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Form 990-PF

Return of Private Foundation

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

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

2015

Open to Public
Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation HENRY A BURNHAM CHARITABLE FOUNDATION		A Employer identification number 47-1982751
Number and street (or P O box number if mail is not delivered to street address) 46 LOVISA STREET		B Telephone number (see instructions) (978) 534-4095
City or town, state or province, country, and ZIP or foreign postal code FITCHBURG, MA 01420		
G Check all that apply <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> <input checked="" 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		D 1. Foreign organizations, check here <input type="checkbox"/> <input checked="" type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <input checked="" type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,970,348	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <input checked="" type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> <input checked="" type="checkbox"/>

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))		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	3,574,055			
	2 Check <input type="checkbox"/> <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	13,523	13,523		
	4 Dividends and interest from securities	85,269	85,269		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,916			
	b Gross sales price for all assets on line 6a 404,592				
	7 Capital gain net income (from Part IV, line 2)		8,916		
	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)	262,350			
	12 Total Add lines 1 through 11	3,944,113	107,708		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	6,000			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	165	165		
	c Other professional fees (attach schedule)	44,341	44,341		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	879	879		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	51,385	45,385	0	
	25 Contributions, gifts, grants paid	0			0
	26 Total expenses and disbursements. Add lines 24 and 25	51,385	45,385	0	
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,892,728			
	b Net investment income (if negative, enter -0-)		62,323		
	c Adjusted net income(if negative, enter -0-)				

	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		9,750	9,750
2	Savings and temporary cash investments		163,172	163,172
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 ► _____			
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)		3,350,311	3,423,869
c	Investments—corporate bonds (attach schedule)		369,495	373,557
11	Investments—land, buildings, and equipment basis ► _____			
	Less accumulated depreciation (attach schedule) ► _____			
12	Investments—mortgage loans.			
13	Investments—other (attach schedule)			
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)		3,892,728	3,970,348
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)		0	
Net Assets or Fund Balances				
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
25	Unrestricted			
26	Temporarily restricted			
27	Permanently restricted			
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
29	Capital stock, trust principal, or current funds		3,892,728	
30	Paid-in or capital surplus, or land, bldg , and equipment fund			
31	Retained earnings, accumulated income, endowment, or other funds			
	Total net assets or fund balances (see instructions)		3,892,728	
	Total liabilities and net assets/fund balances (see instructions)	0	3,892,728	

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	
2	Enter amount from Part I, line 27a	2	3,892,728
3	Other increases not included in line 2 (itemize) ► _____	3	
4	Add lines 1, 2, and 3	4	3,892,728
5	Decreases not included in line 2 (itemize) ► _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,892,728

Part IV Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)		How acquired (b) P—Purchase D—Donation	Date acquired (c) (mo, day, yr)	Date sold (d) (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price		Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69		Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	(l)
a	See Additional Data Table			
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 8,916
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?
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 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))
2014			
2013			
2012			
2011			
2010			
2 Total of line 1, column (d).			2
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
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.			4
5 Multiply line 4 by line 3.			5
6 Enter 1% of net investment income (1% of Part I, line 27b).			6
7 Add lines 5 and 6.			7
8 Enter qualifying distributions from Part XII, line 4.			8

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 page 18 of the 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	1	1,246
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	1,246
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	1,246
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	
b	Exempt foreign organizations—tax withheld at source.	6b	
c	Tax paid with application for extension of time to file (Form 8868).	6c	1,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	1,000
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	28
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	274
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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?	<input type="checkbox"/>	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	<input type="checkbox"/>	Yes	No
	<i>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.</i>			
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/>	Yes	No
1d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	<input type="checkbox"/>	Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/>	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/>	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/>	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	<input type="checkbox"/>	Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input type="checkbox"/>	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	<input type="checkbox"/> MA			
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? <i>If "No," attach explanation.</i>	<input type="checkbox"/>	Yes	
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/>	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/>	Yes	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► _____ 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 ► <input checked="" type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► <input checked="" type="checkbox"/> 15			
16	At any time during calendar year 2015, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ► _____	16	Yes	No

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"/> 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"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" 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"/> 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"/> 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. ► <input checked="" type="checkbox"/>	1b	No
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 2015?	1c	No
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
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	No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2015 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 2015)	3b	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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 2015?	4b	No

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)? 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?
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?

