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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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 12-01-2015 , and ending 11-30-2016

Name of foundation
BURLINGAME FOUNDATION

A Employer identification number
22-2779816

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O BLAIR POTTS PO BOX 1214

B Telephone number (see instructions)
(203) 327-2333

City or town, state or province, country, and ZIP or foreign postal code
STAMFORD, CT 069041214

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

H Check type of organization ☑ 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)* ▶$ 1,628,692

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ____
(Part I, column (d) must be on cash basis)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	67	67		
	4	Dividends and interest from securities	36,351	36,351		
	5a	Gross rents				
	b	Net rental income or (loss) ____				
	6a	Net gain or (loss) from sale of assets not on line 10	20,143			
	b	Gross sales price for all assets on line 6a 198,464				
	7	Capital gain net income (from Part IV, line 2)		20,143		
	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)	58	0		
	12	**Total.** Add lines 1 through 11	56,619	56,561		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	14,000	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	2,570	2,570		0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,832	0		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	86	86		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	18,488	2,656		0
	25	Contributions, gifts, grants paid	98,400			98,400
	26	**Total expenses and disbursements.** Add lines 24 and 25	116,888	2,656		98,400
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-60,269			
	b	**Net investment income** (if negative, enter -0-)		53,905		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	201,144	269,196	269,196
2	Savings and temporary cash investments			
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)	4,196	4,005	3,926
b	Investments—corporate stock (attach schedule)	1,126,129	997,999	1,355,570
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)			
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)	1,331,469	1,271,200	1,628,692
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	0	
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	0	0	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	187,000	187,000	
29	Retained earnings, accumulated income, endowment, or other funds	1,144,469	1,084,200	
30	**Total net assets or fund balances** (see instructions)	1,331,469	1,271,200	
31	**Total liabilities and net assets/fund balances** (see instructions)	1,331,469	1,271,200	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,331,469
2	Enter amount from Part I, line 27a	2	-60,269
3	Other increases not included in line 2 (itemize) ▶ ___	3	0
4	Add lines 1, 2, and 3	4	1,271,200
5	Decreases not included in line 2 (itemize) ▶ ___	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,271,200

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)
1 a	GNMA RETURN OF PRINCIPAL	P		
b	STGC DIVIDEND	P		
c	LTCG DIVIDEND	P		
d	3,000 SHS MERRILL LYNCH PFD CAP TR	P		
e	4,000 SHS MERRILL LYNCH PFD TR	P		

	(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	191		191	0
b	2,008			2,008
c	21,265			21,265
d	75,000		75,000	0
e	100,000		103,130	-3,130

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				0
b				2,008
c				21,265
d				0
e				-3,130

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	20,143
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 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	104,317	1,640,332	0 063595
2013	103,142	1,689,579	0 061046
2012	89,875	1,636,766	0 054910
2011	91,092	1,574,630	0 057850
2010	82,900	1,560,495	0 053124

2	**Total** of line 1, column (d)	2	0 290525
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 058105
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	1,642,658
5	Multiply line 4 by line 3	5	95,447
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	539
7	Add lines 5 and 6	7	95,986
8	Enter qualifying distributions from Part XII, line 4	8	98,400

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	539
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	539
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	539
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a — 600		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	600
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	61
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 61 **Refunded** ▶	11	0

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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶CT			
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	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)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		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?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶ARTHUR G POTTS JR ESQ Telephone no ▶(203) 327-2333

Located at ▶BLAIR POTTS PO BOX 1214 107 ELM STREET FOUR STAMFORD PLAZA STAMFORD CT ZIP+4 ▶069041214

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . . ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year . . . . . . ▶ | 15 |

			Yes	No
16	At any time during calendar year 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?	16		No
	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 ▶			

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		
	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 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?	☐ Yes ☑ 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		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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		
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)? **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** No

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
See Additional Data Table				

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

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

Total number of other employees paid over $50,000 ▶ 0

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. . . . . ▶	0

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 . . . . ▶	0

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations,see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,315,682
b	Average of monthly cash balances.	1b	351,991
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	1,667,673
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,667,673
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	25,015
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,642,658
6	**Minimum investment return.** Enter 5% of line 5.	6	82,133

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	82,133
2a	Tax on investment income for 2015 from Part VI, line 5. — 2a: 539		
b	Income tax for 2015 (This does not include the tax from Part VI). — 2b:		
c	Add lines 2a and 2b.	2c	539
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	81,594
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	81,594
6	Deduction from distributable amount (see instructions).	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	81,594

