity National Information Services	300	16,885.56 56.29	16,035.00 53.45	0.23%	288.00	1.80%
General Electric Co	1,000	24,415.90 24.42	25,890.00 25.89	0.36%	880.00	3.40%
Hertz Global Holdings Inc	550	12,619 31 22.94	14,652.00 26.64	0.21%	0.00	0.00%

Burke Family Foundation M/A
March 1, 2014 - March 31, 2014

Account Number: 61-4711-01-8

List of Assets

Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Assets*	*Projected Annual Income*	*Current Yield*
iShares Nasdaq Biotechnology Index Fund	100	14,608.00 146.08	23,640.00 236.40	0.33%	7.00	0.03%
iShares US Basic Materials ETF	250	17,982.50 71.93	20,817.50 83 27	0.29%	348.00	1.67%
Jarden Corp	350	15,178.70 43.37	20,940.50 59.83	0.29%	0.00	0.00%
Johnson and Johnson	150	8,862.00 59.08	14,734.50 98.23	0.21%	396.00	2.69%
Kinder Morgan Inc	300	12,084.08 40.28	9,747.00 32.49	0.14%	492.00	5 05%
Kraft Foods Group Inc	250	11,837.48 47.35	14,025.00 56.10	0.20%	525.00	3.74%
McDonalds Corp	125	8,267.50 66.14	12,253.75 98.03	0.17%	405.00	3.31%
Mondelez International Inc	500	13,990.00 27.98	17,275.00 34.55	0.24%	280.00	1.62%
Newell Rubbermaid Incorporated	500	13,344.40 26.69	14,950.00 29.90	0.21%	300.00	2.01%
Pepsico Inc	250	15,382 50 61.53	20,875.00 83.50	0.29%	567.00	2.72%
Perrigo Company PLC	100	15,567.00 155.67	15,466.00 154.66	0.22%	42.00	0.27%
Procter & Gamble Co	250	14,845.00 59.38	20,150.00 80.60	0 28%	601.00	2.99%
Qualcomm Inc	150	9,801.00 65.34	11,829.00 78.86	0.17%	210.00	1.78%
Stryker Corp	250	12,470.00 49.88	20,367.50 81.47	0.29%	305.00	1.50%
Sysco Corp	300	8,481.00 28.27	10,839.00 36.13	0.15%	348.00	3.21%

EIN 45-5592432

Burke Family Foundation M/A
March 1, 2014 - March 31, 2014

Account Number: 61-4711-01-8

List of Assets

Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Assets*	*Projected Annual Income*	*Current Yield*
Tyson Foods Inc	326	5,336.62 16.37	14,347.26 44.01	0.20%	97.00	0.68%
United Technologies Corp	225	17,495.63 77.76	26,289.00 116.84	0.37%	531.00	2.02%
Uns Energy Corp	400	12,110.00 30.28	24,012.00 60.03	0.34%	768.00	3.20%
US Bancorp	632	13,979.84 22 12	27,087.52 42.86	0.38%	581.00	2.15%
Wal-Mart Stores Inc	300	14,400.00 48.00	22,929.00 76.43	0.32%	576.00	2.51%
Wells Fargo & Company	400	11,453.50 28.63	19,896.00 49.74	0.28%	480.00	2.41%
Total Common Stocks		**$ 739,126.84**	**$ 1,105,833.75**	**15.57%**	**$ 19,709.00**	**1.78%**
Exchange Traded Funds						
iShares Russell Midcap Value ETF	2,500	148,292.47 59.32	171,825.00 68.73	2.42%	3,032.00	1.76%
iShares Russell 1000 Growth ETF	1,250	86,978.53 69.58	108,175.00 86.54	1.52%	1,456.00	1.35%
iShares Russell 1000 Value ETF	1,500	118,230.98 78.82	144,750.00 96.50	2.04%	2,880.00	1.99%
Total Exchange Traded Funds		**$ 353,501.98**	**$ 424,750.00**	**5.98%**	**$ 7,368.00**	**1.73%**
Mutual Funds						
Artisan Mid Cap Value Fund-Ins	3,054.156	75,000.00 24.56	83,989.29 27.50	1.18%	335.00	0.40%
Commerce Value Fund Institutional Fund #346	5,435.983	150,000.00 27.59	168,732.91 31.04	2.38%	4,038.00	2.39%

