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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

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
BURLINGTON CAPITAL FOUNDATION

A Employer identification number
01-0658759

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1004 FARNAM STREET SUITE 400

B Telephone number (see instructions)
(402) 444-1630

City or town, state or province, country, and ZIP or foreign postal code
OMAHA, NE 68102

C If exemption application is pending, check here ▶ ☐

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

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

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 363,995

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)	224,359			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	842	842	842	
	4	Dividends and interest from securities	8,297	8,297	8,297	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	91,975			
	b	Gross sales price for all assets on line 6a 234,580				
	7	Capital gain net income (from Part IV, line 2)		91,975		
	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)	69	0	69	
	12	**Total.** Add lines 1 through 11	325,542	101,114	9,208	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0	0	0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	45	0	0	0
	b	Accounting fees (attach schedule)	2,225	0	0	0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,820	0	0	0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	5,539	4,457	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	9,629	4,457	0	0
	25	Contributions, gifts, grants paid	455,600			455,600
	26	**Total expenses and disbursements.** Add lines 24 and 25	465,229	4,457	0	455,600
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-139,687			
	b	**Net investment income** (if negative, enter -0-)		96,657		
	c	**Adjusted net income**(if negative, enter -0-)			9,208	

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	12,137	21,953	21,953
	2	Savings and temporary cash investments	81,264	78,587	78,587
	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)	239,720	97,115	154,274
	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)	94,798	90,088	109,181
	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)	427,919	287,743	363,995
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	427,919	287,743	
	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	427,919	287,743	
	31	**Total liabilities and net assets/fund balances** (see instructions)	427,919	287,743	

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	427,919
2	Enter amount from Part I, line 27a	2	-139,687
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	288,232
5	Decreases not included in line 2 (itemize) ▶	5	489
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	287,743

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	PUBLICLY TRADED SECURITIES	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	234,580		142,605	91,975
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				91,975
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	91,975
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	0

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))
2015	417,658	576,263	0 724770
2014	664,879	909,102	0 731358
2013	491,716	1,196,171	0 411075
2012	409,359	1,457,459	0 280872
2011	308,775	1,693,187	0 182363

2	**Total** of line 1, column (d)	2	2 330438
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 466088
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	460,908
5	Multiply line 4 by line 3	5	214,824
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	967
7	Add lines 5 and 6	7	215,791
8	Enter qualifying distributions from Part XII, line 4	8	455,600

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	967
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	967
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	967
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 1,820		
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	1,820
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	853
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 853	**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) ▶ NE			
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 2016 or the taxable year beginning in 2016 (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 ▶WWW BURLINGTONCAPITAL COM/WHO-WE-ARE/FOUNDATION

14 The books are in care of ▶LISA Y ROSKENS Telephone no ▶(402) 444-1630

Located at ▶1004 FARNAM STREET SUITE 400 OMAHA NE ZIP+4 ▶68102

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 2016, 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	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 2016?.	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?. ☐ 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 2016 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 2016).*	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 2016?	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** **No**

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
LISA Y ROSKENS 1004 FARNAM STREET SUITE 400 OMAHA, NE 68102	PRESIDENT 0 10	0	0	0
MICHAEL J DRAPER 1004 FARNAM STREET SUITE 400 OMAHA, NE 68102	SECRETARY/TREASURER 0 10	0	0	0
MICHAEL B YANNEY WOODMAN TOWER 2850 OMAHA, NE 68102	DIRECTOR 0 10	0	0	0

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

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

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	345,923
b	Average of monthly cash balances.		1b	122,004
c	Fair market value of all other assets (see instructions).		1c	0
d	**Total** (add lines 1a, b, and c).		1d	467,927
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	467,927
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	7,019
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	460,908
6	**Minimum investment return.** Enter 5% of line 5.		6	23,045

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	23,045
2a	Tax on investment income for 2016 from Part VI, line 5.	2a 967		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	967
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	22,078
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	22,078
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	22,078

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	455,600
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	455,600
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	967
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	454,633

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				22,078
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011. 226,138				
b From 2012. 339,268				
c From 2013. 435,175				
d From 2014. 623,766				
e From 2015. 389,729				
f **Total** of lines 3a through e.	2,014,076			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 455,600				
a Applied to 2015, 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 2016 distributable amount.				22,078
e Remaining amount distributed out of corpus	433,522			
5 Excess distributions carryover applied to 2016 *(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	2,447,598			
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 2015 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 2017				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 2011 not applied on line 5 or line 7 (see instructions)	226,138			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	2,221,460			
10 Analysis of line 9				
a Excess from 2012. 339,268				
b Excess from 2013. 435,175				
c Excess from 2014. 623,766				
d Excess from 2015. 389,729				
e Excess from 2016. 433,522				

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 2016, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
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 e-mail address of the person to whom applications should be addressed