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)

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	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
KENNETH W CARON 46 LOVISA STREET FITCHBURG, MA 01420	Trustee 1 00	3,000		
DAVID BRASSARD 180 WILLIAMS ROAD FITCHBURG, MA 01420	Trustee 1 00	3,000		

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

Total number of others receiving over \$50,000 for professional services. ►

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	
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	
2	

All other program-related investments. See instructions

3	

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	2,183,520	
b	Average of monthly cash balances.	1b	99,430	
c	Fair market value of all other assets (see instructions).	1c	0	
d	Total (add lines 1a, b, and c).	1d	2,282,950	
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0	
2	Acquisition indebtedness applicable to line 1 assets.	2		
3	Subtract line 2 from line 1d.	3	2,282,950	
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	34,244	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,248,706	
6	Minimum investment return. Enter 5% of line 5.	6	112,435	

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	112,435	
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	1,246	
b	Income tax for 2015 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.	2c	1,246	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	111,189	
4	Recoveries of amounts treated as qualifying distributions.	4		
5	Add lines 3 and 4.	5	111,189	
6	Deduction from distributable amount (see instructions).	6		
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	111,189	

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	0	
b	Program-related investments—total from Part IX-B.	1b		
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2		
3	Amounts set aside for specific charitable projects that satisfy the			
a	Suitability test (prior IRS approval required).	3a		
b	Cash distribution test (attach the required schedule).	3b		
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4		
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6		

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				111,189
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ _____				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				111,189
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).				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling.				
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
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 organization 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))

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

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 email 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				
Total				► 3a
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	(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	13,523	
5 Net rental income or (loss) from real estate			14	85,269	
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			14	8,916	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER NON BUSINESS INCOME _____			14	262,350	
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).					
13 Total. Add line 12, columns (b), (d), and (e).				370,058	
(See worksheet in line 13 instructions for more calculations.)					
			13		370,058

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**

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 or

(1) Cash.
(2) Other assets.

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

c. Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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

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

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.

* * * * *

2016-08-08

* * * * *

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

Signature of officer or trustee

Date

Title

Check if self-employed

Firm's EIN

Phone m

**Paid
Preparer
Use Only**

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) (mo, day, yr.)	(d) Date sold (mo, day, yr.)
120 SOUTH 32 LTD	D	2015-02-01	2015-06-18
1644 DEUTSCHE S/DURATION	D		2015-07-28
4026 FIDELITY DIVIDEND GROWTH	D		2015-07-28
1568 FIDELITY MASS SPART MUNI	D		2015-07-28
3663 FIDELITY ASSET MGR	D		2015-07-28
1400 ISHARES SAILVER	D		2015-07-30
330 SPDR GOLD	D		2015-07-30
1484 BAXALTA	D		2015-07-30
296 EDWARDS LIFE SC	D		2015-07-30
1000 GAMCO GLOBAL GOLD	D		2015-07-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
936		1,080	-144
14,698		15,076	-378
122,166		112,220	9,946
19,450		18,869	581
63,081		65,095	-2,014
19,558		24,405	-4,847
34,682		45,231	-10,549
45,261		40,018	5,243
44,982		21,642	23,340
5,260		8,645	-3,385

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-144
			-378
			9,946
			581
			-2,014
			-4,847
			-10,549
			5,243
			23,340
			-3,385

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) (mo, day, yr)	(d) Date sold (mo, day, yr)
550 POWER SHS DWA DEV	D		2015-07-30
163 VODAPHONE	D		2015-07-30
120 KRAFT	D		2015-07-06
138 CHEMOURS	D		2015-07-22
100 POTASH CORP	D		2015-12-15
300 BHP	D		2015-12-16
VAR L/T GAINS K-1	P		2015-12-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
13,175		14,689	-1,514
5,962		5,973	-11
1,980			1,980
1,790		2,238	-448
1,749		3,538	-1,789
7,203		16,957	-9,754
2,659			2,659

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-1,514
			-11
			1,980
			-448
			-1,789
			-9,754
			2,659

TY 2015 Accounting Fees Schedule

Name: HENRY A BURNHAM CHARITABLE FOUNDATION

EIN: 47-1982751

Software ID: 15000324

Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	165	165	0	0

TY 2015 Other Income Schedule

Name: HENRY A BURNHAM CHARITABLE FOUNDATION**EIN:** 47-1982751**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER NON BUSINESS INCOME	262,350		

