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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

OMB No. 1545-0052

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

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation WILLIAM G BURKHOLDER FOUNDATION Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 803878 City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60680				A Employer identification number 65-6357210	
				B Telephone number (see instructions) 312-630-6000	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Address change <input type="checkbox"/> Name change				C If exemption application is pending, check here <input type="checkbox"/> D <input checked="" type="checkbox"/> Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,730,806. J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____				(Part I, column (d) must be on cash basis.)	
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) . . .					
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities . . .		43,963.	43,652.		STMT 1
Revenue 5a Gross rents . . .					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		41,904.			
b Gross sales price for all assets on line 6a 440,751.					
7 Capital gain net income (from Part IV, line 2) .			41,904.		
8 Net short-term capital gain . . .					
9 Income modifications . . .					
Operating and Administrative Expenses 10a Gross sales less returns and allowances . . .					
b Less Cost of goods sold . . .					
c Gross profit or (loss) (attach schedule) . . .					
11 Other income (attach schedule) . . .					
12 Total. Add lines 1 through 11 . . .		85,867.	85,556.		
13 Compensation of officers, directors, trustees, etc. . .		17,169.	15,452.		1,717.
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 2.		2,000.	1,000.	NONE	1,000.
c Other professional fees (attach schedule) . . .					
17 Interest . . .					
18 Taxes (attach schedule) (see instructions) STMT 3.		5,220.	1,024.		
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 4.		15.			15.
24 Total operating and administrative expenses. Add lines 13 through 23. . .		24,404.	17,476.	NONE	2,732.
25 Contributions, gifts, grants paid . . .		80,938.			80,938.
26 Total expenses and disbursements. Add lines 24 and 25		105,342.	17,476.	NONE	83,670.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements . .		-19,475.			
b Net investment income (if negative, enter -0-) .			68,080.		
c Adjusted net income (if negative, enter -0-) .					

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	34,604.	49,028.	49,028.
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			
10a	Investments - U.S. and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)	STMT 5.	802,860.	864,082.
c	Investments - corporate bonds (attach schedule)	STMT 6.	653,063.	755,854.
11	Investments - land, buildings, and equipment: basis ►			
	Less: accumulated depreciation ►			
(attach schedule)				
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	STMT 7.	55,668.	52,283.
14	Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation ►			
(attach schedule)				
15	Other assets (describe ► <u>SEE ATTACHMENTS</u>)			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	1,546,195.	1,526,556.	1,730,806.
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	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
27	Capital stock, trust principal, or current funds	1,546,195.	1,526,556.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	1,546,195.	1,526,556.	
31	Total liabilities and net assets/fund balances (see instructions)	1,546,195.	1,526,556.	

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	1,546,195.
2	Enter amount from Part I, line 27a	2	-19,475.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,526,720.
5	Decreases not included in line 2 (itemize) ► <u>COST ADJUSTMENT</u>	5	164.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,526,556.

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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					
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 440,608.		398,704.		41,904.	
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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			
a				41,904.	
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	41,904.	
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))
2013	82,550.	1,731,858.	0.047666
2012	85,028.	1,682,411.	0.050539
2011	80,956.	1,697,610.	0.047688
2010	75,747.	1,627,835.	0.046532
2009	93,107.	1,523,933.	0.061097

2 Total of line 1, column (d)	2	0.253522
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	0.050704
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,753,996.
5 Multiply line 4 by line 3	5	88,935.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	681.
7 Add lines 5 and 6	7	89,616.
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	83,670.

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 ► <input type="checkbox"/> 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 ► <input type="checkbox"/> and enter 1% of Part I, line 27b	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
3	Add lines 1 and 2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	
6	Credits/Payments:	
a	6a	2,901.
b	6b	NONE
c	6c	NONE
d	6d	
7	Total credits and payments. Add lines 6a through 6d	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax ► 1,364. Refunded ► 175.	

Part VII-A Statements Regarding Activities

1a	Yes	No
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6		X
7		X
8a		
8b		X
9		X
10		X

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c Did the foundation file Form 1120-POL for this year?

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.

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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.

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?

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*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
FL IL

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*

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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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 ► THE NORTHERN TRUST COMPANY Located at ► PO BOX 803878, CHICAGO, IL	Telephone no. ► (312) 630-6000 ZIP+4 ► 60680	
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 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> X Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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)	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	If "Yes," did it have excess business holdings in 2014 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 2014)	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 2014?	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:	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?				<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?				<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?				<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).				<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?				<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
THE NORTHERN TRUST COMPANY P.O. BOX 803878, CHICAGO, IL 60680	TRUSTEE 40	17,169.	-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**

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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.

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.

1	NONE	
2		
<p>All other program-related investments. See instructions.</p>		
3	NONE	
<p>Total. Add lines 1 through 3</p>		

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	1,780,707.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,780,707.
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	1,780,707.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,711.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,753,996.
6	Minimum investment return. Enter 5% of line 5	6	87,700.

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	87,700.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,362.
b	Income tax for 2014. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,362.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	86,338.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	86,338.
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	86,338.

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	83,670.
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	83,670.
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	83,670.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				86,338.
2 Undistributed income, if any, as of the end of 2014:			80,938.	
a Enter amount for 2013 only				
b Total for prior years: 20_____,20_____,20_____,		NONE		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	NONE			
b From 2010	NONE			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 83,670.				
a Applied to 2013, but not more than line 2a			80,938.	
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 2014 distributable amount				2,732.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 (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 2013. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				83,606.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2010	NONE			
b Excess from 2011	NONE			
c Excess from 2012	NONE			
d Excess from 2013	NONE			
e Excess from 2014	NONE			

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

a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
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)(ii)					
(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:

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
REYNOLDS CORNER ROTARY CLUB FDN ATTN: BRUCE KLINGER TOLEDO OH 43515-4752	N/A	PUBLIC	GENERAL	26,981.
SHRINERS HOSPITALS FOR CHILDREN ATTN: SUSAN J BROWN TAMPA FL 33631-3356	N/A	PUBLIC	50% TO ZENOBIA SHRINE, 50% TO BURNS INSTITUTE	53,957.
Total			► 3a	80,938.
b Approved for future payment				
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	
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	43,963.
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				18	41,904.
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					85,867.
13 Total. Add line 12, columns (b), (d), and (e)					85,867.

