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 10/01 , 2013, and ending 09/30, 20 14

Name of foundation
THE THOMAS C BURKE FOUNDATION

A Employer identification number
58-6047627

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P O BOX 40200, FL9-100-10-19

B Telephone number (see instructions)
877-446-1410

City or town, state or province, country, and ZIP or foreign postal code
JACKSONVILLE, FL 32203-0200

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) ▶ $ 6,592,706.

J Accounting method: ☒ 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) (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)	520.			
	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	143,332.	141,444.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	346,836.			
	b	Gross sales price for all assets on line 6a 2,390,423.				
	7	Capital gain net income (from Part IV, line 2)		346,836.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	15.	123.		STMT 2
	12	**Total.** Add lines 1 through 11	490,703.	488,403.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	33,843.	20,306.		13,537.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	1,129.	NONE	NONE	1,129.
	c	Other professional fees (attach schedule) STMT 4	2,749.	2,749.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	22,192.	1,724.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 6	968.	2,063.		947.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	60,881.	26,842.	NONE	15,613.
	25	Contributions, gifts, grants paid	269,848.			269,848.
	26	**Total expenses and disbursements** Add lines 24 and 25	330,729.	26,842.	NONE	285,461.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	159,974.			
	b	**Net investment income** (if negative, enter -0-)		461,561.		
	c	**Adjusted net income** (if negative, enter -0-)				

NE

JSA **For Paperwork Reduction Act Notice, see instructions.**
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		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
Part II		**Balance Sheets**	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	NONE		
	2	Savings and temporary cash investments	42,106.	166,334.	166,334.
	3	Accounts receivable ▶			
		Less· allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	5,029,451.	4,982,922.	5,961,972.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment· basis ▶ Less· accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 7	430,171.	517,427.	464,400.
	14	Land, buildings, and equipment basis ▶ Less· accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,501,728.	5,666,683.	6,592,706.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
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	4,933,144.	4,933,144.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	568,584.	733,539.	
	30	**Total net assets or fund balances** (see instructions)	5,501,728.	5,666,683.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,501,728.	5,666,683.	

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	5,501,728.
2	Enter amount from Part I, line 27a	2	159,974.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	16,131.
4	Add lines 1, 2, and 3	4	5,677,833.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	11,150.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,666,683.

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 SECURITIES			
b	OTHER GAINS AND LOSSES			
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	2,278,200.		1,913,334.	364,866.
b	112,223.		130,253.	-18,030.
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				364,866.
b				-18,030.
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	346,836.
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	283,706.	6,154,415.	0.046098
2011	275,873.	5,777,408.	0.047750
2010	218,949.	5,749,692.	0.038080
2009	163,976.	4,642,689.	0.035319
2008	363,948.	4,554,903.	0.079902

2	**Total** of line 1, column (d)	2	0.247149
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	0.049430
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,678,592.
5	Multiply line 4 by line 3	5	330,123.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,616.
7	Add lines 5 and 6	7	334,739.
8	Enter qualifying distributions from Part XII, line 4	8	285,461.

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	9,231.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	9,231.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	9,231.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	14,508.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	14,508.
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	5,277.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 4,616. **Refunded** ▶			11	661.

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 ▶ $ ____________ **(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?	2		X
	If "Yes," attach a detailed description of the activities.			
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?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
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) ▶ GA			
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*	10		X

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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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 12 Telephone no ▶

Located at ▶ ZIP+4 ▶

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

			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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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.)	2b		X
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.)*	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)? 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b 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? 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
BANK OF AMERICA, N.A. P O BOX 40200, FL9-100-10-19, JACKSONVILLE, FL 32203	TRUSTEE 01	33,843.	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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 NONE	
2	
All other program-related investments. See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.				
a	Average monthly fair market value of securities			1a	6,535,386.
b	Average of monthly cash balances			1b	244,910.
c	Fair market value of all other assets (see instructions)			1c	NONE
d	**Total** (add lines 1a, b, and c)			1d	6,780,296.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	NONE
3	Subtract line 2 from line 1d			3	6,780,296.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	101,704.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	6,678,592.
6	**Minimum investment return.** Enter 5% of line 5			6	333,930.

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	333,930.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	9,231.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,231.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	324,699.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	324,699.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	324,699.

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	285,461.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	285,461.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	285,461.

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					324,699.
2	Undistributed income, if any, as of the end of 2013:					
a	Enter amount for 2012 only				269,244.	
b	Total for prior years 20 11 ,20_____,20_____			NONE		
3	Excess distributions carryover, if any, to 2013:					
a	From 2008	NONE				
b	From 2009	NONE				
c	From 2010	NONE				
d	From 2011	NONE				
e	From 2012	NONE				
f	**Total** of lines 3a through e		NONE			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 285,461.					
a	Applied to 2012, but not more than line 2a				269,244.	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2013 distributable amount					16,217.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
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			NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
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					308,482.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9:					
a	Excess from 2009	NONE				
b	Excess from 2010	NONE				
c	Excess from 2011	NONE				
d	Excess from 2012	NONE				
e	Excess from 2013	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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).)