LISA Y ROSKENS
1004 FARNAM STREET SUITE 400
OMAHA, NE 68102
(402) 444-1630

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

APPLICATIONS SHOULD BE SUBMITTED IN LETTER FORM AND INCLUDE GENERAL INFORMATION ABOUT THE ORGANIZATION, ITS ACTIVITIES AND THE AMOUNT OF FUNDING REQUESTED THEY SHOULD ALSO CONFIRM THEIR STATUS AS A 501(C)(3)

c Any submission deadlines

N/A

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

RESTRICTIONS ARE SET UP AT THE DISCRETION OF THE BOARD MEMBERS FACTORS AFFECTING THEIR DECISION INCLUDE AVAILABLE FUNDING AND THE MISSION OF THE ORGANIZATION RECEIVING THE GRANT

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**				455,600
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	842	
4 Dividends and interest from securities. . . .			14	8,297	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	91,975	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a SCHEDULE K-1 BOX 11A	900001		18	66	
b SCHEDULE K-1 BOX 1	900001		18	-46	
c SCHEDULE K-1 BOX 2	900001		18	49	
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		101,183	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 101,183

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

******	2017-11-14	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
CINDY BRENNEMAN				P00328210
Firm's name ▶ FRANKEL ZACHARIA				Firm's EIN ▶47-0574775
Firm's address ▶ 11404 WEST DODGE ROAD SUITE 700 OMAHA, NE 68154				Phone no (402) 496-9100

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*				
AMERICAN HEART ASSOCIATION PO BOX 4002902 DES MOINES, IA 50340	NONE	IRC SEC 509 (A)(1)	SUPPORT FOR OPERATIONS	2,500
CONSORTIUM OF DEMENTIA ALTERNATIVES 2403 N 150TH AVE OMAHA, NE 68116	NONE	IRC SEC 509 (A)(1)	SUPPORT FOR OPERATIONS	18,000
CREIGHTON UNIVERSITY 2500 CALIFORNIA STREET OMAHA, NE 68178	NONE	IRC SEC 509 (A)(1)	SUPPORT FOR OPERATIONS	750
DURHAM MUSEUM 801 S 10TH ST OMAHA, NE 68108	NONE	IRC SEC 509 (A)(1)	SUPPORT FOR OPERATIONS	5,000
FOR LOVE OF CHILDREN 131 N LUDLOW ST STE 128 DAYTON, OH 45402	NONE	IRC SEC 509 (A)(1)	SUPPORT FOR OPERATIONS	250
Total . . . . ▶ **3a**				455,600

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*				
NATURE CONSERVANCY 4245 N FAIRFAX DRIVE ARLINGTON, VA 22203	NONE	IRC SEC 509 (A)(1)	SUPPORT FOR OPERATIONS	12,500
OMAHA COMMUNITY FOUNDATION 302 SOUTH 36TH STREET STE 100 OMAHA, NE 68131	NONE	IRC SEC 509 (A)(1)	SUPPORT FOR OPERATIONS	15,000
OMAHA SPORTS COMMISSION 500 ENERGY PLAZA 409 S 17 ST OMAHA, NE 68102	NONE	IRC SEC 509 (A)(2)	SUPPORT FOR OPERATIONS	10,000
OMAHA SUMMER ARTS FESTIVAL PO BOX 31036 OMAHA, NE 68131	NONE	IRC SEC 509 (A)(2)	SUPPORT FOR OPERATIONS	1,250
OMAHA ZOO FOUNDATION 3701 S 10TH STREET OMAHA, NE 68107	NONE	IRC SEC 509 (A)(1)	SUPPORT FOR OPERATIONS	50,000
Total . . . . ▶ **3a**				455,600

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*				
QUALITY LIVING INC 6404 N 70TH PLAZA OMAHA, NE 68104	NONE	IRC SEC 509 (A)(1)	SUPPORT FOR OPERATIONS	3,000
TAKE FLIGHT FARMS 1004 FARNAM STREET STE 400 OMAHA, NE 68102	NONE	IRC SEC 509 (A)(1)	SUPPORT FOR OPERATIONS	10,000
UNIVERSITY OF NEBRASKA FOUNDATION PO BOX 82555 LINCOLN, NE 68501	NONE	IRC SEC 509 (A)(1)	SUPPORT FOR OPERATIONS	106,000
YANNEY HERITAGE PARK CO KEARNEY COMMMUNITY FOUNDATION 1007 SECOND AVENUE KEARNEY, NE 66847	NONE	IRC SEC 509 (A)(3) T	SUPPORT FOR OPERATIONS	26,000
ANGELS AMONG US 3516 N 163RD PLAZA SUITE 3 OMAHA, NE 68116	NONE	PC	SUPPORT FOR OPERATIONS	2,500
Total . . . . ▶ **3a**				455,600