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

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

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-11 Yes, complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

**Sign
Here**

► James H. Garfield, Jr.

03/18/2015

► VICE PRESIDENT

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

THE NORTHERN TRUST COMPANY

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> 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
DIVIDENDS AND INTEREST ACCRUED/DEFERRED INCOME RETURN OF CAPITAL	43,652. -99. 410.	43,652.
TOTAL	43,963.	43,652.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	2,000.	1,000.	1,000.	
TOTALS	2,000.	1,000.	NONE	1,000.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRIOR YEAR TAX	1,295.	
ESTIMATED TAX	2,901.	
FOREIGN TAX	1,024.	1,024.
TOTALS	5,220.	1,024.

WILLIAM G BURKHOLDER FOUNDATION

65-6357210

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
IL AG FILING FEE	15.	15.

IL AG FILING FEE

15.

TOTALS

15.

15.

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02-45086

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STATEMENT 4

WILLIAM G BURKHOLDER FOUNDATION

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION
- - - - -

SEE ATTACHMENTS

TOTALS
- - - - -

ENDING
BOOK VALUE
- - - - -

ENDING
FMV
- - - - -

	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	669,391.	864,082.
TOTALS	669,391.	864,082.

65-6357210

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STATEMENT 5

WILLIAM G BURKHOLDER FOUNDATION

FORM 990PF, PART III - CORPORATE BONDS

65-6357210

DESCRIPTION
- - - - -

SEE ATTACHMENTS

TOTALS

DESCRIPTION	SEE ATTACHMENTS	TOTALS	ENDING BOOK VALUE	ENDING FMV
- - - - -	- - - - -	- - - - -	- - - - -	- - - - -
			755,854.	751,901.
			755,854.	751,901.
			=====	=====

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STATEMENT 6

WILLIAM G BURKHOLDER FOUNDATION

FORM 990PF, PART III - OTHER INVESTMENTS

65-6357210

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	C	52,283.	65,795.
TOTALS		52,283.	65,795.

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No. 1545-0092

► Attach to Form 1041, Form 5227, or Form 990-T.
 ► Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
 ► Information about Schedule D and its separate instructions is at www.irs.gov/form1041

2014

Name of estate or trust

WILLIAM G BURKHOLDER FOUNDATIONNote: Form 5227 filers need to complete **only** Parts I and II.

Employer identification number

65-6357210**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b .				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	68,243.	72,358.	6.	-4,109.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824			4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts			5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2013 Capital Loss Carryover Worksheet			6 ()	
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ►			7	-4,109.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b .				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	375,001.	355,569.	2,632.	22,064.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824			11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.			12	
13 Capital gain distributions.			13	23,949.
14 Gain from Form 4797, Part I.			14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2013 Capital Loss Carryover Worksheet			15 ()	
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ►			16	46,013.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2014

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Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	Net short-term gain or (loss)	17		-4,109.
18	Net long-term gain or (loss):			
a	Total for year	18a		46,013.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a.	19		41,904.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	20	()
a	The loss on line 19, column (3) or b \$3,000		

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34).	21	
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22	
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T).	23	
24	Add lines 22 and 23.	24	
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0.	25	
26	Subtract line 25 from line 24. If zero or less, enter -0.	26	
27	Subtract line 26 from line 21. If zero or less, enter -0.	27	
28	Enter the smaller of the amount on line 21 or \$2,500.	28	
29	Enter the smaller of the amount on line 27 or line 28.	29	
30	Subtract line 29 from line 28. If zero or less, enter -0. This amount is taxed at 0%.	30	
31	Enter the smaller of line 21 or line 26.	31	
32	Subtract line 30 from line 26.	32	
33	Enter the smaller of line 21 or \$12,150.	33	
34	Add lines 27 and 30.	34	
35	Subtract line 34 from line 33. If zero or less, enter -0.	35	
36	Enter the smaller of line 32 or line 35.	36	
37	Multiply line 36 by 15%.	37	
38	Enter the amount from line 31.	38	
39	Add lines 30 and 36.	39	
40	Subtract line 39 from line 38. If zero or less, enter -0.	40	
41	Multiply line 40 by 20%.	41	
42	Figure the tax on the amount on line 27. Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	42	
43	Add lines 37, 41, and 42.	43	
44	Figure the tax on the amount on line 21. Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	44	
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36).	45	

Sales and Other Dispositions of Capital Assets

2014

Department of the Treasury
Internal Revenue Service

Name(s) shown on return

WILLIAM G BURKHOLDER FOUNDATION

Social security number or taxpayer identification number

65-6357210

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part I Short-Term. Transactions involving capital assets you held 1 year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
 (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
 (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
3. BAXTER INTL INC		12/11/2013	08/08/2014	221.00	202.00			19.00
4. EMERSON ELECTRIC CO		10/16/2014	10/30/2014	252.00	242.00			10.00
5. MONDELEZ INTL INC COM		09/18/2013	08/08/2014	176.00	162.00			14.00
4. MONSANTO CO NEW		11/20/2014	12/19/2014	486.00	460.00			26.00
2. MFB NORTHN INTL EQTY IN		12/05/2013	02/20/2014	25.00	24.00			1.00
51. MFB NORTHN INTL EQTY I		12/05/2013	05/08/2014	644.00	615.00			29.00
16. MFB NORTHN INTL EQTY I		12/05/2013	06/02/2014	205.00	193.00			12.00
38. MFB NORTHN INTL EQTY I		12/05/2013	08/08/2014	468.00	458.00			10.00
4218.41 MFB NORTHN INTL EQ		12/05/2013	10/16/2014	47,626.00	50,874.00			-3,248.00
19. MFB NORTHERN MULTI MAN LISTEDINFRASTRUCTURE FU		02/20/2014	05/08/2014	248.00	237.00			11.00
11. MFB NORTHERN MULTI MAN LISTEDINFRASTRUCTURE FU		02/20/2014	06/02/2014	148.00	137.00			11.00
25. MFB NORTHERN MULTI MAN LISTEDINFRASTRUCTURE FU		02/20/2014	08/08/2014	329.00	311.00			18.00
55. MFB NORTHERN MULTI MAN LISTEDINFRASTRUCTURE FU		02/20/2014	10/16/2014	689.00	685.00			4.00
26. MFB NORTHERN MULTI MAN LISTEDINFRASTRUCTURE FU		02/20/2014	11/10/2014	341.00	324.00			17.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.
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Form 8949 (2014)