N/A

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.

N/A

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:

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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*				
MT DE SALES ACADEMY TRUSTEES 851 ORANGE STREET MACON GA 31201-2164	N/A	PC	UNRESTRICTED GENERAL SUPPORT	26,924.
ST JOSEPH CATHOLIC CHURCH 830 POPLAR ST MACON GA 31201-2016	N/A	PC	UNRESTRICTED GENERAL SUPPORT	26,924.
MEDCEN COMMUNITY HEALTH FDN ATTN: MRS. DOTTIE 858 HIGH STREET MACON GA 31201	N/A	PC	UNRESTRICTED GENERAL SUPPORT	80,000.
MEALS ON WHEELS OF MACON AND BIBB COUNTY, INC P O BOX 6333 MACON GA 31208	NONE	PC	UNRESTRICTED GENERAL SUPPORT	29,250.
DEPAUL USA, INC CHARLES W LEVESQUE, EXEC DIR 5725 SPRAGUE STREET PHILADELPHIA PA 19138	N/A	PC	UNRESTRICTED GENERAL SUPPORT	30,000.
WESLEYAN COLLEGE ATTN: MRS RUTH A KNOX, PRES. 4760 FORSYTH ROAD MACON GA 31210-4462	N/A	PC	UNRESTRICTED GENERAL SUPPORT	25,000.
WESLEY GLEN MINISTRIES ATTN: DR. WILLIAM W OL 4580 N. MUMFORD ROAD MACON GA 31210	NONE	PC	UNRESTRICTED GENERAL SUPPORT	21,750.
MACON VOLUNTEER CLINIC, INC ATTN: MRS CILE LI 376 ROGERS AVENUE MACON GA 31204	NA/	PC	UNRESTRICTED GENERAL SUPPORT	30,000.
Total ▶ **3a**				269,848.
b *Approved for future payment*				
Total ▶ **3b**				

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 (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	143,332.	
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	346,836.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b OTHER INCOME			1	15.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				490,183.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 490,183.

(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). (See instructions.)
	NOT APPLICABLE

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

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

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

▶ | 01/06/2015 ▶SVP Tax

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	832.	832.
FOREIGN DIVIDENDS	17,683.	17,683.
NONDIVIDEND DISTRIBUTIONS	1,792.	
DOMESTIC DIVIDENDS	78,774.	78,774.
NON-TAXABLE FOREIGN INCOME	96.	
NONQUALIFIED FOREIGN DIVIDENDS	1,681.	1,681.
NONQUALIFIED DOMESTIC DIVIDENDS	42,474.	42,474.
TOTAL	143,332.	141,444.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME		15.	15.
PARTNERSHIP INCOME			108.
	TOTALS	15.	123.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,129.			1,129.
TOTALS	1,129.	NONE	NONE	1,129.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	2,749.	2,749.
TOTALS	2,749.	2,749.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	172.	172.
EXCISE TAX - PRIOR YEAR	5,960.	
EXCISE TAX ESTIMATES	14,508.	
FOREIGN TAXES ON QUALIFIED FOR	1,321.	1,321.
FOREIGN TAXES ON NONQUALIFIED	231.	231.
TOTALS	22,192.	1,724.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	947.		947.
OTHER INVESTMENT FEE	21.	21.	
PARTNERSHIP EXPENSES		2,042.	
TOTALS	968.	2,063.	947.

THE THOMAS C BURKE FOUNDATION 58-6047627

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
73935S105 POWERSHARES DB COMMO	C	517,427.	464,400.
TOTALS		517,427.	464,400.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
PARTNERSHIP ADJUSTMENT		15,867.
PRIOR YEAR END SALES ADJUSTMENT		253.
ROUNDING		11.
	TOTAL	16,131.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
CURRENT YEAR END SALES ADJUSTMENT	56.
COST BASIS ADJUSTMENT	3,997.
SALES ADJUSTMENTS	7,097.
TOTAL	11,150.

STATEMENT 9

THE THOMAS C BURKE FOUNDATION 58-6047627

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
5000. POWERSHARES DB COMMODITY INDEX	12/24/2012	10/02/2013	128,090.00	130,253.00	-2,163.00
TOTAL OTHER GAINS AND LOSSES			128,090.00	130,253.00	-2,163.00
Totals			128,090.00	130,253.00	-2,163.00

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS	-15,867.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		-15,867.00