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*				
ARBOR DAY FOUNDATION 2700 SYLVAN ROAD NEBRASKA CITY, NE 68410	NONE	PC	SUPPORT FOR OPERATIONS	35,000
BOYS & GIRLS CLUB 2610 HAMILTON STREET OMAHA, NE 68131	NONE	PC	SUPPORT FOR OPERATIONS	2,000
CHARLESTON PADDLE CLUB 267 CABILL DRIVE CHARLESTON, SC 29441	NONE	PC	SUPPORT FOR OPERATIONS	1,000
COMMUNITIES IN SCHOOLS OF THE CHARLESTON AREA 1090 E MONTAGUE AVE NORTH CHARLESTON, SC 29405	NONE	PC	SUPPORT FOR OPERATIONS	5,000
EDUCATE NEBRASKA 445 N 61ST STREET OMAHA, NE 68132	NONE	PC	SUPPORT FOR OPERATIONS	5,000
Total . . . . ▶ **3a**				455,600

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*				
EXECUTIVE WOMEN INTERNATIONAL 11201 DAVENPORT STREET OMAHA, NE 68102	NONE	PC	SUPPORT FOR OPERATIONS	1,000
THE FILM COLLABORATIVE 3405 CAZADOR STREET LOS ANGELES, CA 60065	NONE	PC	SUPPORT FOR OPERATIONS	2,500
FIRST RESPONDERS FOUNDATION PO BOX 540158 OMAHA, NE 68154	NONE	PC	SUPPORT FOR OPERATIONS	1,000
JUNIOR LEAGUE OF OMAHA 12135 PACIFIC STREET OMAHA, NE 68154	NONE	PC	SUPPORT FOR OPERATIONS	1,000
KANEKO 1111 JONES STREET OMAHA, NE 68102	NONE	PC	SUPPORT FOR OPERATIONS	5,000
Total . . . . ▶ **3a**				455,600

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*				
MADONNA FOUNDATION PO BOX 241721 OMAHA, NE 68124	NONE	PC	SUPPORT FOR OPERATIONS	5,000
MUSEUM OF NEBRASKA ART 2401 CENTRAL AVENUE KEARNEY, NE 68847	NONE	PC	SUPPORT FOR OPERATIONS	5,000
NEBRASKA GAME & PARKS FOUNDATION PO BOX 36 WAVERLY, NE 68462	NONE	PC	SUPPORT FOR OPERATIONS	50,000
NEBRASKA HUMANE SOCIETY 8929 FORT STREET OMAHA, NE 68134	NONE	PC	SUPPORT FOR OPERATIONS	6,000
OMAHA EQUESTRIAN FOUNDATION 1004 FARNAM STREET STE 400 OMAHA, NE 68102	NONE	PC	SUPPORT FOR OPERATIONS	10,000
Total . . . . ▶ **3a**				455,600

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*				
OMAHA MULTI-SPORT COMPLEX 1004 FARNAM STREET STE 102 OMAHA, NE 68102	NONE	PC	SUPPORT FOR OPERATIONS	5,000
CITY OF OMAHA PUBLIC LIBRARY FOUNDATION 215 S 15TH STREET OMAHA, NE 68102	NONE	PC	SUPPORT FOR OPERATIONS	2,000
OMAHA STARLINGS VOLLEYBALL CLUB 5701 S 33RD STREET OMAHA, NE 68107	NONE	PC	SUPPORT FOR OPERATIONS	250
OMAHA STREET SCHOOL INC 3223 N 45TH STREET OMAHA, NE 68104	NONE	PC	SUPPORT FOR OPERATIONS	1,000
OPERA OMAHA INC 1850 FARNAM STREET OMAHA, NE 68102	NONE	PC	SUPPORT FOR OPERATIONS	1,000
Total . . . . ▶ **3a**				455,600

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*				
PARTNERSHIP4KIDS 1004 FARNAM STREET STE 200 OMAHA, NE 68102	NONE	PC	SUPPORT FOR OPERATIONS	21,375
PENFED FOUNDATION 2930 EISENHOWER AVE ALEXANDRIA, VA 22314	NONE	PC	SUPPORT FOR OPERATIONS	5,000
PTI NEBRASKA 191 S 42ND STREET SUITE 205 OMAHA, NE 68105	NONE	PC	SUPPORT FOR OPERATIONS	600
SPOKES GROUP PO BOX 220395 CHARLOTTE, NC 28222	NONE	PC	SUPPORT FOR OPERATIONS	1,875
TOGETHER INC 812 S 24TH STREET OMAHA, NE 68108	NONE	PC	SUPPORT FOR OPERATIONS	2,500
Total . . . . ▶ **3a**				455,600