Department of the Treasury
Internal Revenue Service

Name(s) shown on return

WILLIAM G. BURKHOLDER FOUNDATION

Social security number or taxpayer identification number

65-6357210

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
 (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
 (C) Short-term transactions not reported to you on Form 1099-B

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked).

68,243. 72,358. 6. -4,109.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.
JSA

卷- 8949 (2014)

Name(s) shown on return. Name and SSN or taxpayer identification no not required if shown on other side	Social security number or taxpayer identification number
WILLIAM G BURKHOLDER FOUNDATION	65-6357210

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part II Long-Term. Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You **must** check Box D, E, or F below. Check **only one box**. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

(E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
3. AMERICAN EXPRESS CO		09/01/2011	05/08/2014	267.00	147.00			120.00
20. AMERICAN EXPRESS CO		04/26/2010	10/03/2014	1,730.00	949.00			781.00
3. APPLE COMPUTER INC		01/24/2013	06/03/2014	1,906.00	984.00			922.00
1. APPLE COMPUTER INC		07/24/2006	06/04/2014	645.00	61.00			584.00
1. APPLE COMPUTER INC		07/24/2006	06/05/2014	646.00	61.00			585.00
1. APPLE COMPUTER INC		07/24/2006	06/06/2014	649.00	61.00			588.00
2. APPLE COMPUTER INC		07/24/2006	11/10/2014	218.00	18.00			200.00
2. C R BARD INC		03/15/2013	05/08/2014	287.00	203.00			84.00
3. CVS CORP		04/27/2012	05/08/2014	228.00	135.00			93.00
2. CVS CORP		04/27/2012	11/10/2014	178.00	90.00			88.00
23. CVS CORP		04/27/2012	11/21/2014	2,059.00	1,035.00			1,024.00
15. CHEVRONTEXACO CORP		11/13/2008	04/01/2014	1,787.00	1,045.00			742.00
8. CISCO SYS INC		03/14/2013	05/08/2014	185.00	173.00			12.00
105. CISCO SYS INC		03/14/2013	10/22/2014	2,450.00	2,229.00			221.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side	Social security number or taxpayer identification number
WILLIAM G BURKHOLDER FOUNDATION	65-6357210

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Part II Long-Term. Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

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(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
 (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
 (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr.)	(c) Date sold or disposed (Mo , day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
1. CISCO SYS INC		09/18/2013	10/22/2014	23.00	25.00	W	2.00	
67. CISCO SYS INC		09/18/2013	11/06/2014	1,685.00	1,416.00			269.00
22. CISCO SYS INC		01/16/2013	11/07/2014	555.00	464.00			91.00
4. CITIGROUP INC COM NEW C		10/23/2013	11/10/2014	215.00	201.00			14.00
15. CITRIX SYS INC		07/22/2010	06/03/2014	913.00	698.00			215.00
10. CITRIX SYS INC		07/22/2010	06/04/2014	605.00	465.00			140.00
7. CITRIX SYS INC		07/22/2010	06/05/2014	426.00	326.00			100.00
5. CITRIX SYS INC		07/22/2010	06/06/2014	309.00	233.00			76.00
5. COCA COLA CO		08/29/2011	06/02/2014	204.00	174.00			30.00
72. COCA COLA CO		08/29/2011	10/30/2014	2,972.00	2,502.00			470.00
4. DANAHER CORP		10/17/2008	05/08/2014	294.00	115.00			179.00
3. WALT DISNEY CO		05/19/2006	08/08/2014	259.00	90.00			169.00
8. EMC CORP MASS		01/24/2013	06/02/2014	212.00	202.00			10.00
65. EMC CORP MASS		01/24/2013	07/30/2014	1,923.00	1,632.00			291.00

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Name(s) shown on return. Name and SSN or taxpayer identification no. not required if shown on other side

Social security number or taxpayer identification number

WILLIAM G BURKHOLDER FOUNDATION

65-6357210

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 (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
 (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
77. EMERSON ELECTRIC CO		12/13/2012	10/30/2014	4,852.00	3,989.00			863.00
3.85 EXELON CORP		04/24/2013	12/18/2014	143.00	143.00	W		
28.15 EXELON CORP		04/24/2013	12/18/2014	1,044.00	1,035.00			9.00
3. EXPRESS SCRIPTS HLDG CO		11/16/2012	05/08/2014	202.00	156.00			46.00
27. EXXON MOBIL CORP		10/01/2003	04/01/2014	2,632.00	1,004.00			1,628.00
50000. FHLB TRANCHE # TR 0 06-18-2014		08/29/2006	06/18/2014	50,000.00	50,356.00			-356.00
35. MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES		01/24/2013	02/20/2014	1,217.00	1,284.00			-67.00
29. MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES		01/24/2013	05/08/2014	1,049.00	1,064.00			-15.00
10. MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES		01/24/2013	06/02/2014	361.00	367.00			-6.00
23. MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES		01/24/2013	08/08/2014	840.00	844.00			-4.00
378. MFC FLEXSHARES TR MOR GLOBAL UPSTREAM NAT RES		01/24/2013	10/16/2014	12,151.00	13,863.00			-1,712.00
20. MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES		01/24/2013	11/10/2014	661.00	733.00			-72.00
18. MFC FLEXSHARES TR TR I TARGET DURATION TIPS IN		01/24/2013	02/20/2014	449.00	458.00			-9.00
33. MFC FLEXSHARES TR TR I TARGET DURATION TIPS IN		03/18/2013	05/08/2014	827.00	843.00			-16.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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WILLIAM G BURKHOLDER FOUNDATION	65-6357210

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Part II Long-Term. Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

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<input type="checkbox"/>	(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
10. MFC FLEXSHARES TR TR I TARGET DURATION TIPS IN	03/18/2013	06/02/2014		251.00	255.00			-4.00
26. MFC FLEXSHARES TR TR I TARGET DURATION TIPS IN	03/18/2013	08/08/2014		652.00	663.00			-11.00
15.000156 MFC FLEXSHARES TR YR TARGET DURATION TIPS	03/18/2013	11/10/2014		371.00	382.00	W	11.00	
11.99844 MFC FLEXSHARES TR YR TARGET DURATION TIPS	03/18/2013	11/10/2014		297.00	306.00			-9.00
4. FRANKLIN RESOURCES INC	01/12/2010	08/08/2014		215.00	147.00			68.00
8. GENERAL ELECTRIC CO	12/12/2012	06/02/2014		213.00	175.00			38.00
13. HOME DEPOT INC	01/23/2012	01/29/2014		1,006.00	578.00			428.00
3. HOME DEPOT INC	01/23/2012	02/20/2014		232.00	134.00			98.00
2. HOME DEPOT INC	01/23/2012	11/10/2014		195.00	89.00			106.00
45. INTEL CORP	05/07/2012	09/30/2014		1,562.00	1,254.00			308.00
1. INTERCONTINENTAL EXCHAN COM	06/06/2012	05/08/2014		194.00	128.00			66.00
1. INTERCONTINENTAL EXCHAN COM	06/06/2012	11/10/2014		218.00	128.00			90.00
22. INTL BUSINESS MACHINES	04/25/2008	10/22/2014		3,582.00	2,700.00			882.00
4. J P MORGAN CHASE & CO	09/01/2011	05/08/2014		217.00	147.00			70.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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WILLIAM G BURKHOLDER FOUNDATION					65-6357210		
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<input type="checkbox"/> (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above) <input type="checkbox"/> (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS <input checked="" type="checkbox"/> (F) Long-term transactions not reported to you on Form 1099-B							
1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.	
						(f) Code(s) from instructions	(g) Amount of adjustment
3. J P MORGAN CHASE & CO	09/01/2011	11/10/2014	185.00	110.00			75.00
4. MERCK & CO INC	01/14/2013	05/08/2014	221.00	173.00			48.00
3. MERCK & CO INC	01/14/2013	11/10/2014	176.00	130.00			46.00
5. METLIFE INC	02/22/2013	08/08/2014	256.00	178.00			78.00
30. MONSANTO CO NEW	06/19/2013	12/18/2014	3,566.00	3,178.00			388.00
14. MONSANTO CO NEW	06/20/2013	12/19/2014	1,702.00	1,477.00			225.00
20. MFB NORTHERN FUNDS ULT FIXED INCOME FD	11/02/2012	05/08/2014	205.00	205.00			
5. MFB NORTHERN FUNDS ULTR FIXED INCOME FD	11/02/2012	06/02/2014	51.00	51.00			
28. MFB NORTHERN FUNDS ULT FIXED INCOME FD	11/02/2012	08/08/2014	287.00	286.00			1.00
1882.15 MFB NORTHERN FUNDS FIXED INCOME FD	07/25/2013	10/16/2014	19,273.00	19,248.00			25.00
30. MFB NORTHN FDS MULTI-M GLOBAL REALESTATE FD	12/19/2012	02/20/2014	502.00	541.00			-39.00
49. MFB NORTHN FDS MULTI-M GLOBAL REALESTATE FD	12/19/2012	05/08/2014	852.00	883.00			-31.00
16. MFB NORTHN FDS MULTI-M GLOBAL REALESTATE FD	12/19/2012	06/02/2014	285.00	288.00			-3.00
38. MFB NORTHN FDS MULTI-M GLOBAL REALESTATE FD	12/19/2012	08/08/2014	670.00	685.00			-15.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►							
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1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
65. MFB NORTHN FDS MULTI-M GLOBAL REALESTATE FD		12/19/2012	10/16/2014	1,102.00	1,171.00			-59.00
40. MFB NORTHN FDS MULTI-M GLOBAL REALESTATE FD		12/19/2012	11/10/2014	716.00	711.00			5.00
413. MFB NORTHN FDS MULTI- GLOBAL REALESTATE FD		12/05/2013	12/22/2014	6,711.00	7,164.00	W	453.00	
1523. MFB NORTHN FDS MULTI- EMERGING MKTS EQTY FD		01/24/2013	02/20/2014	27,719.00	29,675.00			-1,956.00
78. MFB NORTHN FDS MULTI-M EMERGING MKTS EQTY FD		11/02/2012	05/08/2014	1,505.00	1,419.00			86.00
25. MFB NORTHN FDS MULTI-M EMERGING MKTS EQTY FD		11/02/2012	06/02/2014	493.00	455.00			38.00
61. MFB NORTHN FDS MULTI-M EMERGING MKTS EQTY FD		11/02/2012	08/08/2014	1,226.00	1,110.00			116.00
1215. MFB NORTHN FDS MULTI- EMERGING MKTS EQTY FD		11/02/2012	10/16/2014	22,696.00	22,101.00			595.00
52. MFB NORTHN FDS MULTI-M EMERGING MKTS EQTY FD		11/02/2012	11/10/2014	997.00	946.00			51.00
1445. MFB NORTHN FDS MULTI- EMERGING MKTS EQTY FD		07/25/2013	12/22/2014	26,140.00	25,183.00			957.00
323. MFB NORTHN MULTI-MANA EQTY FD FD		01/24/2013	05/08/2014	3,566.00	3,046.00			520.00
102. MFB NORTHN MULTI-MANA EQTY FD FD		09/01/2011	06/02/2014	1,143.00	934.00			209.00
251. MFB NORTHN MULTI-MANA EQTY FD FD		07/25/2013	08/08/2014	2,743.00	2,548.00			195.00
654. MFB NORTHN MULTI-MANA EQTY FD FD		09/19/2013	10/16/2014	6,573.00	6,991.00			-418.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