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: BANK OF AMERICA, N.A

ADDRESS: P O BOX 40200, FL9-100-10-19
JACKSONVILLE, FL 32203-0200

TELEPHONE NUMBER: (877)446-1410

FORM 990PF, PART XV - LINES 2a - 2d
====================================

RECIPIENT NAME:
  PALMER WILSON
ADDRESS:
  150 N. COLLEGE STREET
  CHARLOTTE, NC 28255
RECIPIENT'S PHONE NUMBER: 980-387-5846
FORM, INFORMATION AND MATERIALS:
  NONE
SUBMISSION DEADLINES:
  NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  MIDDLE GEORGIA AREA

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

THE THOMAS C BURKE FOUNDATION
58-6047627
Balance Sheet
09/30/2014

Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	166334.450	166,334 45	166,334.45
00206R102	AT&T INC	195.000	7,076.53	6,871.80
002824100	ABBOTT LABS	180.000	6,691 60	7,486.20
00287Y109	ABBVIE INC	683.000	24,714.57	39,450.08
002896207	ABERCROMBIE & FITCH CO	70.000	2,986.42	2,543.80
004225108	ACADIA PHARMACEUTICALS INC	86.000	2,359.11	2,129.36
00508Y102	ACUITY BRANDS INC	27.000	1,951.26	3,178.17
005125109	ACXIOM CORP	151.000	5,005.29	2,499.05
008252108	AFFILIATED MANAGERS GROUP	52.000	4,017.15	10,418.72
009128307	AIR METHODS CORP COM	112 000	4,682.72	6,221.60
009158106	AIR PRODS & CHEMS INC	50.000	4,812.28	6,509 00
009728106	AKORN INC	92.000	2,101.46	3,336.84
011659109	ALASKA AIR GROUP INC	277.000	10,173.38	12,060.58
015271109	ALEXANDRIA REAL ESTATE EQ INC	37.000	3,357.95	2,728.75
016255101	ALIGN TECHNOLOGY INC	106.000	1,861.53	5,478.08
018581108	ALLIANCE DATA SYS CORP	22 000	1,121.52	5,461.94
02043Q107	ALNYLAM PHARMACEUTICALS INC	38.000	2,932.02	2,967.80
02153W100	ALTISOURCE RESIDENTIAL CORP	371.000	9,233.54	8,904 00
023135106	AMAZON COM INC	30 000	8,437.99	9,673 20
02376R102	AMERICAN AIRLS GROUP INC	289.000	5,179.55	10,253.72
024013104	AMERICAN ASSETS TR INC	110.000	2,172.56	3,626.70
024061103	AMERICAN AXLE & MFG HLDGS INC	237 000	4,145.30	3,974.49
025537101	AMERICAN ELEC PWR INC	124.000	3,838.70	6,474.04
025676206	AMERICAN EQUITY INVT LIFE HLDG	173.000	2,744.00	3,958 24
025816109	AMERICAN EXPRESS CO	246.000	14,427.86	21,534.84
030420103	AMERICAN WTR WKS CO INC	140.000	6,284.45	6,752.20
031162100	AMGEN INC	291.000	24,565.10	40,873.86
032359309	AMTRUST FINL SVCS INC	114.000	3,353 64	4,539.48
032511107	ANADARKO PETE CORP	105 000	6,556.45	10,651.20
037833100	APPLE INC	626.000	30,910.23	63,069.50
04270V106	ARRIS GROUP INC NEW	315.000	9,977.17	8,931.83
042797209	ARROWHEAD RESH CORP	132 000	3,002.05	1,949.64
04314H204	ARTISAN INTERNATIONAL FUND	5846.245	101,724.66	175,621.20
045327103	ASPEN TECHNOLOGY INC	227 000	8,589 21	8,562.44

THE THOMAS C BURKE FOUNDATION
58-6047627
Balance Sheet
09/30/2014

Bank of America

Cusip	Asset	Units	Basis	Market Value
047477104	ATHLON ENERGY INC	137.000	5,092.08	7,977.51
052769106	AUTODESK INC	75.000	3,869 28	4,132.50
053015103	AUTOMATIC DATA PROCESSING INC	150.000	5,490.28	12,462.00
053774105	AVIS BUDGET GROUP INC	41 000	2,427.56	2,250.49
05463D100	AXIALL CORP	88.000	4,084.92	3,151.28
054937107	BB&T CORP	185.000	6,125.85	6,883.85
055622104	BP P L C	114.000	5,397 90	5,010.30
06985P100	BASIC ENERGY SVCS INC	98.000	2,519.99	2,125.62
075887109	BECTON DICKINSON & CO	125 000	12,496.70	14,226.25
077454106	BELDEN INC	46.000	3,210.62	2,944.92
084670702	BERKSHIRE HATHAWAY INC DEL	110.000	12,696.74	15,195.40
086516101	BEST BUY INC	148.000	4,242.86	4,971.32
09247X101	BLACKROCK INC	72.000	15,986.16	23,639.04
097023105	BOEING CO	141 000	9,955.23	17,960.58
09739D100	BOISE CASCADE CO DEL	133.000	3,557.94	4,008.62
111320107	BROADCOM CORP	410.000	12,809 08	16,572.20
11133B409	BROADSOFT INC	149 000	4,029.00	3,134.96
122017106	BURLINGTON STORES INC	71.000	1,986.30	2,830.06
12572Q105	CME GROUP INC	120 000	6,023.04	9,594.60
125896100	CMS ENERGY CORP	156.000	3,358 96	4,626.96
12621E103	CNO FINL GROUP INC	263.000	1,951.10	4,460.48
126650100	CVS HEALTH CORP	186 000	14,408.92	14,803.74
126804301	CABELAS INC	80.000	4,927.34	4,712.00
144577103	CARRIZO OIL & CO INC	90.000	5,837.39	4,843.80
148806102	CATALENT INC	204.000	4,065.92	5,106.12
149123101	CATERPILLAR INC	100.000	8,422 49	9,903.00
14964U108	CAVIUM INC	240 000	9,678.94	11,935.20
163893209	CHEMTURA CORP	176.000	4,362 46	4,106.08
166764100	CHEVRON CORP	253.000	24,795.40	30,187.96
167250109	CHICAGO BRDG & IRON CO N V	135.000	8,239.30	7,809.75
171232101	CHUBB CORP	114.000	7,674.83	10,383.12
171779309	CIENA CORP	121.000	1,087 01	2,023.12
17243V102	CINEMARK HLDGS INC	135 000	4,709 35	4,595.40
17275R102	CISCO SYS INC	523 000	11,665.68	13,163.91

THE THOMAS C BURKE FOUNDATION
58-6047627
Balance Sheet
09/30/2014

Cusip	Asset	Units	Basis	Market Value
172967424	CITIGROUP INC	195.000	4,814.42	10,104.90
178787107	CIVEO CORP	104 000	1,962.35	1,207.44
18538R103	CLEARWATER PAPER CORP	63.000	2,590.90	3,786.93
19239V302	COGENT COMMUNICATIONS HLDGS	292 000	8,779.96	9,814 12
197199813	COLUMBIA ACORN INTERNATIONAL	1618.755	58,000 00	73,459.10
20030N101	COMCAST CORP	694 000	33,774.16	37,323.32
200340107	COMERICA INC	98.000	3,951 41	4,886.28
206708109	CONCUR TECHNOLOGIES INC	22.000	2,061.16	2,790.04
20825C104	CONOCOPHILLIPS	141 000	9,671 99	10,789.32
216648402	COOPER COS INC	23.000	3,336.40	3,582.25
21988R102	CORPORATE EXECUTIVE BRD CO	68.000	4,598 62	4,084.76
22160K105	COSTCO WHSL CORP NEW	65.000	4,659.52	8,145.80
22160N109	COSTAR GROUP INC	96.000	11,240.99	14,931.84
222816100	COVANCE INC	55.000	5,429 41	4,328 50
229663109	CUBESMART INC	204.000	2,209.79	3,667.92
229678107	CUBIST PHARMACEUTICALS INC	42.000	2,920.68	2,786.28
23251P102	CYBERONICS INC	55.000	3,380 61	2,813.80
23331A109	D R HORTON INC	173.000	3,365.90	3,549.96
235851102	DANAHER CORP DEL	135.000	8,606.91	10,257.30
244199105	DEERE & CO	95 000	8,068.82	7,789.05
245077102	DEL FRISCOS RESTAURANT GROUP	159.000	3,502.24	3,043.26
246647101	DELEK US HLDGS INC	92.000	2,538.95	3,047.04
248019101	DELUXE CORP	80.000	2,327.14	4,412.80
252131107	DEXCOM INC COM	72.000	3,266.89	2,879.28
25278X109	DIAMONDBACK ENERGY INC	57.000	4,857.54	4,262 46
254687106	DISNEY WALT CO	175.000	5,099.10	15,580 25
25746U109	DOMINION RES INC VA NEW	67.000	3,396.52	4,629.03
25754A201	DOMINOS PIZZA INC	141.000	4,436.09	10,851.36
260003108	DOVER CORP	120 000	4,514.87	9,639.60
260543103	DOW CHEM CO	245.000	7,221.82	12,847.80
263534109	DU PONT E I DE NEMOURS & CO	197.000	9,358.79	14,136.72
26441C204	DUKE ENERGY CORP	55 000	3,573.50	4,112 35
265504100	DUNKIN BRANDS GROUP INC	189.000	7,789.80	8,470 98
268648102	EMC CORP	388.000	9,942.90	11,352.88