STATEMENT A

EIN 45-5592432

Burke Family Foundation M/A
March 1, 2014 - March 31, 2014

Account Number: 61-4711-01-8

List of Assets

Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Assets*	*Projected Annual Income*	*Current Yield*
Morgan Stanley Institutional Fund Trust Mid Cap Growth Portfolio	2,435.669	100,000.00 41.06	110,457.59 45.35	1.56%	0.00	0.00%
Prudential Jennison Mid Cap Growth Fund Inc-Z	2,073.663	75,000.00 36 17	84,937.24 40.96	1.20%	0.00	0.00%
T Rowe Price New Horizons Funds	2,431.786	100,000.00 41.12	114,439.85 47.06	1.61%	0.00	0.00%
Target Small Capitalization Value Portfolio	6,059.368	150,000.00 24.76	164,754.22 27.19	2.32%	1,672.00	1.02%
Wells Fargo Advantage Premier Large Company Growth Fund-I	8,198.442	100,000.00 12.20	118,631.46 14 47	1.67%	0.00	0.00%
Total Mutual Funds		**$ 750,000.00**	**$ 845,942.56**	**11.91%**	**$ 6,045.00**	**0.71%**
Total Domestic Equities		**$ 1,842,628.82**	**$ 2,376,526.31**	**33.46%**	**$ 33,122.00**	**1.39%**
International Equities						
International Equity Mutual Funds						
Columbia Acorn International Fund-Z	1,751.258	75,000.00 42.83	82,746.94 47.25	1.16%	2,085.00	2.52%
Dodge & Cox International Stock Fund	2,379.151	100,000.00 42.03	105,229.85 44.23	1.48%	1,653.00	1.57%
Invesco Developing Market Fund Class R5	1,444.878	50,000 00 34.61	47,175.27 32.65	0.66%	585.00	1.24%
Lazard Developing Markets Equity Portfolio-Ins	4,000 163	50,000.00 12.50	45,521.85 11.38	0.64%	313.00	0.69%
MFS Research International Fund-I	15,078.913	250,000.00 16.58	276,848.84 18.36	3.90%	4,131.00	1.49%
Total International Equity Mutual Funds		**$ 525,000.00**	**$ 557,522.75**	**7.85%**	**$ 8,767.00**	**1.57%**
Total International Equities		**$ 525,000.00**	**$ 557,522.75**	**7.85%**	**$ 8,767.00**	**1.57%**
Total Equity Investments		***$ 2,367,628.82***	***$ 2,934,049.06***	***41.31%***	***$ 41,889.00***	***1.43%***

EIN 45-5592432

Burke Family Foundation M/A
March 1, 2014 - March 31, 2014

Account Number: 61-4711-01-8

List of Assets

Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Assets*	*Projected Annual Income*	*Current Yield*
Fixed Income Investments						
Taxable Municipal Bonds						
Alexandria LA Utilities Revenue Taxable Refunding Series B 2.732% Due 5/1/18 Dated 10/1/13 Non Callable	100,000	100,000.00 100.00	101,866.00 101.87	1.43%	2,732.00	2.68%
University of California CA Revenues Taxable General Series Aj 2.054% Due 5/15/18 Dated 10/2/13 Callable	150,000	150,000.00 100.00	151,966.50 101.31	2.14%	3,081.00	2.03%
NY State Dorm Authority Revenues Non State Supported Debt Taxable NY University Series B 2.333% Due 7/1/18 Dated 10/8/13 Callable	120,000	120,000.00 100 00	123,868.80 103.22	1.74%	2,799.00	2.26%
University of OK Revenues Taxable Series A 2.686% Due 7/1/18 Dated 9/26/13 Non Callable	150,000	150,000.00 100.00	155,125.50 103.42	2.18%	4,029.00	2.60%
Fishers In Economic Development Revenue Taxable Fishers Station Project 2.82% Due 8/1/18 Dated 9/12/13 Non Callable	130,000	130,000.00 100.00	133,551.60 102.73	1.88%	3,666.00	2.75%
Kansas City MO Special Obligation Taxable Improvement Series C 3.150% Due 8/1/18 Dated 10/3/13 Non Callable	150,000	150,000.00 100.00	154,836.00 103.22	2.18%	4,725.00	3.05%

