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Return of Private Foundation

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

OMB No 1545-0052

Form **990-PF****2013**Department of the Treasury
Internal Revenue Service

► 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.

Open to Public Inspection

For calendar year 2013 or tax year beginning 07/01/13, and ending 06/30/14

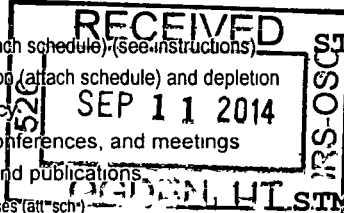
Name of foundation BURNHAM FAMILY FOUNDATION		A Employer identification number 20-3680686
Number and street (or P.O. box number if mail is not delivered to street address) 622 JENNINGS LANE	Room/suite	B Telephone number (see instructions) 269-963-2069
City or town, state or province, country, and ZIP or foreign postal code BATTLE CREEK MI 49015		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: ☒ 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) \$ 1,134,455	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	1,500			
	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	36,638	36,638		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	12,366			
	b Gross sales price for all assets on line 6a 165,422				
	7 Capital gain net income (from Part IV, line 2)		12,366		
	8 Net short-term capital gain			0	
	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) STMT 1	-720				
12 Total. Add lines 1 through 11	49,784	49,004	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	2,130	2,130		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,147	2,147		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 4	11,635	10,440		20
	24 Total operating and administrative expenses. Add lines 13 through 23	15,912	14,717	0	20
	25 Contributions, gifts, grants paid	48,940			48,940
26 Total expenses and disbursements. Add lines 24 and 25	64,852	14,717	0	48,960	
27 Subtract line 26 from line 12	-15,068				
a Excess of revenue over expenses and disbursements		34,287			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

DAA

 SCANNED SEP 12 2014
 Operating and Administrative Expenses


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		-949	18,591	18,591
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶	7,480			
	Less allowance for doubtful accounts ▶		7,480	7,480	7,480
	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 ▶	0			
	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) SEE STMT 5		913,231	878,623	1,056,934
	c Investments – corporate bonds (attach schedule)				
	11 Investments – land, buildings, and equipment basis ▶				
Liabilities	Less accumulated depreciation (attach sch) ▶				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule) SEE STATEMENT 6		50,000	50,000	51,450
	14 Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach sch) ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		969,762	954,694	1,134,455
	17 Accounts payable and accrued expenses				
Net Assets or Fund Balances	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	0	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐				
Net Assets or Fund Balances	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				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		969,762	954,694	
Net Assets or Fund Balances	30 Total net assets or fund balances (see instructions)		969,762	954,694	
	31 Total liabilities and net assets/fund balances (see instructions)		969,762	954,694	

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	969,762
2 Enter amount from Part I, line 27a	2	-15,068
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	954,694
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	954,694

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	8473.494 SHS VANGUARD INTER-TERM BD	P	VARIOUS	07/12/13
b	429.055 SHS VANGUARD INTER-TERM BD	P	VARIOUS	07/12/13
c	5612.722 SHS PIMCO TOTAL RETURN CL A	P	VARIOUS	01/06/14
d	CAPITAL GAIN DISTRIBUTIONS			
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 95,730		89,134	6,596
b 4,847		5,119	-272
c 59,983		58,803	1,180
d 4,862			4,862
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))
a			6,596
b			-272
c			1,180
d			4,862
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	12,366
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 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	33,290	1,055,159	0.031550
2011	52,500	1,002,835	0.052352
2010	61,233	1,049,074	0.058369
2009	59,628	1,042,077	0.057220
2008	42,733	973,538	0.043895

2 Total of line 1, column (d)	2	0.243386
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	0.048677
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,098,787
5 Multiply line 4 by line 3	5	53,486
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	343
7 Add lines 5 and 6	7	53,829
8 Enter qualifying distributions from Part XII, line 4 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.	8	48,960

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	686
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	686
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	686
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,400
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,400
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	714
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 714 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► CHARLES BURNHAM 622 JENNINGS LANE Located at ► BATTLE CREEK MI ZIP+4 ► 49015 Telephone no ► 269-963-2069			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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? N/A	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20 ☐ Yes ☒ No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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? ☐ 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)? (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)? **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 (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
CHARLES C. BURNHAM PO BOX 807	TETON VILLAGE WY 83025-0807	PRESIDENT 5.00	0	0
M. ANNE BURNHAM 622 JENNINGS LN	BATTLE CRK MI 49015	SEC/TREAS. 5.00	0	0

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

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

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

0

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BURNHAM FAMILY FOUNDATION**20-3680686**Page **7****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶**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 (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 instructions	
3	
Total. Add lines 1 through 3 ▶	

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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	1,037,811
b	Average of monthly cash balances	1b	70,229
c	Fair market value of all other assets (see instructions)	1c	7,480
d	Total (add lines 1a, b, and c)	1d	1,115,520
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	1,115,520
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	16,733
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,098,787
6	Minimum investment return. Enter 5% of line 5	6	54,939