TY 2015 Other Professional Fees Schedule

Name: HENRY A BURNHAM CHARITABLE FOUNDATION**EIN:** 47-1982751**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIRST FIN TR	13,278	13,278	0	0
FIRST FIN TR	1,290	1,290	0	0
FIRST FINANCIAL	29,773	29,773	0	0

TY 2015 Taxes Schedule

Name: HENRY A BURNHAM CHARITABLE FOUNDATION**EIN:** 47-1982751**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FF FOREIGN TAXES	410	410		
FF TR FOREIGN TAXES	469	469		

Schedule of Contributors**2015**

► Attach to Form 990, 990-EZ, or 990-PF.

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990.**Name of the organization**

HENRY A BURNHAM CHARITABLE FOUNDATION

Employer identification number

47-1982751

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33^{1/3}% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year ► \$ _____

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

Name of organization

HENRY A BURNHAM CHARITABLE FOUNDATION

Employer identification number

47-1982751

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF HENRY A BURNHAM 46 LOVISA STREET FITCHBURG, MA 01420	\$ 430,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	HENRY A BURNHAM REV TRUST 46 LOVISA STREET FITCHBURG, MA 01420	\$ 2,665,107	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	ESTATE OF HENRY A BURNHAM 46 LOVISA STREET FITCHBURG, MA 01420	\$ 478,948	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization HENRY A BURNHAM CHARITABLE FOUNDATION		Employer identification number 47-1982751	
Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SECURITIES	\$ 2,665,107	2015-05-07
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	BALANCE OF IRA ACCOUNT (SECURITIES)	\$ 478,948	2015-05-07
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

DECEMBER 31, 2015 TO DECEMBER 31, 2015

ACCOUNT NAME: BURNHAM FOUN

ACCOUNT NUMBER: 8635900373

47-1982751

ASSET STATEMENT (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
FIXED INCOME						
CORPORATE DEBT						
06050WDS1 BANK OF AMERICA CORP DTD 09/10/2010 3 75% 09/15/2016	BBB+	25,000 000	25,333 75 25,455 91	101 34 101 82	937 50	3 70 2 24
06741RBP5 BARCLAYS BANK DTD 05/17/2012 3 1% 05/17/2019	A-	25 000 000	25,229 75 24,611 25	100 92 98 45	775 00	3 07 2 38
26054LPG2 DOW CHEMICAL COMPANY CALLABLE 2/15/13 @100 DTD 02/16/2012 3 05% 02/15/2019	BBB	50,000 000	49,221 00 49,464 12	98 44 98 93	1,525 00	3 10 3 02
36966TEN8 GENERAL ELECTRIC CAPITAL CORP DTD 02/16/2012 3 2% 02/15/2021	AA+	50,000 000	51,303 00 49,223 55	102 61 98 45	1,600 00	3 12 2 09
38141EM89 GOLDMAN SACHS GROUP INC DTD 03/08/2012 4% 03/15/2018	BBB+	35 000 000	36,260 70 35,933 14	103 60 102 67	1,400 00	3 86 1 90
38141EN88 GOLDMAN SACHS GROUP INC DTD 04/26/2012 4 3% 04/15/2019	BBB+	60,000 000	63,115 80 61,258 24	105 19 102 10	2,580 00	4 09 2 12
38141ER50 GOLDMAN SACHS GROUP INC DTD 06/15/2012 4% 06/15/2017	BBB+	20,000 000	20,502 40 20,362 02	102 51 101 81	800 00	3 90 1 68
38141GGQ1 GOLDMAN SACHS GROUP INC NOTE DTD 07/27/2011 5 25% 07/27/2021	BBB+	25,000 000	27,610 50 26,926 09	110 56 107 70	1,312 50	4 75 2 42
594918BA1 MICROSOFT CORP SR NT DTD 02/12/2015 2 375% 02/12/2022-2022	AAA	25,000 000	24,676 25 25,025 00	98 71 100 10	593 75	2 41 1 69
61745E6T3 MORGAN STANLEY DEAN WITTER FIX TO FLOAT DTD 02/15/2012 4% 02/15/2019	BBB+	25,000 000	25,343 75 26,388 51	101 38 105 55	1,000 00	3 95
61745EJ85 MORGAN STANLEY DEAN WITTER FIXED TO FLOAT RATE DTD 04/28/2011 1 6211% 04/28/2017	BBB+	25 000 000	24,930 00 24,846 78	99 72 99 39	405 28	1 63
TOTAL CORPORATE DEBT			SUB- TOTAL	373,556.90 369,494.61	12,929 03	3 46
TOTAL FIXED INCOME				373,556.90 369,494.61	12,929.03	3 46