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Burke Family Foundation M/A
March 1, 2014 - March 31, 2014

Account Number: 61-4711-01-8

List of Assets

Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Assets*	*Projected Annual Income*	*Current Yield*
Denver Co Public Schools Certificate of Participation Taxable Refunding Series B 1.644% Due 12/15/18 Dated 4/23/13 Callable	115,000	110,033.15 95.68	111,754.70 97.18	1.57%	1,890.00	1.69%
MS State Development Bank Special Obligation Taxable Clay County Industrial Bond Project 3.212% Due 3/1/19 Dated 9/12/13 Non Callable	100,000	100,000.00 100.00	101,946.00 101.95	1.44%	3,212.00	3.15%
Saint Clair County MI Taxable Refunding Limited Tax General Obligation Limited 2.45% Due 4/1/21 Dated 6/20/13 Non Callable	85,000	85,000.00 100.00	80,861.35 95.13	1.14%	2,082.00	2.58%
WI State Housing & Economic Development Authority Taxable Series C 3.25% Due 11/1/21 Dated 6/26/13 Non Callable	210,000	210,000.00 100.00	209,132.70 99.59	2.94%	6,825.00	3.26%
Lake & Mc Henry Counties IL Cmnty Uni S/D # 118 Taxable Series B General Obligation Limited 5.83% Due 1/1/22 Dated 6/29/10 Callable	100,000	99,500.00 99 50	112,328.00 112.33	1.58%	5,830.00	5 19%
Centrl OK Transportation & Parking Authority Revenue Taxable Systems 3.287% Due 7/1/22 Dated 6/20/13 Callable	105,000	105,000.00 100.00	104,187.30 99.23	1.47%	3,451.00	3.31%

EIN 45-5592432

Burke Family Foundation M/A
March 1, 2014 - March 31, 2014

Account Number. 61-4711-01-8

List of Assets

Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Assets*	*Projected Annual Income*	*Current Yield*
Mount San Antonio CA Community College District Taxable Refunding-B General Obligation Unlimited 3.953% Due 8/1/22 Dated 8/1/13 Non Callable	65,000	65,000.00 100.00	65,915.20 101.41	0.93%	2,569.00	3.90%
Augusta GA Water & Sewer Revenue Taxable 3.5% Due 10/1/22 Dated 7/25/13 Non Callable	90,000	90,000.00 100.00	89,400.60 99.33	1.26%	3,150.00	3.52%
OH State Higher Educational Facilities Commission Refunding Denison University Project 2.609% Due 11/1/22 Dated 4/18/13 Non Callable	75,000	75,000 00 100.00	70,644.00 94.19	0.99%	1,956.00	2 77%
Jackson City OH School District Taxable Refunding School Improvement General Obligation Unlimited 2.6% Due 12/1/22 Dated 5/16/13 Callable	50,000	50,000.00 100.00	46,584.50 93.17	0.66%	1,300.00	2.79%
Jackson TN Energy Authority Telecommunications Systems Revenue Taxable Refunding 3 05% Due 4/1/23 Dated 5/22/13 Non Callable	140,000	140,000.00 100.00	132,435.80 94.60	1.86%	4,270.00	3.22%
Rutgers NJ State University Taxable Refunding Series K 3.378% Due 5/1/23 Dated 7/1/13 Callable	85,000	85,000.00 100.00	82,755.15 97.36	1 17%	2,871.00	3.47%
Centrl OK Transportation & Parking Authority Revenue Taxable Systems 3.437% Due 7/1/23 Dated 6/20/13 Callable	105,000	105,000.00 100.00	103,833.45 98.89	1.46%	3,608.00	3.48%