THE THOMAS C BURKE FOUNDATION
58-6047627
Balance Sheet
09/30/2014

Cusip	Asset	Units	Basis	Market Value
26875P101	EOG RES INC	70.000	6,499.62	6,931.40
269246401	E TRADE FINL CORP	97.000	2,261 69	2,191.23
27579R104	EAST WEST BANCORP INC	143 000	1,860.24	4,862.00
278642103	EBAY INC	135 000	7,058.24	7,645.05
291011104	EMERSON ELEC CO	103 000	5,018 85	6,445.74
29272B105	ENDURANCE INTL GROUP HLDGS INC	308 000	3,509.23	5,011.16
29977G102	EVERBANK FINL CORP	256.000	3,620.56	4,520.96
30066A105	EXAMWORKS GROUP INC	102.000	2,324.73	3,340.50
30212P303	EXPEDIA INC DEL	86.000	6,117 83	7,535.32
30231G102	EXXON MOBIL CORP	403.000	31,614.17	37,902.15
30241L109	FEI CO	63.000	4,466.53	4,751.46
302445101	FLIR SYS INC	328.000	10,638.76	10,279 52
303726103	FAIRCHILD SEMICONDUCTOR INTL	148.000	2,148.47	2,298.44
31428X106	FEDEX CORP	80.000	8,272.43	12,916.00
315616102	F5 NETWORKS INC	32.000	2,987.98	3,799.68
31660B101	FIESTA RESTAURANT GROUP INC	78.000	3,297.37	3,875.04
317923100	FINISH LINE INC	145 000	3,679.73	3,629.35
33829M101	FIVE BELOW INC	89.000	3,217.59	3,525.29
344849104	FOOT LOCKER INC	57.000	2,582.30	3,172.05
34959E109	FORTINET INC	112.000	2,670.07	2,829.68
35804H106	FRESH MKT INC	77.000	2,791.24	2,689.61
36162J106	GEO GROUP INC	101.000	2,009.20	3,860.22
366651107	GARTNER GROUP INC NEW	45.000	3,084.30	3,306.15
368736104	GENERAC HLDGS INC	76.000	4,396.86	3,081.04
369550108	GENERAL DYNAMICS CORP	105.000	9,256.90	13,344.45
369604103	GENERAL ELEC CO	365.000	8,763 32	9,351.30
370334104	GENERAL MLS INC	159.000	8,115 81	8,021.55
378967103	GLOBAL CASH ACCESS HLDGS INC	227.000	845.13	1,532.25
37954N206	GLOBE SPECIALTY METALS INC	280.000	5,740.54	5,093.20
38141G104	GOLDMAN SACHS GROUP INC	55.000	5,598.14	10,096.35
382410405	GOODRICH PETE CORP	165.000	3,797.16	2,445.30
38259P508	GOOGLE INC	20.000	5,792 87	11,768.20
38259P706	GOOGLE INC	20.000	5,774 37	11,547.20
405217100	HAIN CELESTIAL GROUP INC	50.000	4,390.88	5,117.50

THE THOMAS C BURKE FOUNDATION

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Cusip	Asset	Units	Basis	Market Value
410345102	HANESBRANDS INC	95.000	8,252.79	10,206.80
411511306	HARBOR INTERNATIONAL FUND	2106.929	99,720.94	145,314.89
413086109	HARMAN INTL INDS INC	76.000	8,283.28	7,451.04
416515104	HARTFORD FINL SVCS GROUP INC	128.000	2,440.04	4,768.00
422245100	HEALTHWAYS INC	182.000	2,603.68	2,915.64
42330P107	HELIX ENERGY SOLUTIONS GROUP INC	147.000	3,431.39	3,242.82
428337109	HI-CRUSH PARTNERS LP	42.000	2,776.14	2,165.52
431284108	HIGHWOODS PPTYS INC	110.000	4,131.72	4,279.00
437076102	HOME DEPOT INC	350.000	13,219.14	32,109.00
438516106	HONEYWELL INTL INC	294.000	15,658.67	27,377.28
44157R109	HOUGHTON MIFFLIN HARCOURT CO	199.000	3,187.12	3,868.56
44267D107	HOWARD HUGHES CORP	22.000	3,359.18	3,300.00
446150104	HUNTINGTON BANCSHARES INC	502.000	4,436.65	4,884.46
44984A105	IPC THE HOSPITALIST CO	74.000	3,121.28	3,314.46
45167R104	IDEX CORP	86.000	5,562.83	6,223.82
45337C102	INCYTE CORP	65.000	3,858.92	3,188.25
45666Q102	INFORMATICA CORP	81 000	2,804.69	2,773.44
457669307	INSMED INC	143.000	2,197.84	1,866.15
458118106	INTEGRATED DEVICE TECHNOLOGY	276.000	3,039.24	4,402.20
458140100	INTEL CORP	531 000	9,904.95	18,489.42
45845P108	INTERCEPT PHARMACEUTICALS INC	5.000	1,474.98	1,183 45
459200101	INTERNATIONAL BUSINESS MACHS	134.000	10,972.59	25,437.22
46090K109	INTRAWEST RESORTS HLDGS INC	117 000	1,342 35	1,131.39
464287614	ISHARES RUSSELL 1000 GROWTH ETF	6100 000	399,440.81	558,943.00
46625H100	J P MORGAN CHASE & CO	704 000	29,431.56	42,408.96
478160104	JOHNSON & JOHNSON	375.000	25,407.23	39,971.25
482480100	KLA-TENCOR CORP	131.000	7,405.50	10,320.18
48562P103	KAPSTONE PAPER & PACKAGING	143 000	2,016.49	3,999.71
485865109	KATE SPADE & CO	94.000	1,976.47	2,465.62
48666K109	KB HOME	204.000	3,263.36	3,047.76
49427F108	KILROY RLTY CORP	77 000	3,806.44	4,576.88
494368103	KIMBERLY CLARK CORP	127.000	9,026.76	13,661.39
494580103	KINDRED HEALTHCARE INC	217.000	3,394.35	4,209.80
497266106	KIRBY CORP	23 000	2,803.06	2,710.55

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Cusip	Asset	Units	Basis	Market Value
50076Q106	KRAFT FOODS GROUP INC	105.000	5,916.33	5,922.00
501242101	KULICKE & SOFFA INDS INC	319.000	3,324.35	4,539.37
52106N889	LAZARD EMERGING MKTS EQUITY	16944.912	303,055.19	322,461.68
526107107	LENNOX INTL INC	61 000	5,455.35	4,689.07
53219L109	LIFEPOINT HOSPITALS INC	144.000	8,077.34	9,963.36
533900106	LINCOLN ELEC HLDGS INC	99.000	6,337.92	6,844 36
536797103	LITHIA MTRS INC	57.000	3,905.89	4,314.33
546347105	LOUISIANA PAC CORP	127.000	2,149.01	1,725.93
552697104	MDC PARTNERS INC	275.000	4,855.86	5,277.25
55272P778	MFS RESEARCH BD FUND	14044.944	150,000.00	152,949.44
552848103	MGIC INVT CORP WIS	347.000	1,872.13	2,710.07
55616P104	MACYS INC	190.000	8,449.71	11,054.20
571748102	MARSH & MCLENNAN COS INC	208.000	7,150.08	10,886.72
577933104	MAXIMUS INC	131.000	4,634.54	5,257.03
580135101	MCDONALDS CORP	236.000	18,347.44	22,375.16
58155Q103	MCKESSON CORP	90.000	3,381.89	17,520.30
58503F106	MEDLEY CAP CORP	318.000	4,275.97	3,755.58
587200106	MENTOR GRAPHICS CORP	201.000	2,105.22	4,119.49
58933Y105	MERCK & CO INC	434 000	17,139.39	25,727.52
59156R108	METLIFE INC	451 000	21,755.18	24,227.72
592905509	METRO WEST T/R BD CL I	52930 056	560,000.00	572,173.91
594918104	MICROSOFT CORP	1012.000	30,937.68	46,916 32
596278101	MIDDLEBY CORP	126.000	8,222.04	11,104 38
609207105	MONDELEZ INTL INC	100.000	3,047.06	3,426.50
610236101	MONRO MUFFLER BRAKE INC	59.000	2,859.13	2,863.27
61166W101	MONSANTO CO	90.000	9,462.37	10,125.90
620071100	MOTORCAR PTS AMER INC	45 000	1,333.35	1,224.45
629377508	NRG ENERGY INC	147.000	3,105.77	4,480.56
63633D104	NATIONAL HEALTH INVS INC	34 000	1,091.80	1,942.76
637071101	NATIONAL OILWELL VARCO INC	95.000	4,643 89	7,229.50
65336K103	NEXSTAR BROADCASTING GROUP INC	54.000	2,167.51	2,182.68
65339F101	NEXTERA ENERGY INC	78 000	4,096 66	7,322.64
67011P100	NOW INC	30.000	659.62	912.30
670872100	OM GROUP INC	81.000	1,655.62	2,101.95