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Social security number or taxpayer identification number

WILLIAM G BURKHOLDER FOUNDATION

65-6357210

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<input type="checkbox"/>	(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
258. MFB NORTHN MULTI-MANA EQTY FD FD	09/19/2013	11/10/2014		2,722.00	2,758.00			-36.00
6468. MFB NORTHN MULTI-MAN EQTY FD FD	09/19/2013	11/20/2014		68,496.00	66,653.00			1,843.00
14. MFB NORTHN MULTIMGR SM	04/26/2010	02/20/2014		161.00	134.00			27.00
18. MFB NORTHN MULTIMGR SM	04/26/2010	05/08/2014		196.00	172.00			24.00
6. MFB NORTHN MULTIMGR SMA	04/26/2010	06/02/2014		67.00	57.00			10.00
14. MFB NORTHN MULTIMGR SM	04/26/2010	08/08/2014		157.00	134.00			23.00
17. MFB NORTHN MULTIMGR SM	04/26/2010	11/10/2014		198.00	162.00			36.00
31. MFB NORTHN MULTIMGR SM	04/26/2010	11/20/2014		361.00	296.00			65.00
243.27 MFB NORTHN MULTIMGR FD	12/19/2013	12/22/2014		2,372.00	2,700.00	W	328.00	
119.73 MFB NORTHN MULTIMGR FD	04/26/2010	12/22/2014		1,167.00	1,142.00			25.00
77. MFB NORTHN MULTIMGR MI	12/19/2012	02/20/2014		1,055.00	918.00			137.00
49. MFB NORTHN MULTIMGR MI	12/19/2012	05/08/2014		668.00	584.00			84.00
16. MFB NORTHN MULTIMGR MI	12/19/2012	06/02/2014		223.00	191.00			32.00
38. MFB NORTHN MULTIMGR MI	07/25/2013	08/08/2014		529.00	548.00			-19.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

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Name(s) shown on return Name and SSN or taxpayer identification no. not required if shown on other side	Social security number or taxpayer identification number
WILLIAM G BURKHOLDER FOUNDATION	65-6357210

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<input type="checkbox"/>	(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
42. MFB NORTHN MULTIMGR MI		07/25/2013	11/10/2014	610.00	606.00			4.00
771. MFB NORTHN MULTIMGR M		12/19/2013	12/22/2014	9,638.00	11,111.00	W	1,473.00	
9. MFB NORTHN FDS SMALL CA		01/24/2013	05/08/2014	181.00	155.00			26.00
11. MFB NORTHN FDS SMALL C		12/19/2012	08/08/2014	228.00	162.00			66.00
9. MFB NORTHN FDS SMALL CA		12/16/2010	11/10/2014	197.00	130.00			67.00
26. MFB NORTHN FDS SMALL C		12/16/2010	11/20/2014	565.00	376.00			189.00
27. MFB NORTHN FDS SMALL C		12/19/2013	12/22/2014	572.00	548.00			24.00
262. MFB NORTHN HI YIELD F		10/02/2007	02/20/2014	1,983.00	2,099.00			-116.00
272. MFB NORTHN HI YIELD F		10/02/2007	05/08/2014	2,078.00	2,179.00			-101.00
86. MFB NORTHN HI YIELD FX		10/02/2007	06/02/2014	660.00	689.00			-29.00
211. MFB NORTHN HI YIELD F		10/02/2007	08/08/2014	1,591.00	1,690.00			-99.00
226. MFB NORTHN HI YIELD F		01/24/2013	11/10/2014	1,684.00	1,770.00	W	86.00	
95. MFB NORTHN HI YIELD FX		10/02/2007	12/22/2014	671.00	749.00	W	78.00	
129. MFB NORTHERN FDS FIXE		11/02/2012	02/20/2014	1,316.00	1,402.00			-86.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side	Social security number or taxpayer identification number
WILLIAM G BURKHOLDER FOUNDATION	65-6357210

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 (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
 (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
231. MFB NORTHERN FDS FIXE		11/02/2012	05/08/2014	2,389.00	2,511.00			-122.00
50. MFB NORTHERN FDS FIXED		11/02/2012	06/02/2014	519.00	544.00			-25.00
139. MFB NORTHERN FDS FIXE		11/02/2012	08/08/2014	1,441.00	1,511.00			-70.00
410. MFB NORTHERN FDS FIXE		11/02/2012	11/10/2014	4,256.00	4,457.00	W	201.00	
.75 NOW INC COM		03/02/2007	06/02/2014	25.00	10.00			15.00
5. NOW INC COM		05/14/2009	06/12/2014	165.00	67.00			98.00
4. NOW INC COM		05/14/2009	06/13/2014	134.00	53.00			81.00
3. NOW INC COM		05/14/2009	06/16/2014	99.00	40.00			59.00
2. NOW INC COM		05/14/2009	06/17/2014	66.00	27.00			39.00
4. ORACLE CORPORATION		10/04/2010	06/02/2014	168.00	109.00			59.00
8. PFIZER INC		01/24/2013	05/08/2014	235.00	218.00			17.00
6. PFIZER INC		01/24/2013	11/10/2014	181.00	164.00			17.00
1. PRECISION CASTPARTS COR		10/21/2011	11/10/2014	225.00	168.00			57.00
3. QUALCOMM INC		07/15/2011	05/08/2014	240.00	165.00			75.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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Social security number or taxpayer identification number

