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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning 10/01 , 2014, and ending 09/30, 2015

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): P.O. BOX 40200, FL9-300-01-16

Room/suite:

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 ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 5,984,364.

J Accounting method: [X] Cash [ ] Accrual [ ] 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).)

	Line	Description	(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)				
	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	146,039.	143,476.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	113,586.			
	b	Gross sales price for all assets on line 6a 2,721,223.				
	7	Capital gain net income (from Part IV, line 2)		113,586.		
	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)	662.	191.		STMT 2
	12	Total. Add lines 1 through 11	260,287.	257,253.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	34,580.	20,748.		13,832.
	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	4,673.	4,673.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	6,405.	1,790.		
	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	860.	2,875.		845.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	47,647.	30,086.	NONE	15,806.
	25	Contributions, gifts, grants paid	309,963.			309,963.
	26	Total expenses and disbursements Add lines 24 and 25	357,610.	30,086.	NONE	325,769.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-97,323.			
	b	**Net investment income** (if negative, enter -0-)		227,167.		
	c	**Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.**
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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	166,334.	181,410.	181,410.
	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 7	4,982,922.	5,518,787.	5,802,954.
	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 11	517,427.		
	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)	5,666,683.	5,700,197.	5,984,364.
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	733,539.	767,053.	
	30 **Total net assets or fund balances** (see instructions)	5,666,683.	5,700,197.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	5,666,683.	5,700,197.	

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	5,666,683.
2 Enter amount from Part I, line 27a	2	-97,323.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	138,336.
4 Add lines 1, 2, and 3	4	5,707,696.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	7,499.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,700,197.

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	2,848,058.		2,601,240.	246,818.
b	-126,889.		6,343.	-133,232.
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				246,818.
b				-133,232.
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	113,586.
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	285,461.	6,678,592.	0.042743
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

2	Total of line 1, column (d)	2	0.209990
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	0.041998
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	6,583,053.
5	Multiply line 4 by line 3	5	276,475.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,272.
7	Add lines 5 and 6	7	278,747.
8	Enter qualifying distributions from Part XII, line 4	8	325,769.

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 ▶ [X] and enter 1% of Part I, line 27b	1	2,272.
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	2,272.
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	2,272.
6	Credits/Payments.		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 9,231.		
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	9,231.
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	6,959.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 1,136. **Refunded** ▶	11	5,823.

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)? *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*	1b		X
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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 2014 or the taxable year beginning in 2014 (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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ SEE STATEMENT 16 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			
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?	16		X
	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 ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ 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 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:

(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 4945(d)(4)(A)? (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, FL9-300-01-16, JACKSONVILLE, FL 32203-	TRUSTEE 01	34,580	-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	6,441,326.
b	Average of monthly cash balances	1b	241,977.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	6,683,303.
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	6,683,303.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	100,250.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,583,053.
6	**Minimum investment return.** Enter 5% of line 5	6	329,153.

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	329,153.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,272.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,272.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	326,881.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	326,881.
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	326,881.

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	325,769.
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	325,769.
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	2,272.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	323,497.

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				326,881.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			308,482.	
b Total for prior years 20 12 ,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 ▶ $ 325,769.				
a Applied to 2013, but not more than line 2a			308,482.	
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				17,287.
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				309,594.
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

1a 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)(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 17

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*				
SEE STATEMENT 21				309,963.
Total . . . . . . ▶ **3a**				309,963.
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	146,039.	
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	113,586.	
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	1.	
c EXCISE TAX REFUND			1	661.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				260,287.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 260,287.

(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

Karen J Kiser | 01/04/2016 | 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	2,859.	2,859.
FOREIGN DIVIDENDS	15,705.	15,705.
NONDIVIDEND DISTRIBUTIONS	2,553.	
DOMESTIC DIVIDENDS	74,209.	74,209.
OTHER INTEREST	1.	1.
NON-TAXABLE FOREIGN INCOME	10.	
NONQUALIFIED FOREIGN DIVIDENDS	1,522.	1,522.
NONQUALIFIED DOMESTIC DIVIDENDS	49,180.	49,180.
TOTAL	146,039.	143,476.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME	1.	1.
EXCISE TAX REFUND	661.	
PARTNERSHIP INCOME		190.
TOTALS	662.	191.