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*				
US ATV SEARCH & RESCUE TEAM 4152 S 89TH STREET OMAHA, NE 68127	NONE	PC	SUPPORT FOR OPERATIONS	250
VOICES FOR CHILDREN IN NEBRASKA 7521 MAIN STREET OMAHA, NE 68127	NONE	PC	SUPPORT FOR OPERATIONS	1,000
VOLUNTEERS ASSISTING SENIORS 1941 S 42ND STREET OMAHA, NE 68105	NONE	PC	SUPPORT FOR OPERATIONS	1,000
WOMEN'S FUND OF OMAHA 1111 N 13TH STREET SUITE 106 OMAHA, NE 68102	NONE	PC	SUPPORT FOR OPERATIONS	500
WOUNDED WARRIORS FAMILY SUPPORT 920 S 107TH STREET SUITE 250 OMAHA, NE 68114	NONE	PC	SUPPORT FOR OPERATIONS	10,000
Total . . . . ▶ **3a**				455,600

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*				
YMCA OF GREATER OMAHA 430 S 20TH STREET OMAHA, NE 68102	NONE	PC	SUPPORT FOR OPERATIONS	5,000
Total . . . . ▶ 3a				455,600

TY 2016 Accounting Fees Schedule

Name: BURLINGTON CAPITAL FOUNDATION

EIN: 01-0658759

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	2,225	0	0	0

TY 2016 Investments Corporate Stock Schedule

Name: BURLINGTON CAPITAL FOUNDATION

EIN: 01-0658759

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AUTO DATA PROCESSING - 121 SHARES	3,975	12,437
DIAGEO PLC NEW ADR - 95 SHARES	4,956	9,874
ROCKWELL COLLINS INC - 129 SHARES	5,641	11,966
CHEVRON CORPORATION - 0 SHARES	0	0
CME GROUP INC CL A - 103 SHARES	6,583	11,881
SCHLUMBERGER LTD - 133 SHARES	7,211	11,165
BERKLEY WR CORPORATION - 187 SHARES	6,073	12,438
EXPEDITORS INTL WASH - 213 SHARES	8,200	11,281
DENTSPLY INTL INC - 0 SHARES	0	0
LOEWS CORPORATION - 263 SHARES	11,144	12,316
BROOKFIELD ASET MGMT F - 316 SHARES	9,978	10,431
CDK GLOBAL INC - 189 SHARES	5,649	11,282
MEAD JOHNSON NUTRITION - 114 SHARES	10,761	8,066
ALPHABET INC - 13 SHARES	2,934	10,302
FRANCO NEVADA CORP - 141 SHARES	6,805	8,426
SPECTRA ENERGY CORP - 302 SHARES	7,205	12,409

TY 2016 Investments - Other Schedule

Name: BURLINGTON CAPITAL FOUNDATION

EIN: 01-0658759

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AMER 1ST MULTIF INVTRS LP - 15,050 BUCS	AT COST	63,783	81,270
ISHARES TR BARCLAYS TIPS	AT COST	12,540	14,146
ISHARES TR BARCLAYS BOND	AT COST	13,765	13,765

TY 2016 Legal Fees Schedule

Name: BURLINGTON CAPITAL FOUNDATION

EIN: 01-0658759

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	45	0	0	0

TY 2016 Other Decreases Schedule

Name: BURLINGTON CAPITAL FOUNDATION

EIN: 01-0658759

Description	Amount
BASIS ADJUSTMENT TO ATAX PUBLIC TRADED PTSHP BUCS	489

TY 2016 Other Expenses Schedule

Name: BURLINGTON CAPITAL FOUNDATION

EIN: 01-0658759

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	4,457	4,457	0	0
WEB CHARGES	14	0	0	0
ADR CHARGES	162	0	0	0
BANK CHARGES	200	0	0	0
MISC	706	0	0	0

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TY 2016 Other Income Schedule

Name: BURLINGTON CAPITAL FOUNDATION

EIN: 01-0658759

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SCHEDULE K-1 BOX 11A	66		66
SCHEDULE K-1 BOX 1	-46		-46
SCHEDULE K-1 BOX 2	49		49

TY 2016 Taxes Schedule

Name: BURLINGTON CAPITAL FOUNDATION

EIN: 01-0658759

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX PAID	1,820	0	0	0

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ 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*

OMB No 1545-0047

2016

Name of the organization	Employer identification number
BURLINGTON CAPITAL FOUNDATION	01-0658759

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
BURLINGTON CAPITAL FOUNDATION

Employer identification number
01-0658759

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	THE BURLINGTON CAPITAL GROUP LLC 1004 FARNAM STREET OMAHA, NE68102	$ 224,359	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
BURLINGTON CAPITAL FOUNDATION	01-0658759

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
		$	

(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
		$	

Name of organization
BURLINGTON CAPITAL FOUNDATION

Employer identification number
01-0658759

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once. See instructions.) ▶ $** ____________

Use duplicate copies of Part III if additional space is needed

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee