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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

**2008**

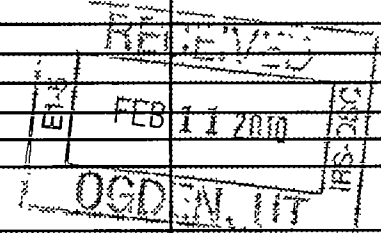
Department of the Treasury  
Internal Revenue Service (77)

**Note:** The foundation may be able to use a copy of this return to satisfy state reporting requirements.

**For calendar year 2008, or tax year beginning** 10/01, **2008, and ending** 9/30, 2009

<b>G</b> Check all that apply		Initial return	Final return	Amended return	Address change	Name change
<b>Use the IRS label otherwise, print or type See Specific Instructions</b>	Fritz B. Burns Foundation a Nevada nonprofit corporation 4001 West Alameda Avenue #203 Burbank, CA 91505-4338				<b>A</b> Employer identification number 94-3218106	
					<b>B</b> Telephone number (see the instructions) 818-840-8802	
<b>H</b> Check type of organization		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>		
		<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D 1</b> Foreign organizations, check here <input type="checkbox"/>		
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 139,713,739.		<b>J</b> Accounting method. <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		<b>D 2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>		
		(Part I, column (d) must be on cash basis)		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>		
				<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)				
<b>REVENUE</b>	1 Contributions, gifts, grants, etc, received (att sch)			
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B			
	3 Interest on savings and temporary cash investments	3,456.	3,456.	N/A
	4 Dividends and interest from securities	2,855,765.	2,855,765.	
	5a Gross rents	2,604,104.	2,604,104.	
	b Net rental income or (loss) 1,986,621.			
	6a Net gain/(loss) from sale of assets not on line 10	-2,124,837.	Statement 1	
	b Gross sales price for all assets on line 6a 10,895,863.			
	7 Capital gain net income (from Part IV, line 2)		0.	
	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/(loss) (att sch)				
11 Other income (attach schedule) See Statement 2	275,515.	275,515.		
12 <b>Total.</b> Add lines 1 through 11	3,614,003.	5,738,840.		
<b>ADMINISTRATIVE EXPENSES AND</b>	13 Compensation of officers, directors, trustees, etc	661,237.	330,619.	330,618.
	14 Other employee salaries and wages	26,065.	13,033.	13,032.
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule) See St 3	26,086.	13,044.	13,042.
	b Accounting fees (attach sch) See St 4	32,733.	16,367.	16,366.
	c Other prof fees (attach sch) See St 5	272,616.	268,616.	4,000.
	17 Interest			
	18 Taxes (attach schedule) See Stmt 6	51,240.	36,429.	14,811.
	19 Depreciation (attach sch) and depletion	353,087.	352,914.	
	20 Occupancy	46,706.	23,353.	23,353.
	21 Travel, conferences, and meetings	5,432.	2,716.	2,716.
	22 Printing and publications			
	23 Other expenses (attach schedule) See Statement 7	301,513.	283,732.	17,781.
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	1,776,715.	1,340,823.	435,719.
	25 Contributions, gifts, grants paid Part XV	7,500,000.		7,500,000.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	9,276,715.	1,340,823.	7,935,719.	
27 Subtract line 26 from line 12:				
a <b>Excess of revenue over expenses and disbursements</b>	-5,662,712.			
b <b>Net investment income</b> (if negative, enter 0)		4,398,017.		
c <b>Adjusted net income</b> (if negative, enter 0)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		602,672.	234,216.	234,216.
	2	Savings and temporary cash investments		15,085,767.	9,510,807.	9,510,807.
	3	Accounts receivable	858,650.			
		Less: allowance for doubtful accounts		876,575.	858,650.	858,650.
	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 the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		140,683.	145,749.	145,749.
	10a	Investments — U.S. and state government obligations (attach schedule) Statement 8		30,545,757.	31,451,817.	32,022,032.
	b	Investments — corporate stock (attach schedule) Statement 9		62,301,991.	59,393,322.	62,709,301.
	c	Investments — corporate bonds (attach schedule) Statement 10		5,987,698.	8,149,725.	8,251,850.
	11	Investments — land, buildings, and equipment, basis	20,103,797.			
	Less: accumulated depreciation (attach schedule) See Stmt 11	5,137,745.	14,875,528.	14,966,052.	23,330,000.	
12	Investments — mortgage loans					
13	Investments — other (attach schedule) Statement 12		299,645.	296,761.	2,640,000.	
14	Land, buildings, and equipment, basis	13,289.				
	Less: accumulated depreciation (attach schedule) See Stmt 13	2,155.	7,836.	11,134.	11,134.	
15	Other assets (describe )					
16	<b>Total assets</b> (to be completed by all filers — see instructions. Also, see page 1, item l)		130,724,152.	125,018,233.	139,713,739.	
LIABILITIES	17	Accounts payable and accrued expenses		58,692.	59,469.	
	18	Grants payable		14,056,697.	12,352,155.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe )				
	23	<b>Total liabilities</b> (add lines 17 through 22)		14,115,389.	12,411,624.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		116,608,763.	112,606,609.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see the instructions)		116,608,763.	112,606,609.		
31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)		130,724,152.	125,018,233.		

**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	116,608,763.
2	Enter amount from Part I, line 27a	2	-5,662,712.
3	Other increases not included in line 2 (itemize) <u>See Statement 14</u>	3	1,704,542.
4	Add lines 1, 2, and 3	4	112,650,593.
5	Decreases not included in line 2 (itemize) <u>See Statement 15</u>	5	43,984.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	112,606,609.

**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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 16			
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>	2	-2,124,837.
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 the instructions). If (loss), enter -0- in Part I, line 8 <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8</span>	3	-740,024.

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2007	7,740,426.	159,530,940.	0.048520
2006	8,130,939.	162,152,977.	0.050144
2005	6,896,552.	153,957,834.	0.044795
2004	7,499,869.	153,074,714.	0.048995
2003	6,826,275.	152,715,309.	0.044699

2 Total of line 1, column (d)	2	0.237153
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	0.047431
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	130,510,157.
5 Multiply line 4 by line 3	5	6,190,227.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	43,980.
7 Add lines 5 and 6	7	6,234,207.
8 Enter qualifying distributions from Part XII, line 4	8	7,935,719.

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 the instructions)**

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling letter. _____ (attach copy of ruling letter if necessary – see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	43,980.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	43,980.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	43,980.
6	Credits/Payments		
a	2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	150,456.
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	150,456.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	106,476.
11	Enter the amount of line 10 to be: <b>Credited to 2009 estimated tax</b> 106,476.   <b>Refunded</b>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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**Part VII-A Statements Regarding Activities Continued**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <span style="float:right">▶ N/A</span>	13	X	
14	The books are in care of ▶ <u>Joseph E. Rawlinson, President</u> Telephone no ▶ <u>818-840-8802</u> Located at ▶ <u>4001 West Alameda Avenue, #203 Burbank CA</u> ZIP + 4 ▶ <u>91505-4338</u>			
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 <span style="float:right">▶ 15</span>	N/A		▶ <input type="checkbox"/> N/A

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <span style="float:right">▶ <input type="checkbox"/></span>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ .		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 the instructions )	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2008 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 2008 )	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

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**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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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 N/A

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?

N/A  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

6b X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If you answered 'Yes' to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes  No

7b N/A

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(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 Statement 17		633,920.	27,317.	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
See Statement 18		264,616.
-----		
-----		
-----		
-----		
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 None	
-----	
2	
-----	
3	
-----	
4	
-----	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount	
1 None		
-----		
2		
-----		
All other program-related investments. See instructions		
3		
-----		
Total. Add lines 1 through 3		0.

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**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	105,121,703.
b Average of monthly cash balances	1b	383,954.
c Fair market value of all other assets (see instructions)	1c	26,991,964.
d Total (add lines 1a, b, and c)	1d	132,497,621.
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	132,497,621.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,987,464.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	130,510,157.
6 Minimum investment return. Enter 5% of line 5	6	6,525,508.

**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	6,525,508.
2a Tax on investment income for 2008 from Part VI, line 5	2a	43,980.	
b Income tax for 2008. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c	43,980.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	6,481,528.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	6,481,528.	
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	6,481,528.	

**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	7,935,719.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the.		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	7,935,719.
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	43,980.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,891,739.

**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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				6,481,528.
2 Undistributed income, if any, as of the end of 2007.				
a Enter amount for 2007 only			6,648,646.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ <u>7,935,719.</u>				
a Applied to 2007, but not more than line 2a			6,648,646.	
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 2008 distributable amount				1,287,073.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (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	0.			
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 2007 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				5,194,455.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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) )

None

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.

None

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 of the person to whom applications should be addressed.