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	98,400
b	Program-related investments—total from Part IX-B.	1b	0
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	98,400
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	539
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	97,861

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				81,594
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010. 5,816				
b From 2011. 13,226				
c From 2012. 8,916				
d From 2013. 19,579				
e From 2014. 23,466				
f **Total** of lines 3a through e.	71,003			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 98,400				
a Applied to 2014, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				81,594
e Remaining amount distributed out of corpus	16,806			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	87,809			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
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)	0			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . .	5,816			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	81,993			
10 Analysis of line 9				
a Excess from 2011. . . . 13,226				
b Excess from 2012. . . . 8,916				
c Excess from 2013. . . . 19,579				
d Excess from 2014. . . . 23,466				
e Excess from 2015. . . . 16,806				

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 Additional Data Table				
Total . . . . ▶ **3a**				98,400
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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			14	67	
4 Dividends and interest from securities. . .			14	36,351	
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.			01	58	
8 Gain or (loss) from sales of assets other than inventory			18	20,143	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		56,619	0

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 56,619

(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)

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)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

****** | 2017-04-07 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
ANDREW R MEYERS				P00460729

Firm's name ▶ BLAIR & POTTS PO BOX 1214 | Firm's EIN ▶ 06-1357173

Firm's address ▶ 107 ELM STREET FOUR STAMFORD PLAZA STAMFORD, CT 069041214 | Phone no (203) 327-2333

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
GENEVIEVE K BURLINGAME 45 HANCOCK LANE DARIEN,CT 06820	TRUSTEE 0 00	0	0	0
MARY E BURLINGAME 71 FAIRVIEW AVENUE STAMFORD,CT 06902	TRUSTEE 0 69	3,500	0	0
JANET E BURLINGAME 130 STONEPOST ROAD GLASTONBURY,CT 06033	TRUSTEE 0 69	3,500	0	0
SUSAN B LEVANGIA 21 JANET STREET KINGSTON,NY 12402	TRUSTEE 0 69	3,500	0	0
ELIZABETH A BURLINGAME 8 GLADYS DRIVE NORTH KINGSTON,RI 02852	TRUSTEE 0 69	3,500	0	0

Form 990PF Part XV Line 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*				
AMERICARES 88 HAMILTON AVENUE STAMFORD,CT 06902	NONE	PUBLIC	GENERAL FUND	3,000
AT HOME IN DARIEN PO BOX 1242 DARIEN,CT 06820	NONE	PUBLIC	GENERAL FUND	1,000
BARROW NEUROLOGICAL FOUNDATION 350 WEST THOMAS RAOD PHOENIX,AZ 85013	NONE	PUBLIC	GENERAL FUND	2,000
CATHOLIC RELIEF SERVICES 228 W LEXINGTON STREET BALTIMORE,MD 21201	NONE	PUBLIC	GENERAL FUND	11,000
CHILDRENS AID SOCIETY 105 EAST 22ND STREET NEW YORK,NY 10010	NONE	PUBLIC	GENERAL FUND	2,000
DAMON RUNYON CANCER RESEARCH 55 BROADWAY SUITE 302 NEW YORK,NY 10006	NONE	PUBLIC	GENERAL FUND	1,000
DANA FARBER CANCER INSTITUTE 10 BROOKLINE PLACE WEST 6TH FLOOR BROOKLINE,MA 02445	NONE	PUBLIC	GENERAL FUND	10,000
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK,NY 10001	NONE	PUBLIC	GENERAL FUND	3,000
FAMILY REENTRY 9 MOTT AVENUE NORWALK,CT 06850	NONE	PUBLIC	GENERAL FUND	1,000
FEEDING AMERICA 35 E WACKER DRIVESUITE 2000 CHICAGO,IL 60601	NONE	PUBLIC	GENERAL FUND	3,000
FINCA 1101 14TH STREET NW 11TH FLOOR WASHINGTON,DC 20005	NONE	PUBLIC	GENERAL FUND	2,000
INNER CITY SCHOLARSHIP FUND 1011 FIRST AVENUE NEW YORK,NY 10022	NONE	PUBLIC	GENERAL FUND	3,700
INTERNATIONAL RESCUE COMMITTEE 122 E 42ND STREET NEW YORK,NY 10168	NONE	PUBLIC	GENERAL FUND	4,000
JOHNS HOPKINS UNIVERSITY WILMER EYE INSTITUTE 3400 N CHARLES STREET BALTIMORE,MD 21218	NONE	PUBLIC	GENERAL FUND	3,000
JOSLIN DIABETES CENTER ONE JOSLIN PLACE BOSTON,MA 02215	NONE	PUBLIC	GENERAL FUND	4,000
Total . . . . ▶ **3a**				98,400