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	4,673.	4,673.
TOTALS	4,673.	4,673.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	200.	200.
EXCISE TAX ESTIMATES	4,615.	
FOREIGN TAXES ON QUALIFIED FOR	1,385.	1,385.
FOREIGN TAXES ON NONQUALIFIED	205.	205.
TOTALS	6,405.	1,790.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	845.		845.
OTHER INVESTMENT FEE	15.	15.	
PARTNERSHIP EXPENSES		2,860.	
TOTALS	860.	2,875.	845.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
233051200 DB X-TRACKERS MSCI E	249,430.	219,072.
464287200 ISHARES CORE S&P 500	163,486.	148,387.
464287507 ISHARES CORE S&P MID	103,152.	95,627.
464287614 ISHARES RUSSELL 1000	381,695.	542,097.
464287655 ISHARES RUSSELL 2000	60,133.	54,600.
73935S105 POWERSHARES DB COMMO	424,965.	251,187.
921943858 VANGUARD FTSE DEVELO	142,697.	121,354.
922042858 VANGUARD FTSE EMERGI	122,007.	98,443.
922908553 VANGUARD REIT ETF	260,516.	307,826.
032511107 ANADARKO PETE CORP C	6,556.	6,341.
055622104 BP P L C SPONSORED A	6,170.	4,584.
166764100 CHEVRON CORP COM	10,320.	6,705.
20825C104 CONOCOPHILLIPS COM	7,911.	5,995.
26875P101 EOG RES INC COM	10,207.	8,372.
30231G102 EXXON MOBIL CORP COM	17,773.	14,498.
49456B101 KINDER MORGAN INC DE	14,771.	10,380.
637071101 NATIONAL OILWELL VAR	4,644.	3,577.
674599105 OCCIDENTAL PETE CORP	8,024.	9,261.
806857108 SCHLUMBERGER LTD COM	5,480.	6,552.
N53745100 LYONDELLBASELL INDUS	2,096.	1,667.
260543103 DOW CHEM CO COM	7,222.	10,388.
35671D857 FREEPORT-MCMORAN INC	3,277.	1,357.
460146103 INTERNATIONAL PAPER	21,536.	16,061.
149123101 CATERPILLAR INC COM	8,422.	6,536.
235851102 DANAHER CORP DEL COM	8,607.	11,503.
244199105 DEERE & CO COM	8,069.	7,030.
291011104 EMERSON ELEC CO COM	1,463.	1,104.
31428X106 FEDEX CORP COM	2,977.	4,319.
369550108 GENERAL DYNAMICS COR	6,171.	9,657.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
369604103 GENERAL ELEC CO COM	8,763.	9,205.
438516106 HONEYWELL INTL INC C	6,164.	9,469.
539830109 LOCKHEED MARTIN CORP	9,515.	10,366.
773903109 ROCKWELL AUTOMATION	6,216.	5,074.
911312106 UNITED PARCEL SVC IN	12,509.	12,336.
023135106 AMAZON COM INC COM	8,438.	15,357.
254687106 DISNEY WALT CO COM D	4,516.	15,841.
345370860 FORD MTR CO DEL COM	150.	136.
437076102 HOME DEPOT INC COM	15,910.	20,788.
517834107 LAS VEGAS SANDS CORP	261.	190.
580135101 MCDONALDS CORP COM	9,198.	9,853.
855244109 STARBUCKS CORP COM	8,319.	14,210.
87612E106 TARGET CORP COM	14,760.	15,732.
90130A101 TWENTY-FIRST CENTY F	4,631.	4,452.
918204108 V F CORP COM	346.	341.
427866108 HERSHEY CO COM	10,714.	9,188.
494368103 KIMBERLY CLARK CORP	10,733.	10,904.
500754106 KRAFT HEINZ CORP COM	18,266.	19,410.
609207105 MONDELEZ INTL INC CO	2,133.	2,931.
713448108 PEPSICO INC COM	16,034.	21,689.
742718109 PROCTER & GAMBLE CO	19,391.	19,064.
966837106 WHOLE FOODS MKT INC	11,250.	6,963.
G5960L103 MEDTRONIC PLC COM	16,929.	14,727.
00287Y109 ABBVIE INC COM	12,846.	15,779.
031162100 AMGEN INC COM	9,007.	12,449.
075887109 BECTON DICKINSON & C	13,959.	17,909.
478160104 JOHNSON & JOHNSON CO	17,983.	20,537.
532457108 LILLY ELI & CO COM	8,431.	8,369.
58155Q103 MCKESSON CORP COM	4,463.	17,578.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
717081103 PFIZER INC COM	6,434.	6,910.
91324P102 UNITEDHEALTH GROUP I	8,465.	15,081.
020002101 ALLSTATE CORP COM	6,750.	5,824.
025816109 AMERICAN EXPRESS CO	8,631.	8,525.
054937107 BB&T CORP COM	12,543.	12,638.
084670702 BERKSHIRE HATHAWAY I	23,271.	23,472.
09247X101 BLACKROCK INC CL A	15,887.	14,874.
14040H105 CAPITAL ONE FINL COR	3,962.	3,263.
172967424 CITIGROUP INC NEW CO	4,074.	8,186.
38141G104 GOLDMAN SACHS GROUP	5,598.	9,557.
46625H100 J P MORGAN CHASE & C	10,455.	15,852.
59156R108 METLIFE INC COM	10,649.	10,845.
744320102 PRUDENTIAL FINL INC	11,207.	9,526.
949746101 WELLS FARGO & CO NEW	9,161.	15,148.
G1151C101 ACCENTURE PLC CL A C	7,274.	7,370.
037833100 APPLE INC COM	12,814.	43,569.
111320107 BROADCOM CORP CL A	10,090.	17,229.
14964U108 CAVIUM INC COM	9,679.	14,729.
17275R102 CISCO SYS INC COM	2,889.	2,625.
219350105 CORNING INC COM	2,090.	1,712.
30303M102 FACEBOOK INC CL A CO	2,734.	3,147.
38259P508 GOOGLE INC CL A COM	5,793.	12,767.
38259P706 GOOGLE INC COM CL C	4,268.	9,126.
458140100 INTEL CORP COM	2,392.	2,261.
459200101 INTERNATIONAL BUSINE	4,652.	8,698.
594918104 MICROSOFT CORP COM	15,271.	18,589.
68389X105 ORACLE CORP COM	11,006.	11,920.
882508104 TEXAS INSTRS INC COM	2,137.	1,981.
92826C839 VISA INC CL A COM	8,056.	12,191.