See Statement 19

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

**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 Attached Schedule)	Not Individua	Not PF	Contributions were to charities exempt under 501(c)(3) which were not private foundations.	7,500,000.
<b>Total</b>				▶ <b>3a</b> 7,500,000.
b Approved for future payment (See Attached Schedule)	Not Individua	Not PF	Contributions will be to charities exempt under 501(c)(3) which are not private foundations.	3,625,000.
<b>Total</b>				▶ <b>3b</b> 3,625,000.





**FRITZ B. BURNS FOUNDATION  
CONTRIBUTIONS  
OCTOBER 1, 2008 – SEPTEMBER 30, 2009**

-A-	
ALEXANDRIA HOUSE	100,000.00
426 South Alexandria Avenue	
Los Angeles, CA 90020	
ARCHDIOCESE OF LOS ANGELES	25,000.00
3424 Wilshire Boulevard	
Los Angeles, CA 90010-2241	
-B-	
BOY SCOUTS OF AMERICA – LOS ANGELES AREA	50,000.00
2333 Scout Way	
Los Angeles, CA 90026	
BRAILLE INSTITUTE	100,000.00
741 N. Vermont Avenue	
Los Angeles, CA 90029-3594	
BRIGHAM YOUNG UNIVERSITY	1,875,000.00
D-346 ASB	
Provo, UT 84602-1346	
-C-	
CHILDREN'S HOSPITAL	100,000.00
4650 Sunset Boulevard, #29	
Los Angeles, CA 90027	
CLAREMONT McKENNA COLLEGE	250,000.00
Bauer Center, 500 East 9 <sup>th</sup> Street	
Claremont, CA 91711-6400	
CRESPI CARMELITE HIGH SCHOOL	60,000.00
5031 Alonzo Avenue	
Encino, CA 91316-3699	
-D-	
-E-	
ETTIE LEE HOMES FOR YOUTH	25,000.00
P. O. Box 339	
Baldwin Park, CA 91706-0339	

-F-

-G-

GOOD SAMARITAN HOSPITAL 27,500.00  
1225 Wilshire Boulevard  
Los Angeles, CA 90017-2395

GREATER LOS ANGELES ZOO ASSOCIATION 125,000.00  
5333 Zoo Drive  
Los Angeles, CA 90027-1498

-H-

HOLY CROSS MEDICAL CENTER 100,000.00  
15031 Rinaldi Street, P.O. Box 9600  
Mission Hills, CA 91346-9600

-I-

-J-

-K-

-L-

LEAGUE FOR CRIPPLED CHILDREN 25,000.00  
ORTHOPAEDIC HOSPITAL  
2400 South Flower Street  
Los Angeles, CA 90007-2697

LITTLE SISTERS OF THE POOR 150,000.00  
JEANNE JUGAN RESIDENCE  
2100 South Western Avenue  
Los Angeles, CA 90732-4389

LOS ANGELES MISSION 25,000.00  
303 E. 5<sup>th</sup> Street  
Los Angeles, CA 90013

LOYOLA HIGH SCHOOL 100,000.00  
1901 Venice Boulevard  
Los Angeles, CA 90006-4496

LOYOLA LAW SCHOOL 600,000.00  
919 South Albany Street  
Los Angeles, CA 90015-12211

LOYOLA MARYMOUNT UNIVERSITY University Hall 1 LMU Drive, Suite 4900 Los Angeles, CA 90045-2659	1,000,000.00
-M-	
MOUNT ST. MARY'S COLLEGE Doheny Campus 10 Chester Place Los Angeles, CA 90007-2598	500,000.00
-N-	
NOTRE DAME HIGH SCHOOL 13645 Riverside Drive Sherman Oaks, CA 91423-2494	100,000.00
-O-	
-P-	
PACIFIC LEGAL FOUNDATION 3900 Lennane Drive, Suite 200 Sacramento, CA 95834-1909	87,500.00
PASADENA CHRISTIAN SCHOOL 1515 N. Los Robles Ave. Pasadena, CA 91104	100,000.00
PROVIDENCE HIGH SCHOOL 511 South Buena Vista St. Burbank, CA 91505	200,000.00
-Q-	
-R-	
-S-	
SALK INSTITUTE P.O. Box 85800 San Diego, CA 92186-5800	50,000.00
SAN FERNANDO MISSION 15151 San Fernando Mission Boulevard Mission Hills, CA 91345	25,000.00