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Cusip	Asset	Units	Basis	Market Value
674215108	OASIS PETE INC NEW	159.000	5,911.24	6,647.79
674599105	OCCIDENTAL PETE CORP DEL	225.000	14,630.91	21,633.75
675232102	OCEANEERING INTL INC	65.000	3,227.46	4,236.05
67551U105	OCH-ZIFF CAP MGMT GROUP	216.000	2,736.70	2,313.36
678026105	OIL STS INTL INC	43.000	2,000.74	2,661.70
681904108	OMNICARE INC	66 000	3,978.96	4,109.16
68389X105	ORACLE CORP	330.000	11,006.29	12,632.40
693390700	PIMCO TOTAL RETURN FUND	50802.401	550,394.36	552,222.10
693390841	PIMCO HIGH YIELD FD	11943.540	110,000.00	113,105.32
693475105	PNC FINL SVCS GROUP INC	151.000	10,197.53	12,922.58
695127100	PACIRA PHARMACEUTICALS INC	48.000	3,978.91	4,652.16
697435105	PALO ALTO NETWORKS INC	40.000	3,017.77	3,924.00
701094104	PARKER HANNIFIN CORP	55 000	2,330.25	6,278.25
708160106	PENNEY J C CO INC	490.000	4,452.17	4,919.60
70931T103	PENNYMAC MTG INVT TR	118 000	2,879.68	2,528.74
713448108	PEPSICO INC	95.000	3,389.12	8,843 55
716933106	PHARMACYCLICS INC	22.000	1,870.98	2,583 46
717081103	PFIZER INC	1116.000	22,214.05	33,000.12
718546104	PHILLIPS 66	97.000	5,999.81	7,887.07
73640Q105	PORTFOLIO RECOVERY ASSOCS INC	167.000	7,407.70	8,722.41
73935S105	POWERSHARES DB COMMODITY	20000.000	517,427.40	464,400.00
74144T108	PRICE T ROWE GROUP INC	91.000	2,487.25	7,134.40
742718109	PROCTER & GAMBLE CO	355.000	24,085 33	29,727.70
743606105	PROSPERITY BANCSHARES INC	79.000	3,234.71	4,516.43
74460D109	PUBLIC STORAGE INC	43.000	5,338.91	7,131.12
74587V107	PUMA BIOTECHNOLOGY INC	8.000	1,603.76	1,908 56
74736A103	QTS RLTY TR INC	142.000	3,199.94	4,309.70
747525103	QUALCOMM INC	140.000	7,639.15	10,467.80
749685103	RPM INTL INC	127.000	5,345.25	5,814.06
750236101	RADIAN GROUP INC	244.000	2,091.93	3,479.44
755111507	RAYTHEON CO	174.000	8,783.37	17,681 88
760174102	RENTRAK CORP	41.000	2,088.95	2,498.54
771195104	ROCHE HLDG LTD	304.000	10,869.22	11,258.94
772739207	ROCK-TENN CO	82.000	4,537 25	3,901.56

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Cusip	Asset	Units	Basis	Market Value
780259206	ROYAL DUTCH SHELL PLC	145.000	9,346 38	11,038 85
78486Q101	SVB FINL GROUP	49.000	2,945.64	5,492.41
795435106	SALIX PHARMACEUTICALS LTD	53.000	4,577.29	8,280.72
79970Y105	SANCHEZ ENERGY CORP	107.000	2,970.32	2,809.82
806857108	SCHLUMBERGER LTD	267.000	20,756.42	27,151.23
81282V100	SEAWORLD ENTMT INC	139 000	2,807.79	2,672 97
816851109	SEMPRA ENERGY	58.000	3,248.63	6,112.04
81762P102	SERVICENOW INC	49.000	2,874.00	2,880.22
824348106	SHERWIN WILLIAMS CO	48.000	4,030.15	10,511.52
82669G104	SIGNATURE BK NEW YORK N Y	60.000	3,725 73	6,723.60
828806109	SIMON PPTY GROUP INC NEW	46.000	6,957.32	7,563 32
83001A102	SIX FLAGS ENTMT CORP NEW	175 000	5,693.08	6,018 25
83088M102	SKYWORKS SOLUTIONS INC	146.000	4,676.67	8,475.30
835451105	SONIC CORP	173.000	2,044.61	3,868.28
83545G102	SONIC AUTOMOTIVE INC	124.000	2,052.88	3,039 24
838518108	SOUTH JERSEY INDS INC	91.000	4,690.82	4,855.76
842587107	SOUTHERN CO	135.000	6,041.92	5,892 75
844895102	SOUTHWEST GAS CORP	85 000	3,997.65	4,129.30
84610H108	SOVRAN SELF STORAGE INC	55.000	3,709.91	4,089.80
848577102	SPIRIT AIRLS INC	40 000	2,208.79	2,765 60
85375C101	STANDARD PAC CORP NEW	470.000	3,779.99	3,520.30
855244109	STARBUCKS CORP	125.000	8,319.29	9,432.50
858155203	STEELCASE INC	199 000	2,701.49	3,221.81
86732Y109	SUNEDISON INC	552.000	9,251.43	10,421.76
87074U101	SWIFT TRANSN CO	386.000	7,347.55	8,098.28
87157D109	SYNAPTICS INC	31 000	2,764.27	2,269.20
87264S106	TRW AUTOMOTIVE HLDGS CORP	34.000	2,413.51	3,442.50
87336U105	TABLEAU SOFTWARE INC	56.000	3,478.45	4,068.40
87509U106	TAMINCO CORP	169 000	2,915.18	4,410.90
875465106	TANGER FACTORY OUTLET CTRS INC	75.000	1,357.82	2,454.00
87612E106	TARGET CORP	95.000	6,635.05	5,954.60
87817A107	TEAM HEALTH HOLDINGS INC	66.000	3,265.01	3,827.34
879369106	TELEFLEX INC	44 000	3,237.48	4,621.76
880349105	TENNECO INC	35.000	562.44	1,830.85