WILLIAM G BURKHOLDER FOUNDATION

65-6357210

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1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
20. QUALCOMM INC		07/15/2011	10/30/2014	1,540.00	1,097.00			443.00
49. ST JUDE MEDICAL INC		09/21/2012	01/14/2014	3,246.00	2,095.00			1,151.00
1. ST JUDE MEDICAL INC		09/18/2012	01/15/2014	66.00	43.00			23.00
9. ST JUDE MEDICAL INC		09/18/2012	01/15/2014	595.00	384.00			211.00
3. STARBUCKS CORP		08/10/2012	05/08/2014	211.00	136.00			75.00
149. US BANCORP DEL NEW		09/01/2011	07/17/2014	6,248.00	3,604.00			2,644.00
26. UNITED TECHNOLOGIES CO		08/09/2005	07/30/2014	2,774.00	1,290.00			1,484.00
11. UNITED TECHNOLOGIES CO		08/09/2005	07/31/2014	1,164.00	546.00			618.00
8. V F CORP		04/28/2011	01/14/2014	485.00	215.00			270.00
10. V F CORP		04/28/2011	01/15/2014	605.00	269.00			336.00
8. V F CORP		04/28/2011	01/16/2014	475.00	215.00			260.00
22. V F CORP		04/28/2011	01/29/2014	1,276.00	587.00			689.00
4. V F CORP		04/27/2011	05/08/2014	246.00	106.00			140.00
15. V F CORP		04/27/2011	08/27/2014	961.00	399.00			562.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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WILLIAM G. BURKHOLDER FOUNDATION

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375,001. 355,569. 2,632. 22,064

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Custom Reporting

31 DEC 14

◆ Asset Detail - Base Currency

Description/Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued Income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities									
Common stock									
United States - USD									
ALTERA CORP COM CUSIP 021441100									
174 000		36.94	0.00		6,427.56	5,830.21	597.35	0.00	597.36
AMERICAN EXPRESS CO CUSIP 025816109									
81 000		93.04	0.00		7,536.24	3,942.29	3,593.95	0.00	3,593.95
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103									
60 000		53.30	0.00		3,198.00	2,070.88	1,127.12	0.00	1,127.12
AMGEN INC COM CUSIP 031162100									
54 000		159.29	0.00		8,601.66	3,947.14	4,654.52	0.00	4,654.52
APACHE CORP COM CUSIP 037411105									
APA		83 000	62.67	0.00	5,201.61	6,661.35	-1,459.74	0.00	-1,459.74
APPLE INC COM STK CUSIP 037833100									
166 000		110.38	0.00		18,323.08	3,434.96	14,888.12	0.00	14,888.12
BAXTER INTL INC COM CUSIP 071813109									
109 000		73.29	56.68		7,988.61	7,469.13	519.48	0.00	519.48
C R BARD CUSIP 067383109									
47 000		166.62	0.00		7,831.14	5,335.15	2,495.99	0.00	2,495.99
CHEVRON CORP COM CUSIP 1666764100									
CVX		50 000	112.18	0.00	5,609.00	3,638.62	1,970.38	0.00	1,970.38

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 18 Mar 15 B003

Custom Reporting

31 DEC 14

◆ Asset Detail - Base Currency

Description/Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
Shares/PAR value									
Equity Securities									
Common stock									
United States - USD									
CISCO SYSTEMS INC	CUSIP 17275R102								
135 000	27.815	0.00		3,755.02	2,884.39	870.63	0.00	870.63	
CITIGROUP INC COM NEW COM NEW	CUSIP 172967424								
217 000	54.11	0.00		11,741.87	10,878.60	863.27	0.00	863.27	
COCA COLA CO COM	CUSIP 191216100								
93 000	42.22	0.00		3,926.46	3,319.80	606.66	0.00	606.66	
COSTCO WHOLESALE CORP NEW COM	CUSIP 22160K105								
40 000	141.75	0.00		5,670.00	2,704.25	2,965.75	0.00	2,965.75	
CVS HEALTH CORP COM	CUSIP 128650100								
CVS									
100 000	\$6.31	0.00		9,631.00	4,951.77	4,679.23	0.00	4,679.23	
DANAHER CORP COM	CUSIP 235851102								
144 000	85.71	14.40		12,342.24	3,612.33	8,729.91	0.00	8,729.91	
DICKS SPORTING GOODS INC OC-COM	CUSIP 253393102								
154 000	49.65	0.00		7,646.10	6,899.33	746.77	0.00	746.77	
EATON CORP PLC COM USDO 50	CUSIP G29183103								
132 000	67.96	0.00		8,970.72	7,612.17	1,358.55	0.00	1,358.55	
EMC CORP COM	CUSIP 268648102								
EMC									
205 000	29.74	23.57		6,096.70	4,101.69	1,995.01	0.00	1,995.01	

Custom Reporting

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
Equity Securities										
Common stock										
United States - USD										
EXELON CORP COM CUSIP 30161N101										
100 000		37.08	0.00		3,708.00		3,657.19	50.81	0.00	50.81
EXPRESS SCRIPTS HLDG CO COM CUSIP 302196108										
123 000		84.67	0.00		10,414.41		6,904.55	3,509.86	0.00	3,509.86
EXXON MOBIL CORP COM CUSIP 30231G102										
89 000		92.45	0.00		8,228.05		4,406.00	3,822.05	0.00	3,822.05
FRKLN RES INC COM CUSIP 354613101										
91 000		55.37	59.15		5,038.67		3,509.04	1,529.63	0.00	1,529.63
GENERAL ELECTRIC CO CUSIP 369604103										
GE		296 000	25.27	68.08	7,479.92		5,532.05	1,947.87	0.00	1,947.87
GILEAD SCIENCES INC CUSIP 375558103										
GILD		51 000	94.26	0.00		4,807.26	2,924.25	1,883.01	0.00	1,883.01
GOOGLE INC CL A CUSIP 38259P508										
GOOG		8 000	530.66	0.00		4,245.28	1,669.22	2,576.06	0.00	2,576.06
GOOGLE INC COM US00001 CL C CUSIP 38259P706										
HOME DEPOT INC COM CUSIP 437076102										
15 000		526.40	0.00		7,896.00		5,408.58	2,487.42	0.00	2,487.42
95 000		104.97	0.00		9,972.15		4,706.19	5,265.96	0.00	5,265.96