THE THOMAS C BURKE FOUNDATION 58-6047627

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
983919101 XILINX INC COM	934.	848.
00206R102 AT&T INC COM	4,718.	4,235.
92343V104 VERIZON COMMUNICATIO	4,813.	5,439.
030420103 AMERICAN WTR WKS CO	6,284.	7,711.
816851109 SEMPRA ENERGY COM	7,265.	6,287.
057071813 BAIRD MIDCAP FUND IN	178,707.	169,612.
52470H765 LEGG MASON CLEARBRID	119,627.	107,537.
55272P778 MFS RESEARCH BD FUND	315,499.	314,551.
693390700 PIMCO TOTAL RETURN F	221,509.	214,998.
693390841 PIMCO HIGH YIELD FD	110,000.	103,312.
04314H204 ARTISAN INTERNATIONA	92,781.	143,811.
411511306 HARBOR INTERNATIONAL	75,845.	97,062.
808090757 SCHRODER EMERGING MK	310,068.	263,944.
592905509 METRO WEST T/R BD CL	522,657.	535,008.
TOTALS	4,560,551.	4,627,297.

THE THOMAS C BURKE FOUNDATION 58-6047627

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
73935S105 POWERSHARES DB COMMO	C
TOTALS	

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

DESCRIPTION	AMOUNT
PARTNERSHIP ADJUSTMENT	131,895.
CURRENT YEAR END SALES ADJUSTMENT	6,231.
PRIOR YEAR END SALES ADJUSTMENT	56.
TAX EFFECTIVE POSTING ADJUSTMENT	154.
TOTAL	138,336.

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

DESCRIPTION		AMOUNT
COST BASIS ADJUSTMENT		6,684.
SALES ADJUSTMENTS		815.
	TOTAL	7,499.

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					
42. HI-CRUSH PARTNERS LP UNIT LTD PARTNER INTS COM	09/03/2014	12/23/2014	1,374.00	2,776.00	-1,402.00
216. OCH-ZIFF CAP MGMT GROUP CL A	09/03/2014	02/05/2015	2,696.00	2,737.00	-41.00
75. OCH-ZIFF CAP MGMT GROUP CL A	10/06/2014	02/05/2015	936.00	830.00	106.00
TOTAL OTHER GAINS AND LOSSES			5,006.00	6,343.00	-1,337.00
Totals			5,006.00	6,343.00	-1,337.00

JSA
4F0971 1 000

GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

PARTNERSHIPS, TRUSTS, S CORPORATIONS	-131,895.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		-131,895.00

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

NAME: BANK OF AMERICA, N.A

ADDRESS: P O BOX 40200, FL9-300-01-16
JACKSONVILLE, FL 32203-0200

TELEPHONE NUMBER: (877)446-1410

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

RECIPIENT NAME:
MT DE SALES ACADEMY TRUSTEES
ADDRESS:
851 ORANGE STREET
MACON, GA 31201-2164
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 32,989.

RECIPIENT NAME:
ST JOSEPH CATHOLIC CHURCH
ADDRESS:
830 POPLAR ST
MACON, GA 31201-2016
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 32,989.

RECIPIENT NAME:
JAY'S HOPE FOUNDATION, INC
ADDRESS:
1157 B FORSYTH STREET
MACON, GA 31201
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 17,000.

RECIPIENT NAME:
MEDCEN COMMUNITY HEALTH FDN
ATTN: MRS. DOTTIE HOUSER, CEO
ADDRESS:
858 HIGH STREET
MACON, GA 31201
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 66,035.