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	54,939
2a	Tax on investment income for 2013 from Part VI, line 5	2a	686
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	686
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	54,253
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	54,253
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	54,253

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	48,960
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	48,960
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	48,960

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				54,253
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				8,342
d From 2011				2,874
e From 2012				
f Total of lines 3a through e	11,216			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 48,960				
a Applied to 2012, but not more than line 2a				
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				48,960
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	5,293			5,293
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,923			
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				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	5,923			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				3,049
c Excess from 2011				2,874
d Excess from 2012				
e Excess from 2013				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a 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))
CHARLES BURNHAM

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 or e-mail address of the person to whom applications should be addressed
CHARLES BURNHAM 269-963-2069
622 JENNINGS LANE BATTLE CREEK MI 49015

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

c Any submission deadlines
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
NONE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 7				48,940
Total			▶ 3a	48,940
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(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	36,638	
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	4,862	7,504
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	ENTERPRISE PRODUCTS K-1			14	-720	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		40,780	7,504
13	Total. Add line 12, columns (b), (d), and (e)				13	48,284

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- 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
 - (2) Other assets
 - b** Other transactions
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations
 - c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
 - 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.

	Yes	No
1a(1) X		
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b If "Yes," complete the following schedule**

(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.

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

O. Z. C. Smith

9/5/14
Date

PRESIDENT

Print/Type preparer's name _____

Preparer's signature

Date _____

Check ☐ if self-employed

**Paid
Preparer
Use Only**

CHAD W. SMITH

Chad W Smith CPA

8/24/14

Firm's name ▶ **FISHER SPIEGEL KUNKLE & GERBER, PLLC**

PTIN P00345086

Firm's address ► 4625 BECKLEY RD BLDG 400
BATTLE CREEK, MI 49015

Firm's EIN ▶ 38-2771156

Phone no **269-979-4102**

Form **990-PF** (2013)

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
CHARLES BURNHAM	\$
TOTAL	\$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
LETTER

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NONE

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ENTERPRISE PRODUCTS K-1	\$ -720	\$	\$
TOTAL	\$ -720	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING/LEGAL	\$ 2,130	\$ 2,130	\$	\$
TOTAL	\$ 2,130	\$ 2,130	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAXES	\$ 2,147	\$ 2,147	\$	\$
TOTAL	\$ 2,147	\$ 2,147	\$ 0	\$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
ACCOUNT FEES - NFP SECURITIES	8,518	8,518		
FILING FEES	20			20
NON-CHARITABLE GIFTS	1,175			
MISCELLANEOUS	308	308		
CONFERENCES	1,614	1,614		
TOTAL	11,635	10,440	0	20

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ALLIANZ AGIC INCOME & GROWTH CL D	\$ 68,885	\$ 75,178	COST	\$ 81,488
ALTRIA GROUP INC.	10,540	10,540	COST	16,776
AT&T INC COM	9,939	9,939	COST	11,492
BP PLC SPON ADR	7,477	7,477	COST	10,550
CALVERT SHORT DURATION INC CL A	61,205	62,524	COST	63,800
ENTERPRISE PRODUCTS PPTNS LP	6,203	4,870	COST	18,007
GENERAL ELECTRIC	4,745	4,745	COST	13,140
IVY ASSET STRATEGY CL A	52,866	53,270	COST	86,358
IVY ASSET STRATEGY FUND CL I	26,529	26,764	COST	39,320
MFS UTILITIES CLASS A	56,593	62,363	COST	96,342
OPPENHEIMER DEV MARKETS FD CL A	15,330	15,422	COST	17,301
PIMCO ALL ASSETS ALL AUTHORITY CL D	64,749	67,871	COST	66,042
PIMCO FOREIGN BOND FUND	12,217	12,490	COST	12,745
PIMCO TOTAL RETURN CLASS A	135,825	80,022	COST	82,928
STRYKER CO	6,531	6,531	COST	16,864
TEMPLETON GLOBAL BOND ADVISOR	89,737		COST	
TCW EMERGING MKTS INCOME CL I	30,285	31,559	COST	31,351
VANGUARD INTER-TERM BOND	94,017		COST	
YACHTMAN FUND	27,607	29,294	COST	49,056
CORPORATE CAP TR INC COM	25,849	28,071	COST	32,113
SPDR GOLD TR GOLD SHS	16,805	16,727	COST	12,804

Federal Statements**Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
VANGUARD SECTOR INDEX FDS	\$ 22,708	\$ 22,708	COST	\$ 28,960
ARTISAN INTERNAT'L INVESTOR CLASS	25,284	25,589	COST	33,249
T ROWE PRICE HEALTH SCIENCES	15,648	17,259	COST	25,114
FS INVST CORP ADVISORY II	25,657	27,730	COST	28,448
DODGE & COX INTERNATIONAL STOCK FUND		25,022	COST	26,975
TEMPLETON GLOBAL BOND ADVISOR CLASS		93,350	COST	92,180
PIMCO INCOME FUND CL D		61,308	COST	63,531
TOTAL	\$ 913,231	\$ 878,623		\$ 1,056,934