Form 990PF Part XV Line 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*				
KOLBE CATHEDRAL HIGH SCHOOL 33 CALHOUN PLACE BRIDGEPORT, CT 06604	NONE	PUBLIC	GENERAL FUND	8,700
LEARNING ALLY 20 ROSZEL ROAD PRINCETON, NJ 08540	NONE	PUBLIC	GENERAL FUND	1,000
NORWALK HOSPITAL FOUNDATION 34 MAPLE STREET NORWALK, CT 06856	NONE	PUBLIC	GENERAL FUND	2,000
SALVATION ARMY 855 ASYLUM STREET HARTFORD, CT 06105	NONE	PUBLIC	GENERAL FUND	8,000
STAMFORD HOSPITAL FOUNDATION 1351 WASHINGTON BLVD SUITE 202 STAMFORD, CT 06902	NONE	PUBLIC	GENERAL FUND	1,000
STANLEY M ISAACS NEIGHBORHOOD CENTER 415 EAST 93RD STREET NEW YORK, NY 10128	NONE	PUBLIC	GENERAL FUND	5,000
TRUSTEES OF TUFTS UNIVERSITY BALLOU HALL 3RD FLOOR MEDFORD, MA 02155	NONE	PUBLIC	GENERAL FUND	5,000
US FUND FOR UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE	PUBLIC	GENERAL FUND	13,000
WAVENY CARE CENTER 3 FARM ROAD NEW CANAAN, CT 06840	NONE	PUBLIC	GENERAL FUND	1,000
Total . . . . ▶ **3a**				98,400

TY 2015 Investments Corporate Stock Schedule

Name: BURLINGAME FOUNDATION

EIN: 22-2779816

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3,000 SHS MERRILL LYNCH PFD CAP TRUST	0	0
2,000 SHS MERRILL LYNCH PFD CAP TRUST V	0	0
6,000 SHS GENERAL ELECTRIC	105,750	184,560
3,000 SHS GENERAL ELECTRIC	54,718	92,280
2,000 MERRILL LYNCH PFD CAP TR V	0	0
4,418.913 SHS VANGUARD STAR FUND	100,000	107,910
10,500 SHS GENERAL ELECTRIC	162,531	322,980
8,379.888 SHS VANGUARD STAR FUND	150,000	204,637
1,366.12 SHS VANGUARD STAR FUND	25,000	33,361
1,345.533 SHS VANGUARD STAR FUND	25,000	32,858
214 SHS GENERAL MOTORS	23,380	7,389
195 WARRANTS GENERAL MOTORS 16	0	0
195 WARRANTS GENERAL MOTORS 19	11,515	3,191
3,961.965 SHS VANGUARD STAR FUND	75,000	96,751
2,480.159 SHS VANGUARD STAR FUND	50,000	60,565
2,213.369 SHS VANGUARD STAR FUND	50,000	54,050
2,124.947 SHS VANGUARD STAR FUND	50,000	51,891
1,986.492 SHS VANGURAD STAR FUND	50,000	48,510
2,040.816 SHS VANGUARD STAR FUND	50,000	49,837
127 SHS GENERAL MOTORS	15,105	4,385
50 SHS MOTORS LIQUIDATION	0	415

TY 2015 Investments Government Obligations Schedule

Name: BURLINGAME FOUNDATION

EIN: 22-2779816

US Government Securities - End of Year Book Value:	4,005
US Government Securities - End of Year Fair Market Value:	3,926
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2015 Legal Fees Schedule

Name: BURLINGAME FOUNDATION

EIN: 22-2779816

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BLAIR & POTTS TAX PREP	1,820	1,820		0
BLAIR & POTTS TAX LEGAL	750	750		0

TY 2015 Other Expenses Schedule

Name: BURLINGAME FOUNDATION

EIN: 22-2779816

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS LEGAL DISBURSEMENTS	86	86		0

TY 2015 Other Income Schedule

Name: BURLINGAME FOUNDATION

EIN: 22-2779816

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
IRS REFUND	58	58	58

TY 2015 Taxes Schedule

Name: BURLINGAME FOUNDATION

EIN: 22-2779816

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IRS EMPLOYEE TAXES	1,071	0		0
IRS ESTIMATED TAX	600	0		0
IRS BALANCE DUE	161	0		0