RECIPIENT NAME:
MEALS ON WHEELS OF MACON
AND BIBB COUNTY, INC
ADDRESS:
P O BOX 6333
MACON, GA 31208
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 29,250.

RECIPIENT NAME:
DEPAUL USA, INC
CHARLES W LEVESQUE, EXEC DIR
ADDRESS:
5725 SPRAGUE STREET
PHILADELPHIA, PA 19138
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
WESLEYAN COLLEGE
ATTN: MRS RUTH A KNOX, PRES.
ADDRESS:
4760 FORSYTH ROAD
MACON, GA 31210-4462
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
METHODIST HOME FOR CHILDREN
AND YOUTH
ADDRESS:
304 PIERCE AVENUE
, GA 31204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 11,700.

RECIPIENT NAME:
REBUILDING MACON, INC
ADDRESS:
3864 LAKE STREET
MACON, GA 31204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
WESLEY GLEN MINISTRIES
ATTN: DR. WILLIAM W OLIVER, CEO
ADDRESS:
4580 N. MUMFORD ROAD
MACON, GA 31210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
MACON RESCUE MISSION
ADDRESS:
774 HAZEL STREET
MACON, GA 31201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MACON VOLUNTEER CLINIC, INC
ATTN: MRS CILE LIND, EXEC DIR
ADDRESS:
376 ROGERS AVENUE
MACON, GA 31204
RELATIONSHIP:
NA/
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

TOTAL GRANTS PAID: 309,963.

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.

FEDERAL FOOTNOTES

THE TAXPAYER HAS REPORTED ORDINARY INCOME UPON THE DISPOSITION OF UNITS IN HI-CRUSH PARTNERS LP (FEIN: 90-0840530), AS PROVIDED BY THE GENERAL PARTNER. THE AMOUNT WAS DETERMINED IN ACCORDANCE WITH INTERNAL REVENUE CODE SECTION 751 AND THE DETAILED INFORMATION IS AVAILABLE IN THE OFFICES OF THE GENERAL PARTNER UPON REQUEST.

THE THOMAS C BURKE FOUNDATION
58-6047627
Balance Sheet
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Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	181410 270	181,410 27	181,410.27
000957100	ABM INDS INC	87.000	2,803.68	2,375.97
001204106	AGL RES INC	64.000	3,869 27	3,906 56
00163U106	AMAG PHARMACEUTICALS INC	24 000	1,219 09	953 52
00165C104	AMC ENTMT HLDGS INC	75.000	2,248.03	1,889.25
00206R102	AT&T INC	130.000	4,717.69	4,235.40
00287Y109	ABBVIE INC	290 000	12,846 05	15,778.90
008252108	AFFILIATED MANAGERS GROUP	8.000	300.48	1,367.92
011659109	ALASKA AIR GROUP INC	48.000	2,226.78	3,813 60
015271109	ALEXANDRIA REAL ESTATE EQ INC	45 000	4,056.91	3,810.15
020002101	ALLSTATE CORP	100.000	6,750.00	5,824.00
023135106	AMAZON COM INC	30.000	8,437.99	15,356.70
024013104	AMERICAN ASSETS TR INC	113 000	2,263.91	4,617.18
025537101	AMERICAN ELEC PWR INC	109.000	3,374.17	6,197.74
02553E106	AMERICAN EAGLE OUTFITTERS NEW	203.000	3,477.89	3,172 89
025676206	AMERICAN EQUITY INVT LIFE HLDG	146 000	2,164.22	3,403.26
025816109	AMERICAN EXPRESS CO	115.000	8,630.85	8,524.95
030420103	AMERICAN WTR WKS CO INC	140.000	6,284 45	7,711.20
031162100	AMGEN INC	90.000	9,006 73	12,448.80
032359309	AMTRUST FINL SVCS INC	50.000	1,414.25	3,149.00
032511107	ANADARKO PETE CORP	105.000	6,556.45	6,340.95
037833100	APPLE INC	666.000	35,321.70	73,459.80
04314H204	ARTISAN INTERNATIONAL FUND	5332 255	92,781 23	143,810.92
053015103	AUTOMATIC DATA PROCESSING INC	132 000	4,112 24	10,607.52
054937107	BB&T CORP	355.000	12,542.95	12,638.00
055622104	BP P L C	257.000	11,236.45	7,853.92
057071813	BAIRD MIDCAP FUND	11368.109	178,706.68	169,612.19
073685109	BEACON ROOFING SUPPLY INC	96.000	3,174.53	3,119.04
075887109	BECTON DICKINSON & CO	135.000	13,959.35	17,909.10
084670702	BERKSHIRE HATHAWAY INC DEL	180.000	23,270.59	23,472.00
086516101	BEST BUY INC	136.000	3,884.32	5,048.32
09247X101	BLACKROCK INC	94.000	24,018.08	27,962 18
094235108	BLOOMIN BRANDS INC	124 000	2,840 73	2,254.32
097023105	BOEING CO	91.000	6,078.34	11,916.45

THE THOMAS C BURKE FOUNDATION
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Cusip	Asset	Units	Basis	Market Value
110122108	BRISTOL MYERS SQUIBB CO	211.000	14,054.80	12,491.20
111320107	BROADCOM CORP	335 000	10,090 46	17,229.05
12514G108	CDW CORP	48 000	1,855 20	1,961 28
12572Q105	CME GROUP INC	157 000	9,201 95	14,560.18
125896100	CMS ENERGY CORP	223.000	5,983.27	7,876.36
12621E103	CNO FINL GROUP INC	218.000	2,550.46	4,100 58
126650100	CVS HEALTH CORP	177.000	13,694.35	17,076 96
14040H105	CAPITAL ONE FINL CORP	45.000	3,962.48	3,263 40
144577103	CARRIZO OIL & CO INC	81.000	2,847.10	2,473.74
148806102	CATALENT INC	103 000	2,052.90	2,502.90
149123101	CATERPILLAR INC	100.000	8,422 49	6,536.00
14964U108	CAVIUM INC	240.000	9,678.94	14,728.80
166764100	CHEVRON CORP	185.000	18,113.17	14,592 80
171232101	CHUBB CORP	105.000	7,059 97	12,878.25
17275R102	CISCO SYS INC	673.000	16,002.39	17,666 25
172967424	CITIGROUP INC	165.000	4,073 74	8,185 65
18538R103	CLEARWATER PAPER CORP	53.000	2,142 46	2,503 72
20030N101	COMCAST CORP	410.000	21,486.09	23,320.80
200340107	COMERICA INC	107.000	4,307.04	4,397.70
20825C104	CONOCOPHILLIPS	125.000	7,910.63	5,995.00
219350105	CORNING INC	100 000	2,089.50	1,712 00
22822V101	CROWN CASTLE INTL CORP	57.000	4,903.03	4,495.59
229663109	CUBESMART INC	185.000	1,869.16	5,033.85
23204G100	CUSTOMERS BANCORP INC	129.000	2,945 29	3,315.30
232806109	CYPRESS SEMICONDUCTOR CORP	280.000	3,184.38	2,385.60
233051200	DB X-TRACKERS MSCI EAFE HEDGED	8400.000	249,430 44	219,072.00
23331A109	D R HORTON INC	153.000	2,893.18	4,492.08
235851102	DANAHER CORP DEL	135.000	8,606.91	11,503.35
238337109	DAVE & BUSTERS ENTMT INC	72.000	1,218.60	2,723.76
244199105	DEERE & CO	95.000	8,068.82	7,030.00
246647101	DELEK US HLDGS INC	109.000	3,023.55	3,019.30
248019101	DELUXE CORP	65 000	1,616 76	3,623.10
254687106	DISNEY WALT CO	155.000	4,516.35	15,841 00
25746U109	DOMINION RES INC VA NEW	61.000	3,092 35	4,293 18

THE THOMAS C BURKE FOUNDATION
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Bank of America

Cusip	Asset	Units	Basis	Market Value
260003108	DOVER CORP	113.000	3,953 93	6,461 34
260543103	DOW CHEM CO	245 000	7,221.82	10,388 00
26875P101	EOG RES INC	115.000	10,207 01	8,372.00
269246401	E TRADE FINL CORP	141.000	3,334.40	3,712 53
27579R104	EAST WEST BANCORP INC	129.000	1,395.08	4,956 18
277432100	EASTMAN CHEM CO	87 000	7,176 88	5,630 64
291011104	EMERSON ELEC CO	25.000	1,462 63	1,104.25
29272B105	ENDURANCE INTL GROUP HLDGS INC	94 000	1,045.08	1,255 84
297178105	ESSEX PPTY TR INC	20.000	4,669 58	4,468.40
29977G102	EVERBANK FINL CORP	275 000	3,975.87	5,307.50
30231G102	EXXON MOBIL CORP	494.000	39,633.92	36,728 90
30303M102	FACEBOOK INC	35.000	2,734.03	3,146.50
303726103	FAIRCHILD SEMICONDUCTOR INTL	188 000	2,655.67	2,639.52
31428X106	FEDEX CORP	30.000	2,976.73	4,319.40
31620R303	FNF GROUP	114.000	4,108.97	4,043.58
32054K103	FIRST INDUSTRIAL REALTY TRUST	140 000	2,931 72	2,933.00
337930705	FLAGSTAR BANCORP INC	180.000	3,230 22	3,700.80
345370860	FORD MTR CO DEL	10.000	150.00	135.70
35671D857	FREEPORT-MCMORAN INC	140.000	3,277.40	1,356.60
369550108	GENERAL DYNAMICS CORP	151.000	18,464.04	20,830 45
369604103	GENERAL ELEC CO	1105.000	27,952.18	27,868.10
370334104	GENERAL MLS INC	252.000	13,369.28	14,144 76
375558103	GILEAD SCIENCES INC	130.000	12,867 64	12,764 70
379577208	GLOBUS MED INC CL A	176.000	3,718.45	3,636.16
38141G104	GOLDMAN SACHS GROUP INC	55 000	5,598.14	9,556.80
38259P508	GOOGLE INC	20.000	5,792.87	12,767.40
38259P706	GOOGLE INC	15.000	4,267.84	9,126.30
401617105	GUESS INC	90.000	2,042.01	1,922.40
411511306	HARBOR INTERNATIONAL FUND	1602 473	75,845.04	97,061.79
416515104	HARTFORD FINL SVCS GROUP INC	73.000	1,326.69	3,341 94
427866108	HERSHEY CO	100.000	10,714.10	9,188.00
431284108	HIGHWOODS PPTYS INC	105.000	3,912.47	4,068.75
437076102	HOME DEPOT INC	386.000	19,935 11	44,579 14
438516106	HONEYWELL INTL INC	274.000	14,253.15	25,945.06

THE THOMAS C BURKE FOUNDATION
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Cusip	Asset	Units	Basis	Market Value
44157R109	HOUGHTON MIFFLIN HARCOURT CO	155 000	2,378 40	3,148.05
446150104	HUNTINGTON BANCSHARES INC	518.000	4,607 95	5,490 80
458118106	INTEGRATED DEVICE TECHNOLOGY	188.000	2,247.21	3,816 40
458140100	INTEL CORP	569.000	11,395 36	17,149 66
459200101	INTERNATIONAL BUSINESS MACHS	60.000	4,651.81	8,698 20
460146103	INTERNATIONAL PAPER CO	425 000	21,536.41	16,060.75
464287200	ISHARES CORE S&P 500 ETF	770 000	163,485.94	148,386.70
464287507	ISHARES CORE S&P MID CAP ETF	700.000	103,152 49	95,627.00
464287614	ISHARES RUSSELL 1000 GROWTH ETF	5829.000	381,695.16	542,097 00
464287655	ISHARES RUSSELL 2000 ETF	500.000	60,132.50	54,600 00
465685105	ITC HLDGS CORP	83.000	2,943 68	2,767.22
46625H100	J P MORGAN CHASE & CO	679.000	29,818.81	41,398.63
477143101	JETBLUE AWYS CORP	128 000	1,901.65	3,298 56
478160104	JOHNSON & JOHNSON	483.000	36,026 15	45,088.05
48666K109	KB HOME	200 000	2,828.11	2,710 00
49427F108	KILROY RLTY CORP	66.000	3,230 46	4,300.56
494368103	KIMBERLY CLARK CORP	211.000	18,292.96	23,007.44
49456B101	KINDER MORGAN INC DEL	628.000	24,872.50	17,383.04
494580103	KINDRED HEALTHCARE INC	161.000	2,227.70	2,535 75
500754106	KRAFT HEINZ CORP	275.000	18,265.98	19,409 50
501242101	KULICKE & SOFFA INDS INC	266.000	2,791.59	2,441.88
517834107	LAS VEGAS SANDS CORP	5.000	261.43	189.85
52470H765	LEGG MASON CLEARBRIDGE SMALL	4098.214	119,626.87	107,537.14
53219L109	LIFEPOINT HEALTH INC	49.000	2,698.57	3,474 10
532457108	LILLY ELI & CO	100.000	8,430 50	8,369.00
539830109	LOCKHEED MARTIN CORP	110.000	20,908.64	22,804.10
55272P778	MFS RESEARCH BD FUND	29397.327	315,498.69	314,551.40
552848103	MGIC INVT CORP WIS	368.000	2,054.28	3,407.68
554489104	MACK CALI RLTY CORP	122 000	2,512.55	2,303.36
55616P104	MACYS INC	149.000	6,482.90	7,646.68
571748102	MARSH & MCLENNAN COS INC	249.000	9,502.70	13,002 78
576485205	MATADOR RES CO	165 000	4,011.73	3,422.10
580135101	MCDONALDS CORP	188.000	14,026.65	18,523 64
58155Q103	MCKESSON CORP	95 000	4,462 57	17,577 85

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Cusip	Asset	Units	Basis	Market Value
58441K100	MEDIA GENERAL INC	163.000	2,609 00	2,280 37
587200106	MENTOR GRAPHICS CORP	173 000	1,536 54	4,260 99
58933Y105	MERCK & CO INC	437.000	17,317.77	21,583.43
59156R108	METLIFE INC	230.000	10,649 05	10,844 50
592905509	METRO WEST T/R BD CL I	49400.508	522,657.38	535,007.50
594918104	MICROSOFT CORP	1210.000	39,913.87	53,554.60
609207105	MONDELEZ INTL INC	70.000	2,132 94	2,930 90
620071100	MOTORCAR PTS AMER INC	92.000	2,771 29	2,883 28
637071101	NATIONAL OILWELL VARCO INC	95.000	4,643.89	3,576.75
640094207	NEFF CORP	185.000	2,713.76	1,034.15
646025106	NEW JERSEY RES	95.000	2,787.15	2,852 85
65339F101	NEXTERA ENERGY INC	69.000	3,616.43	6,730.95
67018T105	NU SKIN ENTERPRISES INC	68 000	3,654.13	2,807.04
674599105	OCCIDENTAL PETE CORP DEL	270.000	17,535.02	17,860 50
682159108	ON ASSIGNMENT INC	111.000	3,697.11	4,095.90
68389X105	ORACLE CORP	330.000	11,006.29	11,919.60
688239201	OSHKOSH TRUCK CORP	46.000	1,895.66	1,671.18
69327R101	PDC ENERGY INC	55.000	2,843.02	2,915 55
69331C108	PG&E CORP	124.000	7,115 96	6,547.20
693390700	PIMCO TOTAL RETURN FUND	20534.680	221,509.45	214,998.10
693390841	PIMCO HIGH YIELD FD	11943.540	110,000.00	103,311.62
693475105	PNC FINL SVCS GROUP INC	133 000	8,919 24	11,863.60
69360J107	PS BUSINESS PKS INC CALIF	19.000	1,468.12	1,508.22
701094104	PARKER HANNIFIN CORP	50.000	2,105.35	4,865.00
701877102	PARSLEY ENERGY INC	154.000	2,516.93	2,320.78
702149105	PARTY CITY HOLDCO INC	164.000	3,508.15	2,619.08
707569109	PENN NATL GAMING INC	155.000	2,656.05	2,600.90
708160106	PENNEY J C CO INC	503.000	4,315.28	4,672.87
713448108	PEPSICO INC	380.000	30,384.13	35,834.00
717081103	PFIZER INC	891.000	16,562.17	27,986.31
71714F104	PHARMERICA CORP	124.000	3,346.09	3,530.28
723484101	PINNACLE WEST CAP CORP	38.000	2,422.54	2,437.32
73935S105	POWERSHARES DB COMMODITY	16580 000	424,965.20	251,187.00
74144T108	PRICE T ROWE GROUP INC	82.000	2,049 68	5,699 00

THE THOMAS C BURKE FOUNDATION
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Cusip	Asset	Units	Basis	Market Value
742718109	PROCTER & GAMBLE CO	441.000	30,926.01	31,725.54
743606105	PROSPERITY BANCSHARES INC	44 000	2,538 65	2,160.84
744320102	PRUDENTIAL FINL INC	125 000	11,206.63	9,526.25
74460D109	PUBLIC STORAGE INC	79.000	12,483 00	16,718 77
74736A103	QTS RLTY TR INC	110 000	2,372 92	4,805 90
74965L101	RLJ LODGING TR	84.000	2,397.44	2,122.68
750236101	RADIAN GROUP INC	239.000	2,000.55	3,802.49
75689M101	RED ROBIN GOURMET BURGERS INC	43 000	3,182 83	3,256.82
767754104	RITE AID CORP	493.000	3,585.69	2,992 51
773903109	ROCKWELL AUTOMATION INC	50 000	6,215.75	5,073.50
780259206	ROYAL DUTCH SHELL PLC	133 000	8,525 76	6,302.87
806857108	SCHLUMBERGER LTD	236.000	18,648.47	16,276.92
808090757	SCHRODER EMERGING MKT EQUITY	24148 602	310,068.05	263,944.22
816851109	SEMPRA ENERGY	120.000	10,345 33	11,606 40
824348106	SHERWIN WILLIAMS CO	46.000	3,862.04	10,247.88
828806109	SIMON PPTY GROUP INC NEW	45 000	6,794.20	8,267.40
829226109	SINCLAIR BROADCAST GROUP INC	80.000	2,460.67	2,025.60
838518108	SOUTH JERSEY INDS INC	197.000	5,158 33	4,974.25
844895102	SOUTHWEST GAS CORP	86 000	3,997.35	5,015 52
855244109	STARBUCKS CORP	250.000	8,319.29	14,210.00
858119100	STEEL DYNAMICS INC	219.000	4,507.60	3,762.42
858155203	STEELCASE INC	252.000	3,585 77	4,639.32
86272T106	STRATEGIC HOTELS & RESORTS INC	120.000	1,626.00	1,654.80
866674104	SUN COMMUNITIES INC	22.000	1,478.27	1,490.72
86800U104	SUPER MICRO COMPUTER INC	107 000	2,857.36	2,916.82
868536103	SUPERVALU INC	478.000	4,271.49	3,432.04
87074U101	SWIFT TRANSN CO	91.000	1,012.00	1,366.82
872540109	TJX COS INC NEW	81.000	5,713.17	5,785.02
874054109	TAKE-TWO INTERACTIVE SOFTWARE	81.000	2,483.34	2,327.13
875465106	TANGER FACTORY OUTLET CTRS INC	124.000	3,046.37	4,088.28
87612E106	TARGET CORP	200.000	14,760.44	15,732.00
879369106	TELEFLEX INC	36.000	2,406.08	4,471 56
880349105	TENNECO INC	40.000	807.06	1,790.80
88104R100	TERRAFORM PWR INC	46.000	986.70	654.12