Burke Family Foundation M/A
March 1, 2014 - March 31, 2014

Account Number: 61-4711-01-8

List of Assets

Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Assets*	*Projected Annual Income*	*Current Yield*
KY State Housing Corp Housing Revenue Taxable Series C 3.522% Due 7/1/23 Dated 7/10/13 Callable	85,000	85,000.00 100.00	84,592.85 99.52	1 19%	2,993.00	3.54%
Mount San Antonio CA Community College District Taxable Refunding-B General Obligation Unlimited 4.103% Due 8/1/23 Dated 8/1/13 Non Callable	65,000	65,000.00 100.00	65,651.30 101.00	0.92%	2,666.00	4.06%
Central OH Solid Waste Authority Taxable Refunding Facilities-B General Obligation Limited 4% Due 12/1/23 Dated 8/7/13 Non Callable	130,000	130,000.00 100.00	131,084.20 100.83	1.85%	5,200.00	3.97%
Palatine IL Build America Bonds Taxable-F Direct Payment To Issuer General Obligation Unlimited 5% Due 12/1/23 Dated 10/5/09 Callable	100,000	100,944.06 100.94	104,635.00 104.64	1.47%	5,000.00	4.78%
Total Taxable Municipal Bonds		**$ 2,500,477.21**	**$ 2,518,956.50**	**35.46%**	**$ 79,905.00**	**3.17%**
Tax Exempt General Obligations						
East Side Union High S/D CA Santa Clara County Refunding Ser B General Obligation Unlimited 5.25% Due 2/1/23 Dated 8/1/03 Non Callable	50,000	53,003.38 106.01	57,536.00 115.07	0.81%	2,625.00	4.56%
Cullman AL Warrants 4.5% Due 7/1/23 Dated 2/1/07 Callable	75,000	76,369.65 101.83	77,751.75 103.67	1.09%	3,375.00	4.34%
Total Tax Exempt General Obligations		**$ 129,373.03**	**$ 135,287.75**	**1.90%**	**$ 6,000.00**	**4.43%**

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Burke Family Foundation M/A
March 1, 2014 - March 31, 2014

Account Number: 61-4711-01-8

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
Tax Exempt Revenue						
Grand Valley MI State University Revenue General Fgic Insured 5.5% Due 2/1/18 Dated 1/15/98 Sinkable	75,000	78,555.75 104.74	80,049.00 106.73	1.13%	4,125 00	5.15%
Houston TX Utility Systems Revenue Refunding Combination First Lien Series B MBIA Insured 5% Due 11/15/18 Dated 7/17/07 Callable	50,000	54,299.21 108.60	56,837.50 113.68	0.80%	2,500.00	4.40%
IA Finance Authority Single Family Mortgage Revenue Mortgage Backed Securities Progam-A GNMA Insured 4.05% Due 7/1/19 Dated 8/19/09 Callable --- 110,000 Pledged ---	105,000	106,779.65 101.70	114,395.40 108.95	1.61%	4,252 00	3 72%
Fyi Properties WA Lease Revenue WA State District Project 5% Due 6/1/20 Dated 8/13/09 Callable	75,000	80,510.40 107.35	83,027.25 110.70	1.17%	3,750.00	4.52%
IA Finance Authority Single Family Mortgage Revenue Mortgage Backed Securities Progam-A GNMA Insured 4.2% Due 7/1/20 Dated 8/19/09 Callable	70,000	70,911.53 101.30	74,998.70 107.14	1.06%	2,940.00	3.92%
Jackson County MO Public Building Corporation Leasehold Revenue Capital Improvements Project-B 4 5% Due 12/1/23 Dated 10/31/06 Callable	60,000	61,678.19 102.80	62,658.60 104.43	0.88%	2,700.00	4.31%

Burke Family Foundation M/A
March 1, 2014 - March 31, 2014

Account Number: 61-4711-01-8

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
Glendale AZ Industrial Development Authority Refunding Midwestern University 5% Due 5/15/24 Dated 4/18/07 Callable	100,000	101,713.22 101.71	108,601.00 108.60	1.53%	5,000.00	4.60%
Total Tax Exempt Revenue		**$ 554,447.95**	**$ 580,567.45**	**8.17%**	**$ 25,267.00**	**4.35%**
Total Fixed Income Investments		***$ 3,184,298.19***	***$ 3,234,811.70***	***45.54%***	***$ 111,172.00***	***3.44%***
Alternative Investments						
Hedge Funds						
Absolute Strategies Fund-I	13,562.387	150,000.00 11.06	149,321.88 11 01	2.10%	0.00	0.00%
AQR Managed Futures Strategy Fund I	9,842.52	100,000.00 10.16	97,933.07 9.95	1.38%	0.00	0.00%
Robeco Boston Partners Long/Short Research Fund	10,947.513	150,000.00 13 70	160,490.54 14.66	2.26%	0.00	0.00%
Total Hedge Funds		**$ 400,000.00**	**$ 407,745.49**	**5.74%**	**$ 0.00**	**0.00%**
Infrastructure						
Alerian MLP ETF	8,000	138,530.00 17.32	141,280 00 17.66	1.99%	8,680.00	6.14%
Total Infrastructure		**$ 138,530.00**	**$ 141,280.00**	**1.99%**	**$ 8,680.00**	**6.14%**
Traded Real Estate						
Vanguard REIT Index Fund-Adm	1,068.55	100,000.00 93.59	106,929.80 100.07	1.51%	4,102.00	3.84%
Total Traded Real Estate		**$ 100,000.00**	**$ 106,929.80**	**1.51%**	**$ 4,102.00**	**3.84%**