Account number 0245086

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Custom Reporting

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► Asset Detail - Base Currency

Description / Asset ID	Market Value			Unrealized gain/loss			
	Investment Mgr ID	Shares/FAR value	Exchange rate/ local market price	Accrued income/expense	Cost	Market Translation	Total

Equity Securities

United States - USD						
INTEL CORP COM	CUSIP	458140100				
INTC	109 000	36 29	0.00	3,955 61	3,063 73	891 88
INTERCONTINENTAL EXCHANGE INC COM	CUSIP	45866F104				
	28 000	219 29	0.00	6,140 12	3,846 88	2,293 24
JPMORGAN CHASE & CO COM	CUSIP	46625H100				
JPM	234 000	62 58	0.00	14,643 72	8,912 04	5,731 68
MC DONALDS CORP COM	CUSIP	580135101				
	68 000	93 70	0.00	6,371 60	5,936 50	435 10
MERCK & CO INC NEW COM	CUSIP	58933Y105				
	150 000	56 79	67 50	8,518 50	6,681 45	1,837 05
METLIFE INC COM STK USDO 01	CUSIP	59156R108				
	141 000	54 09	0.00	7,626 69	5,406 98	2,219 71
MONDELEZ INTL INC COM	CUSIP	609207105				
	194 000	36 325	29 10	7,047 05	6,417 22	629 83
NATIONAL OILWELL VARCO COM STK	CUSIP	637071101				
NOV	88 000	65 53	0.00	5,766 64	3,674 99	1,991 65
NIKE INC CL B	CUSIP	654106103				
	80 000	10 45	17 26	5,064 20	2,774 67	2,696 62

Custom Reporting

31 DEC 14

◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
Shares/PAR value									
Equity Securities									
Common stock									
United States - USD									
NORFOLK SOUTHN CORP COM CUSIP 655844108 NSC	51 000	109.61	0.00	5,590.11	3,611.44	3,978.67	0.00	0.00	1,978.67
NUCOR CORP COM CUSIP 670346105	116 000	49.05	43.21	5,689.80	5,626.79	63.01	0.00	0.00	63.01
ORACLE CORP COM CUSIP 68389X105 ORCL	153 000	44.97	0.00	6,880.41	4,336.60	2,541.81	0.00	0.00	2,541.81
PFIZER INC COM CUSIP 717081103	340 000	31.15	0.00	10,591.00	8,408.57	2,182.43	0.00	0.00	2,182.43
PRECISION CASTPARTS CORP COM CUSIP 740169105 PCP	30 000	240.88	0.00	7,226.40	5,557.86	1,668.54	0.00	0.00	1,668.54
PROCTER & GAMBLE COM NPV CUSIP 742718109	68 000	91.09	0.00	6,194.12	4,257.77	1,936.35	0.00	0.00	1,936.35
QUALCOMM INC COM CUSIP 747525103 QCOM	108 000	74.33	0.00	8,027.64	5,667.56	2,360.08	0.00	0.00	2,360.08
SALESFORCE COM INC COM STK CUSIP 79466L302	88 000	59.31	0.00	5,219.28	5,050.42	168.86	0.00	0.00	168.86
SCHLUMBERGER LTD COM COM CUSIP 806857108 SLB	95 000	85.41	30.00	8,113.95	8,204.57	-90.62	0.00	0.00	-90.62

Custom Reporting

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
<i>Equity Securities</i>										
<i>Common stock</i>										
<i>United States - USD</i>										
STARBUCKS CORP COM CUSIP 855244109										
TERADATA CORP DEL COM STK CUSIP 88076W103		115,000	82.05	0.00	9,435.75	6,135.65	3,300.10	0.00	3,300.10	
TDC		93,000	43.68	0.00	4,062.24	4,020.47	41.77	0.00	41.77	
TWENTY-FIRST CENTY FOX INC CL A CUSIP 90130A101										
FOXA		194,000	38.405	0.00	7,450.57	6,222.77	1,227.80	0.00	1,227.80	
V F CORP COM CUSIP 918204108			72,000	74.90	0.00	5,392.80	2,202.55	3,190.25	0.00	3,190.25
VZ		69,000	46.78	0.00	3,227.82	2,614.69	613.13	0.00	613.13	
WALT DISNEY CO CUSIP 254687106										
DIS		85,000	94.19	97.75	8,006.15	3,028.52	4,977.63	0.00	4,977.63	
WELLS FARGO & CO NEW COM STK CUSIP 949746101										
WFC		228,000	54.82	0.00	12,498.96	6,486.78	6,012.18	0.00	6,012.18	
ZIMMER HLGDGS INC COM CUSIP 98956P102										
ZMH		45,000	113.42	9.90	5,103.90	4,559.62	544.28	0.00	544.28	
Total USD			516,70		387,028.88	260,420.22	126,608.66	0.00	126,608.66	
Total United States			516,70		387,028.88	260,420.22	126,608.66	0.00	126,608.66	

Custom Reporting

31 DEC 14

Account number 0245086

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued Income/expense	Market Value	Cost	Market	Unrealized gain/loss	Total
Investment Mgr ID							
Shares/PAR value							

Equity Securities

Total Common Stock	516.70	387,028.88	260,420.22	126,608.66	0.00	126,608.66

Equity funds

Emerging Markets Region - USD

MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483

3,860.090	18.05	0.00	69,674.62	42,193.55	27,481.07	0.00	27,481.07
Total USD		0.00	69,674.62	42,193.55	27,481.07	0.00	27,481.07
Total Emerging Markets Region		0.00	69,674.62	42,193.55	27,481.07	0.00	27,481.07

Global Region - USD

MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 333939L407

2,133.000	30.62	1,827.10	65,312.46	74,995.55	-9,683.09	0.00	-9,683.09
Total USD		1,827.10	65,312.46	74,995.55	-9,683.09	0.00	-9,683.09
Total Global Region		1,827.10	65,312.46	74,995.55	-9,683.09	0.00	-9,683.09