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
KBS REIT II	\$ 50,000	\$ 50,000	COST	\$ 51,450
TOTAL	\$ 50,000	\$ 50,000		\$ 51,450

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name		Address		Relationship	Status	Purpose	Amount
SHERMAN LAKE YMCA		6225 NORTH 39TH STREET				HUMAN SERVICES	750
AUGUSTA MI 49012		P.O. BOX 137				HUMAN SERVICES	1,000
BATTLE CREEK MI 49016		100 EAST MICHIGAN AVENUE				HUMAN SERVICES	1,500
COMM. FOUND. OF JACKSON		6225 NORTH 39TH STREET				HUMAN SERVICES	1,965
JACKSON MI 49201		34 WEST JACKSON STREET				HUMAN SERVICES	500
SHERMAN LAKE YMCA		1035 W. MAPLE ST.				HUMAN SERVICES	500
AUGUSTA MI 49012		34 WEST JACKSON STREET				HUMAN SERVICES	500
BCCF - THE FIRST TEE OF BC		13725 STARR COMMONWEALTH				HUMAN SERVICES	1,000
BATTLE CREEK MI 49017		4403 FRANCIS ST				HUMAN SERVICES	250
SW MI COUNCIL - BOY SCOUTS		1608 LAKE ST.				HUMAN SERVICES	250
KALAMAZOO MI 49008		63 NORTH 24TH ST.				EDUCATIONAL	500
BCCF-AMY YEAST TENNIS FUND		6225 NORTH 39TH STREET				HUMAN SERVICES	5,000
BATTLE CREEK MI 49017		34 WEST JACKSON STREET				HUMAN SERVICES	1,000
STARR COMMONWEALTH		300 NORTH AVE.				HUMAN SERVICES	500
ALBION MI 49224		2775 W DICKMAN RD				HUMAN SERVICES	500
GIRL SCOUTS HEART OF MI		1615 SOUTH CHRISTIANA AVE				EDUCATIONAL	250
JACKSON MI 49203		245 W GILL				EDUCATIONAL	5,000
FAMILY & CHILDREN SERVICES							
KALAMAZOO MI 49001							
BCACS FOUNDATION							
BATTLE CREEK MI 49015							
SHERMAN LAKE YMCA							
AUGUSTA MI 49012							
BCCF							
BATTLE CREEK MI 49017							
BRONSON BATTLE CREEK							
BATTLE CREEK MI 49017							
JUNIOR ACHIEVEMENT							
SPRINGFIELD MI 49037							
NORTH LAWDALE COLLEGE PREP							
CHICAGO IL 60623							
CHILDREN'S LEARNING CENTER							
JACKSON WY 83001							

Federal Statements

**Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
BCCF-LAPARL SCHOLARSHIP FUND		BATTLE CREEK MI 49017		34 WEST JACKSON STREET		HUMAN SERVICES	100
BIG BROTHERS/BIG SISTERS		BATTLE CREEK MI 49017		34 WEST JACKSON STREET		HUMAN SERVICES	100
GLOBAL FOOTBALL FOUNDATION		PELLA IA 50219		700 MAIN STREET, STE 305		HUMAN SERVICES	1,500
ALANO CLUB OF BATTLE CREEK		BATTLE CREEK MI 49015		1125 TERRITORIAL ROAD		HUMAN SERVICES	500
MACKINAC CENTER		MIDLAND MI 48640		140 W MAIN STREET		HUMAN SERVICES	250
NORTH STAR REACH		ANN ARBOR MI 48108		1050 HIGHLAND DRIVE, STE F		HUMAN SERVICES	5,000
SPECIAL OLYMPICS		MT PLEASANT MI 48859		1120 E CAMPUS DRIVE		HUMAN SERVICES	500
BCCF-GARY BANCO FUND		BATTLE CREEK MI 49017		34 WEST JACKSON STREET		HUMAN SERVICES	525
LYMPHOMA & LEUKEMIA SOCIETY		WHITE PLAINS NY 10605		1311 MAMARONECK AVE		HUMAN SERVICES	500
BINDER PARK ZOO		BATTLE CREEK MI 49014		7400 DIVISION DRIVE		HUMAN SERVICES	10,000
CIR		BATTLE CREEK MI 49037		331 WEST JACKSON STREET		HUMAN SERVICES	500
STARR COMMONWEALTH		ALBION MI 49224		13725 STARR COMMONWEALTH		HUMAN SERVICES	5,000
CEREAL CITY HOOPSTERS		BATTLE CREEK MI 49017		64 MAPLE TERRACE		HUMAN SERVICES	500
BCACS		BATTLE CREEK MI 49015		63 NORTH 24TH STREET		EDUCATIONAL	1,000
RENFREW CENTER		PHILADELPHIA PA 19128		475 SPRING LANE		HUMAN SERVICES	1,000
COUNCIL OF MICHIGAN FOUNDATION		GRAND HAVEN MI 49417		ONE SOUTH HARBOR DR, STE 3		HUMAN SERVICES	1,000

Federal Statements

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Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
TOTAL					48,940