Commodities

EIN 45-5592432

Burke Family Foundation M/A
March 1, 2014 - March 31, 2014

Account Number: 61-4711-01-8

List of Assets

Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Assets*	*Projected Annual Income*	*Current Yield*
Ipath Dow Jones-UBS Commodity Index Total Return	1,000	36,230.00 36.23	39,450.00 39.45	0.56%	0.00	0.00%
Total Commodities		**$ 36,230.00**	**$ 39,450.00**	**0.56%**	**$ 0.00**	**0.00%**
Total Alternative Investments		***$ 674,760.00***	***$ 695,405.29***	***9.79%***	***$ 12,782.00***	***1.84%***
Net Assets and Liabilities		**$ 6,465,491.08**	**$ 7,103,070.12**	**100.00%**	**$ 165,857.00**	**2.34%**

1ST National Bank Checking Account	36,527.00
Total	$ 6,502,018.08

The Commerce Trust Company
A division of Commerce Bank

ID #45-5592432

Burke Family Foundation M/A
Grant Summary
FYE March 31, 2014

CHARITY	ADDESS	PLACE		Relationship	oundation status of recipier	PURPOSE	AMOUNT
American National Red Cross	2025 E St	Washington D C	20006	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	5,000
Assault Care Center Extending Shelter & Supp	PO Box 1429	Ames IA	50014	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	5,000
Bethesda Lutheran Church	1517 Northwestern Ave	Ames IA	50010	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	7,000
Birth Right Inc	108 Hayward Ave	Ames IA	50014	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	1,000
Community Foundation of Great River Bend	852 Middle Rd, Ste 100	Bettendorf IA	52722	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	15,000
Des Moines Area Community College Foundat	2006 S Ankeny Blvd	Ankeny IA	50023	None	SO-I	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	5,000
First United Methodist Church	1036 7th St	Nevada IA	50201	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	5,000
Food at First	PO Box 87	Ames IA	50010	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	10,000
Gilbert Lutheran Church	PO Box 270	Gilbert IA	50105	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	8,000
Hope Ministries	PO Box 862	Des Moines IA	50304	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	5,000
Informed Choices of Iowa Corporation	821 S Gilbert St	Iowa City IA	52240	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	5,000
Iowa State Univ Foundation	2505 University Blvd	Ames IA	50010	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	10,000
L&L Society (Leukemia & Lymphoma)	1311 Mamroneck Ave, Ste 310	White Plains NY	10605	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	5,000
Mary Greeley Medical Center Foundation	1111 Duff Ave	Ames, IA	50010	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	130,000
Mayo Clinic	200 First Street SW	Rochester MN	55905	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	20,000
Nevada Comm'y School Fdn	1035 15th St	Nevada IA	50201	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	10,000
Sister of Charity of the Blessed Virgin Mary	1100 Carmel Dr	Dubuque IA	52003	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	5,000
St Cecilia Catholic Church	2900 Hoover Ave	Ames IA	50010	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	15,000
St Patrick's Catholic Church	1110 11th St	Nevada IA	50201	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	6,000
United Way of Story County	315 Clark Avenue	Ames IA	50010	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	5,000
University of Iowa Foundation	PO Box 4550	Iowa City IA	52244	None	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	50,000
Hope for the Warriors	PMB48, 1335 Suite 3 Western B	Jacksonville, NC	28546	NONE	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organizati	5,000
							$ 332,000

STATEMENT B