International Region - USD

MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558

20,103.560	10.08	0.00	202,643.88	167,557.78	35,086.10	0.00	35,086.10
Total USD		0.00	202,643.88	167,557.78	35,086.10	0.00	35,086.10
Total International Region		0.00	202,643.88	167,557.78	35,086.10	0.00	35,086.10

United States - USD

MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665

933.580	21.25	0.00	19,838.57	14,522.25	5,316.32	0.00	5,316.32

Custom Reporting

31 DEC 14

◆ Asset Detail - Base Currency

Description / Asset ID		Accrued	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
Investment Mgr ID	Exchange rate/ local market price	Income/expense						
Shares/Par value								
Equity Securities								
Equity funds								
United States - USD								
MFB NORTHERN MULTI-MANAGER GLOBAL LISTED INFRASTRUCTURE FUND CUSIP 665162334								
2,736.440	12.29	0.00	33,630.84	34,054.30	423.46	0.00	-423.46	
MFB NORTHN MULTI-MANAGER MID CAP FD CUSIP 665162574								
5,003.980	12.48	0.00	62,449.67	55,406.84	7,042.83	0.00	7,042.83	
MFB NORTHN MULTI-MANAGER SMALL CAP FD CUSIP 665162566								
1,743.210	9.74	0.00	16,978.86	15,331.10	1,647.76	0.00	1,647.76	
Total USD		0.00	132,897.94	119,314.49	13,583.45	0.00	13,583.45	
Total United States		0.00	132,897.94	119,314.49	13,583.45	0.00	13,583.45	
Total Equity Funds		1,827.10	470,628.90	404,061.37	66,467.53	0.00	66,467.53	
Other equity								
United States - USD								
AMERICAN TOWER CORP CUSIP 03027X100								
66.000	98.85	25.08	6,524.10	4,909.51	1,614.59	0.00	1,614.59	
Total USD		25.08	6,524.10	4,909.51	1,614.59	0.00	1,614.59	
Total United States		25.08	6,524.10	4,909.51	1,614.59	0.00	1,614.59	
Total Other Equity		25.08	6,524.10	4,909.51	1,614.59	0.00	1,614.59	
Total Equity Securities		2,368.88	864,081.88	669,391.10	194,690.78	0.00	194,690.78	
42,515.860								

◆ Northern Trust

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Custom Reporting

31 DEC 14

Account number 0245086

◆ Asset Detail - Base Currency

Description / Asset ID	Accrued	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
Investment Mgr ID	Exchange rate/ local market price	Income/expense					
Shares/PAR value							

Fixed Income Securities

Corporate/government

United States - USD

MFB NORTHERN FDS FIXED INCOME FD CUSIP 665162806							
44,938.320	10.40	0.00	467,358.52	467,892.45	-533.93	0.00	-533.93
Issue Date 25 Aug 08							
MFB NORTHRN HI YIELD FXD INC FD CUSIP 665162699							
23,296.800	7.08	0.00	164,941.34	166,528.20	-3,586.86	0.00	-3,586.86
Issue Date 25 Aug 08							
UNITED STATES TREAS NTS DTD 00/09 4.5% DUE 11-15-2015 REG CUSIP 912828EN6							
50,000.000	103.6641	292.12	51,832.05	48,740.23	3,091.82	0.00	3,091.82
Issue Date 15 Nov 05	Rate 4.50%	Yield to Maturity 0.23%	Maturity Date 15 Nov 15				
Total USD	292.12		684,131.91	685,160.88	-1,028.97	0.00	-1,028.97
Total United States	292.12		684,131.91	685,160.88	-1,028.97	0.00	-1,028.97
Total Corporate/Government	292.12		684,131.91	685,160.88	-1,028.97	0.00	-1,028.97
118,236.120							

Other bonds

United States - USD

MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506							
2,790.000	24.29	51.53	67,769.10	70,692.72	-2,923.62	0.00	-2,923.62
Issue Date 07 Dec 12							
Total USD	51.53		67,769.10	70,692.72	-2,923.62	0.00	-2,923.62
Total United States	51.53		67,769.10	70,692.72	-2,923.62	0.00	-2,923.62

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Custom Reporting

31 DEC 14

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss	Total
Investment Mgr ID							
Shares/PAR value							

Fixed Income Securities

Total Other Bonds	61,53	67,769.10	70,692.72	-2,923.62	0.00	-2,923.62
Total Fixed Income Securities	343,66	765,901.01	765,863.60	-3,962.69	0.00	-3,962.69

Real Estate

Real estate funds

Global Region - USD

MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475							
4,101,940	16.04	0.00	65,795.11	52,282.68	13,512.43	0.00	13,512.43
Total USD	0.00	65,795.11	52,282.68	13,512.43	0.00	13,512.43	
Total Global Region	0.00	65,795.11	52,282.68	13,512.43	0.00	13,512.43	
Total Real Estate Funds	0.00	65,795.11	52,282.68	13,512.43	0.00	13,512.43	
Total Real Estate	4,101,940	0.00	65,795.11	52,282.68	13,512.43	0.00	13,512.43

Cash and Short Term Investments

Short term

USD - United States dollar							
>	1.00	0.42	49,028.32	49,028.32	0.00	0.00	0.00

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Custom Reporting

31 DEC 14

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total

Cash and Short Term Investments

Short term							
Total short term - all currencies	0.42	49,028.32	49,028.32	0.00	0.00	0.00	0.00
Total short term - all countries	0.42	49,028.32	49,028.32	0.00	0.00	0.00	0.00
Total Short Term	0.42	49,028.32	49,028.32	0.00	0.00	0.00	0.00
Total Cash and Short Term Investments	0.42	49,028.32	49,028.32	0.00	0.00	0.00	0.00
Total	216,671.240	2,712.95	1,730,806.32	1,626,655.70	204,260.62	0.00	204,260.62

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