FIRST FINANCIAL TRUST
A Subsidiary of The Savings Bank

ACCOUNT STATEMENT

PAGE 4

DECEMBER 31, 2015 TO DECEMBER 31, 2015

ACCOUNT NAME: BURNHAM FOUN
 ACCOUNT NUMBER: 8635900373

47-1982751

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EQUITIES						
CONSUMER DISCRETIONARY						
20030N101 COMCAST CORP CLASS A	CMCSA	217 000	12,245 31 10,842 41	56 43 49 97	217 00	1 77
254687106 DISNEY WALT CO	DIS	500 000	52,540 00 59,189 95	105 08 118 38	710 00	1 35
265504100 DUNKIN BRANDS GROUP INC	DNKN	200 000	8,518 00 10,093 00	42 59 50 47	212 00	2 49
437076102 HOME DEPOT INC	HD	500 000	66,125 00 56,599 97	132 25 113 20	1,180 00	1 78
524660107 LEGGETT & PLATT INC	LEG	500 000	21,010 00 21,724 95	42 02 43 45	640 00	3 05
580135101 MCDONALDS CORP	MCD	600 000	70,884 00 57,740	118 14 95 21	2,136 00	3 01
654106103 NIKE INC CL B	NKE	1,000 000	62,500 00 55,799 95	62 50 55 80	640 00	1 02
TOTAL CONSUMER DISCRETIONARY		SUB-TOTAL	293,822.31 271,991		5,735 00	1.95

DECEMBER 31, 2015 TO DECEMBER 31, 2015

ACCOUNT NAME: BURNHAM FOUN
 ACCOUNT NUMBER: 8635900373

47-1982751

ASSET STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CONSUMER STAPLES						
126650100 CVS HEALTH CORPORATION	CVS	372 000	36,370.44 28,175.28	97.77 75.74	632.40	1.74
194162103 COLGATE-PALMOLIVE CO	CL	500 000	33,310.00 31,795	66.62 58.58	760.00	2.28
25243Q205 DIAGEO PLC SPONSORED ADR (ISIN #US25243Q2057 SEDOL #2144724)	DEO	300 000	32,721.00 35,338	109.07 115.11	1,024.20	3.13
427866108 HERSHEY CO	HSY	450 000	40,171.50 46,555	89.27 87.78	1,049.40	2.61
500754106 KRAFT HEINZ CO COM	KHC	120 000	8,731.20 10,204	72.76 48.21	276.00	3.16
609207105 MONDELEZ INTL INC COM CL A	MDLZ	180 000	8,071.20 6,188.85	44.84 34.38	122.40	1.52
641069406 NESTLE S A SPONSORED ADR	NSRGY	700 000	52,133.20 53,117	74.48 70.79	1,337.00	2.56
713448108 PEPSICO INC	PEP	1,000 000	99,920.00 89,421	99.92 86.66	2,810.00	2.81
742718109 PROCTER & GAMBLE CO	PG	1,200 000	95,292.00 95,835	79.41 77.44	3,182.40	3.34
931142103 WAL-MART STORES INC	WMT	510 000	31,263.00 39,243	61.30 73.88	999.60	3.20
TOTAL CONSUMER STAPLES		SUB-TOTAL	437,983.54 439,576		12,193.40	2.78
ENERGY						
166764100 CHEVRON CORP	CVX	200 000	17,992.00 20,576	89.96 109.91	856.00	4.76
20825C104 CONOCOPHILLIPS	COP	310 000	14,473.90 13,162	46.69 62.69	917.60	6.34
30231G102 EXXON MOBIL CORP	XOM	200 000	15,590.00 18,317	77.95 88.78	584.00	3.75
49456B101 KINDER MORGAN INC	KMI	222 000	3,312.24 9,471	14.92 41.54	452.88	13.67
TOTAL ENERGY		SUB-TOTAL	51,368.14 71,530		2,810.48	5.47