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Cusip	Asset	Units	Basis	Market Value
88224Q107	TEXAS CAP BANCSHARES INC	71 000	4,105.64	3,721 82
882508104	TEXAS INSTRS INC	251.000	9,962.22	12,429.52
887317303	TIME WARNER INC	157 000	13,333 19	10,793.75
891894107	TOWERS WATSON & CO	24 000	1,182.99	2,817.12
894174101	TRAVELCENTERS AMER LLC	193.000	1,849.67	1,993 69
89469A104	TREEHOUSE FOODS INC	48.000	3,702 93	3,733 92
896522109	TRINITY INDS INC	118.000	3,043.40	2,675.06
89785X101	TRUEBLUE INC	119 000	2,745.38	2,673.93
90130A101	TWENTY-FIRST CENTY FOX INC	165.000	4,631 23	4,451 70
902973304	US BANCORP DEL	228.000	6,645.36	9,350.28
904214103	UMPQUA HLDGS CORP	297 000	4,311.85	4,841.10
911312106	UNITED PARCEL SVC INC	255.000	23,868 38	25,165.95
913017109	UNITED TECHNOLOGIES CORP	126.000	10,008.63	11,212.74
91324P102	UNITEDHEALTH GROUP INC	130.000	8,464 84	15,081 30
918194101	VCA INC	83.000	1,886.88	4,369 95
918204108	V F CORP	84 000	3,684.21	5,729.64
921943858	VANGUARD FTSE DEVELOPED	3405.000	142,696.74	121,354 20
922042858	VANGUARD FTSE EMERGING MKTS	2975.000	122,006 65	98,442.75
922908553	VANGUARD REIT	4075 000	260,516.44	307,825 50
92343V104	VERIZON COMMUNICATIONS INC	581.000	19,797.30	25,279.31
928254101	VIRTU FINL INC	140 000	3,235.39	3,208.80
92826C839	VISA INC	175.000	8,056.37	12,190.50
92939U106	WEC ENERGY GROUP INC	86.000	2,939.59	4,490 92
929566107	WABASH NATL CORP	230.000	1,489 96	2,435.70
931142103	WAL-MART STORES INC	220.000	17,407.17	14,264.80
94106L109	WASTE MGMT INC DEL	112.000	3,458.78	5,578.72
949746101	WELLS FARGO & CO	762.000	23,714 83	39,128.70
952355204	WEST CORP	162.000	4,970.78	3,628.80
96145D105	WESTROCK CO	94.000	5,429.93	4,835 36
966837106	WHOLE FOODS MKT INC	220 000	11,249 75	6,963.00
97186T108	WILSHIRE BANCORP INC	167.000	2,005.65	1,755.17
983919101	XILINX INC	20 000	934.10	848 00
989701107	ZIONS BANCORPORATION	192.000	5,666 15	5,287 68
G0585R106	ASSURED GUARANTY LTD	76 000	1,152.18	1,900 00

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Cusip	Asset	Units	Basis	Market Value
G1151C101	ACCENTURE PLC	75.000	7,273 88	7,369 50
G4388N106	HELEN OF TROY LTD	58.000	1,125 24	5,179.40
G48833100	WEATHERFORD INTL PL	202.000	1,868 48	1,712.96
G5960L103	MEDTRONIC PLC	405.000	31,167.98	27,110 70
G6583A102	NORD ANGLIA EDUCATION INC	161.000	2,846.60	3,273.13
G98290102	XL GROUP PLC	122.000	1,934.15	4,431.04
H0023R105	ACE LTD	139.000	12,421.78	14,372 60
L72967109	ORION ENGINEERED CARBONS SA	177.000	3,108.80	2,557 65
N07831105	AVG TECHNOLOGIES NV	65.000	1,812.31	1,413.75
N53745100	LYONDELLBASELL INDUSTRIES NV	75 000	6,819 81	6,252.00
Y0017S102	AEGEAN MARINE PETE NETWORK INC	260.000	3,113 05	1,752 40
		Totals:	5,700,197.30	5,984,364.03