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Cusip	Asset	Units	Basis	Market Value
88224Q107	TEXAS CAP BANCSHARES INC	39.000	2,256.92	2,249.52
882508104	TEXAS INSTRS INC	227.000	8,441.60	10,825.63
887389104	TIMKEN CO	67.000	2,878 42	2,840 13
887399103	TIMKENSTEEL CORP	66.000	2,836.80	3,068.34
891894107	TOWERS WATSON & CO	39.000	2,379.31	3,880 50
894174101	TRAVELCENTERS AMER LLC	223.000	2,185.24	2,203.24
89469A104	TREEHOUSE FOODS INC	58.000	4,416.91	4,669.00
896522109	TRINITY INDS INC	102.000	2,781 96	4,765 44
89674K103	TRIQUINT SEMICONDUCTOR INC	190.000	3,873.42	3,623.30
896945201	TRIPADVISOR INC	115.000	6,874.95	10,513.30
901109108	TUTOR PERINI CORP	104.000	2,888.14	2,745.60
90130A101	TWENTY-FIRST CENTY FOX INC	265.000	7,438.04	9,086 85
902252105	TYLER TECHNOLOGIES INC	37.000	3,336.12	3,270.80
902748102	UIL HLDG CORP	125.000	4,025.20	4,425.00
902973304	US BANCORP DEL	376 000	10,959.01	15,728.08
90346E103	U S SILICA HLDGS INC	177.000	11,346.57	11,064 27
90385D107	ULTIMATE SOFTWARE GROUP INC	23.000	2,216.18	3,254.73
904214103	UMPQUA HLDGS CORP	422.000	6,554.00	6,950 34
909214306	UNISYS CORP	105 000	2,298.18	2,458.05
910047109	UNITED CONTL HLDGS INC	106.000	2,455.30	4,959.74
911312106	UNITED PARCEL SVC INC	132.000	11,552.45	12,974.28
911363109	UNITED RENTALS INC	156 000	9,899.51	17,331.60
913017109	UNITED TECHNOLOGIES CORP	45.000	756 57	4,752.00
91324P102	UNITEDHEALTH GROUP INC	130.000	8,464.84	11,212 50
918194101	VCA INC	121 000	2,849.92	4,758.93
918204108	V F CORP	84.000	3,549.29	5,546.52
921943858	VANGUARD FTSE DEVELOPED	8000 000	335,264.00	318,000 00
922042858	VANGUARD FTSE EMERGING MKTS	2500.000	102,459.50	104,275.00
922908553	VANGUARD REIT	5000 000	324,555.50	359,250.00
92343V104	VERIZON COMMUNICATIONS INC	775 000	27,941.28	38,742.25
92826C839	VISA INC	50.000	9,207.28	10,668.50
929566107	WABASH NATL CORP	297.000	2,537 54	3,956.04
930427109	WAGEWORKS INC	61 000	3,113.68	2,777.33
931142103	WAL-MART STORES INC	126.000	9,550 94	9,635.22

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Cusip	Asset	Units	Basis	Market Value
94106L109	WASTE MGMT INC DEL	130 000	4,014.65	6,178.90
942622200	WATSCO INC	75 000	7,454.31	6,463 50
949746101	WELLS FARGO & CO	743.000	22,627.94	38,539.41
966387102	WHITING PETE CORP	43.000	2,817.20	3,334 65
966837106	WHOLE FOODS MKT INC	195.000	10,297.61	7,431.45
976657106	WISCONSIN ENERGY CORP	98.000	3,349.77	4,214 00
989701107	ZIONS BANCORPORATION	192.000	5,870 45	5,579.52
G01767105	ALKERMES PLC	70.000	3,016.05	3,000.90
G0585R106	ASSURED GUARANTY LTD	248.000	4,786.75	5,495.68
G4388N106	HELEN OF TROY LTD	54.000	903 54	2,836.08
G4412G101	HERBALIFE LTD	39.000	1,623 63	1,706 25
G50871105	JAZZ PHARMACEUTICALS PLC	54.000	4,755.33	8,670.24
G6359F103	NABORS INDS INC	87.000	1,887.86	1,980.12
G6583A102	NORD ANGLIA EDUCATION INC	200.000	3,628.07	3,400 00
G81276100	SIGNET JEWELERS LTD	35.000	3,799.90	3,986.85
G98290102	XL GROUP PLC	127.000	2,093 68	4,212.59
H0023R105	ACE LTD	90.000	7,404 00	9,438.30
L72967109	ORION ENGINEERED CARBONS SA	142.000	2,540.21	2,502.04
N22035104	CONSTELLIUM NV CL A	110.000	1,560.15	2,707.10
N53745100	LYONDELLBASELL INDUSTRIES NV	103.000	7,179.78	11,191.98
		Totals:	5,666,682.77	6,592,706.09