DECEMBER 31, 2015 TO DECEMBER 31, 2015

ACCOUNT NAME: BURNHAM FOUN
 ACCOUNT NUMBER: 8635900373

47-1982751

ASSET STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
FINANCIALS						
46625H100 JPMORGAN CHASE & CO COM	JPM	1,000 000	66,030 00 63,533	66 03 57 29	1,760 00	2 67
891160509 TORONTO DOMINION BANK ONTARIO COM	TD	1,000 000	39,170 00 42,819 50	39 17 42 82	1,529 00	3 90
902973304 US BANCORP	USB	1,000 000	42,670 00 41,385 1	42 67 41 36	1,020 00	2 39
92936U109 W P CAREY INC COM	WPC	200 000	11,800 00 12,565	59 00 62 44	771 60	6 54
949746721 WELLS FARGO & COMPANY NEW DEP 1/1000 PFD	WFC_PRO	400 000	10,100 00 8,611	25 25 21 69	512 40	5 07
TOTAL FINANCIALS		SUB-TOTAL	169,770.00 171,437		5,593 00	3 29
HEALTH CARE						
002824100 ABBOTT LABORATORIES	ABT	300 000	13,473 00 13,486	44 91 25 84	312 00	2 32
00287Y109 ABBVIE INC COM	ABBV	300 000	17,772 00 16,773	59 24 34 60	684 00	3 85
071813109 BAXTER INTERNATIONAL INC	BAX	1,484 000	56,614 60 55,741 12	38 15 37 56	682 64	1 21
110122108 BRISTOL-MYERS SQUIBB CO	BMY	1,500 000	102,185 00 87,419	68 79 45 86	2,280 00	2 21
14149Y108 CARDINAL HEALTH INC	CAH	276 000	24,638 52 19,602 90	89 27 71 03	427 25	1 73
37733W105 GLAXOSMITHKLINE PLC SPONS ADR (ISIN #US37733W1053 SEDOL #2374112)	GSK	1,000 000	40,350 00 39,459 90	40 35 39 46	2,426 00	6 01
478160104 JOHNSON AND JOHNSON	JNJ	700 000	71,904 00 68,713	102 72 88 93	2,100 00	2 92
58933Y105 MERCK & CO INC	MRK	1,000 000	52,820 00 50,791	52 82 52 27	1,840 00	3 48

DECEMBER 31, 2015 TO DECEMBER 31, 2015

ACCOUNT NAME: BURNHAM FOUN
ACCOUNT NUMBER: 8635900373

47- 1982751

ASSET STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
HEALTH CARE						
717081103 PFIZER INC	PFE	1 500 000	48,420 00 49 144 95	32 28 32 76	1,800 00	3 72
TOTAL HEALTH CARE		SUB- TOTAL	429,177.12 403,055		12,551 89	2 92
INDUSTRIAL						
291011104 EMERSON ELECTRIC CO	EMR	1,000 000	47,830 00 50,559 90	47 83 50 56	1,900 00	3 97
369604103 GENERAL ELECTRIC CO	GE	3 100 000	96,565 00 24,515	31 15 23 24	2,852 00	2 95
913017109 UNITED TECHNOLOGIES CORP	UTX	500 000	48,035 00 53,490 99	96 07 106 98	1,280 00	2 66
94106L109 WASTE MANAGEMENT INC	WM	1,400 000	74,718 00 60,713	53 37 38 26	2,156 00	2 89
TOTAL INDUSTRIAL		SUB- TOTAL	267,148.00 244,655		8,188.00	3.06
INFORMATION TECHNOLOGY						
037833100 APPLE INC	AAPL	805 000	84,734 30 67,518	105 26 77 90	1,674 40	1 98
17275R102 CISCO SYSTEMS INC	CSCO	2,065 000	56,075 08 50,468	27 16 21 69	1,734 60	3 09
268648102 EMC CORPORATION MASS	EMC	400 000	10,272 00 11,104 00	25 68 27 76	184 00	1 79
30303M102 FACEBOOK INC CLASS A	FB	50 000	5,233 00 3,904	104 66 35 05		
458140100 INTEL CORP	INTC	2,020 000	69,589 00 58,689	34 45 25 27	1,939 20	2 79
704326107 PAYCHEX INC	PAYX	600 000	31,734 00 28,019 96	52 89 46 70	1,008 00	3 18
TOTAL INFORMATION TECHNOLOGY		SUB- TOTAL	257,637 38 216,166		6,540 20	2.54

DECEMBER 31, 2015 TO DECEMBER 31, 2015

ACCOUNT NAME: BURNHAM FOUN
 ACCOUNT NUMBER: 8635900373

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ASSET STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
MATERIALS						
263534109 DU PONT E I DE NEMOURS & CO	DD	690 000	45,954.00 <i>44,071</i>	66.60 <i>63.87</i>	1,048.80	2.28
TOTAL MATERIALS		SUB- TOTAL	45,954.00 44,071.77		1,048.80	2.28
MUTUAL FUNDS - EQUITY						
464287465 ISHARES MSCI EAFE (MKT)	EFA	800 000	46,976.00 <i>53,063</i>	58.72 <i>57.61</i>	1,296.00	2.76
464287655 ISHARES RUSSELL 2000 (MKT)	IWM	2,000 000	225,240.00 <i>236,081</i>	112.62 <i>111.45</i>	3,464.00	1.54
78462F103 SPDR S&P 500 (MKT)	SPY	600 000	122,322.00 <i>111,678</i>	203.87 <i>186.13</i>	2,523.60	2.06
78467Y107 SPDR S&P MIDCAP 400 (MKT)	MDY	1,500 000	381,060.00 <i>376,954</i>	254.04 <i>237.41</i>	5,161.50	1.35
81369Y209 HEALTH CARE SELECT SECTOR SPDR (MKT)	XLV	1,130 000	81,393.90 <i>72,153</i>	72.03 <i>48.65</i>	1,167.29	1.43
81369Y308 CONSUMER STAPLES SELECT SECTOR SPDR (MKT)	XLP	1,000 000	50,490.00 <i>45,733</i>	50.49 <i>38.21</i>	1,275.00	2.53
81369Y886 UTILITIES SELECT SECTOR SPDR (MKT)	XLU	1,500 000	64,920.00 <i>63,554</i>	43.28 <i>38.98</i>	2,385.00	3.67
921943858 VANGUARD FTSE DEVELOPED MARKETS ETF (MKT)	VEA	4,000 000	146,880.00 <i>157,879</i>	36.72 <i>39.47</i>	4,284.00	2.92
922042858 VANGUARD EMERGING MARKETS STOCK IDX ETF (MKT)	VWO	1,175 000	38,434.25 <i>42,578</i>	32.71 <i>39.19</i>	1,252.55	3.26
TOTAL MUTUAL FUNDS - EQUITY		SUB- TOTAL	1,157,716.15 1,175,310		22,808.94	1.97
TELECOMMUNICATION SERVICES						
00206R102 AT&T INC	T	2,000 000	68,820.00 <i>62,890</i>	34.41 <i>34.98</i>	3,840.00	5.58
92343V104 VERIZON COMMUNICATIONS INC	VZ	1,500 000	69,330.00 <i>71,156</i>	46.22 <i>40.82</i>	3,390.00	4.89
TOTAL TELECOMMUNICATION SERVICES		SUB- TOTAL	138,150.00 140,048		7,230.00	5.23

DECEMBER 31, 2015 TO DECEMBER 31, 2015

ACCOUNT NAME: BURNHAM FOUN
 ACCOUNT NUMBER: 8635900373

47-1982751

ASSET STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
UTILITIES						
636274300 NATIONAL GRID PLC SPONSORED ADR NEW	NGG	600 000	41,724 00 39,807	69 54 63 51	1,973 40	4 73
65339F101 NEXTERA ENERGY INC	NEE	200 000	20,778 00 19,497	103 89 79 73	616 00	2 96
842587107 SOUTHERN COMPANY	SO	1,000 000	46,790 00 43,558	46 79 43 79	2,170 00	4 64
913259107 UNITIL CORP	UTL	1,500 000	53,820 00 49,705	35 88 32 25	2,100 00	3 90
TOTAL UTILITIES			163,112 150,507		6,859.40	4.21
TOTAL EQUITIES			3,331,159		91,559.11	2.68
OTHER ASSETS						
67058H102 NUSTAR ENERGY LP	NS	300 000	12,030 19,152	40 10 50 97	1,314 00	10 92
TOTAL OTHER ASSETS			19,152		1,314.00	10.92
			Cost	3,423,869 3,350,311	106,171.64	2.68