ST. ANNE'S MATERNITY HOME 155 N. Occidental Los Angeles, CA 90026-4641	25,000.00
ST. BERNARD HIGH SCHOOL 9100 Falmouth Los Angeles, CA 90293	25,000.00
ST. GENEVIEVE HIGH SCHOOL 13967 Roscoe Boulevard Panorama City, CA 91402-4299	400,000.00
ST. JOHN OF GOD 2468 South St. Andrew Place Los Angeles, CA 90018	200,000.00
ST. JOSEPH MEDICAL CENTER 501 South Buena Vista Burbank, CA 91505-4809	200,000.00
T- THOMAS AQUINAS COLLEGE 10000 North Ojai Road Santa Paula, CA 93060	500,000.00
-U- UNION RESCUE MISSION P.O. Box 861584 Los Angeles, CA 90086-9942	100,000.00
-V- VALLEY PRESBYTERIAN HOSPITAL 15107 Vanowen Street Van Nuys, CA 91409-9102	250,000.00
-W-	
-X-	
-Y-	
-Z-	

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<b>TOTAL</b>	<b><u>\$7,500,000.00</u></b>
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Client FBB

Fritz B. Burns Foundation  
a Nevada nonprofit corporation

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**Statement 1**  
**Form 990-PF, Part I, Line 6a**  
**Net Gain (Loss) from Noninventory Sales Per Books**  
**Assets Not Included in Part IV**

Description:	Cannon Copier		
Date Acquired:	6/29/2001		
How Acquired:	Purchase		
Date Sold:	6/09/2009		
To Whom Sold:			
Gross Sales Price:		0.	
Cost or Other Basis:		4,677.	
Basis Method:	Cost		
Depreciation:		4,677.	
			Gain (Loss) 0.
			Total \$ <u>0.</u>

**Statement 2**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Oil Royalties	\$ 25,538.	\$ 25,538.	
Ptrshp Inc - Royal Palms	214,680.	214,680.	
Sec Litigat'n Rec & Other	35,297.	35,297.	
Total	\$ <u>275,515.</u>	\$ <u>275,515.</u>	<u>0.</u>

**Statement 3**  
**Form 990-PF, Part I, Line 16a**  
**Legal Fees**

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Allison MacKenzie & Russell	\$ 185.	\$ 93.		\$ 92.
Brorby, Crozier, and Dobbs	25,863.	12,932.		12,931.
Rawlinson and Ewen, Inc.	38.	19.		19.
Total	\$ <u>26,086.</u>	\$ <u>13,044.</u>	<u></u>	\$ <u>13,042.</u>

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**Statement 4**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Peasley, Aldinger & O'Bymachow	\$ 32,733.	\$ 16,367.		\$ 16,366.
Total	<u>\$ 32,733.</u>	<u>\$ 16,367.</u>		<u>\$ 16,366.</u>

**Statement 5**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Kayne Anderson Investment Management	\$ 112,182.	\$ 112,182.		
MacKay Shields	36,100.	36,100.		
Manhattan Realty Advisors	8,000.	4,000.		\$ 4,000.
Mellon Private Asset Management	116,334.	116,334.		
Total	<u>\$ 272,616.</u>	<u>\$ 268,616.</u>		<u>\$ 4,000.</u>

**Statement 6**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Employment Taxes - FICA	\$ 28,736.	\$ 14,368.		\$ 14,368.
Employment Taxes - SUI	549.	275.		274.
Foreign Taxes	21,617.	21,617.		
Personal Property Taxes	128.	64.		64.
Taxes & Licenses	210.	105.		105.
Total	<u>\$ 51,240.</u>	<u>\$ 36,429.</u>		<u>\$ 14,811.</u>

**Statement 7**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Processing Charges - Payroll	\$ 3,951.	\$ 1,976.		\$ 1,975.
Dues & Subscriptions	80.	40.		40.
Insurance	20,393.	10,197.		10,196.
Miscellaneous	4,440.	2,220.		2,220.
Office Supplies	3,225.	1,613.		1,612.
Postage	436.	218.		218.
Rental Expenses	265,948.	265,948.		

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Statement 7 (continued)  
Form 990-PF, Part I, Line 23  
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Telephone	\$ 3,040.	\$ 1,520.		\$ 1,520.
Total	\$ 301,513.	\$ 283,732.		\$ 17,781.

Statement 8  
Form 990-PF, Part II, Line 10a  
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
US Treasury Note due 10-31-08 @ 4.875%	Cost	\$ 0.	\$ 0.
US Treasury Note due 2-28-09 @ 4.75%	Cost	0.	0.
Federal Home Loan Bank 1/27/10 4.190%	Cost	5,012,794.	5,067,563.
Federal Home Loan Banks 6/10/11 3.125%	Cost	4,994,994.	5,170,300.
Federal Home Loan Banks 9/17/10 4.375%	Cost	5,067,483.	5,182,800.
Federal Farm Credit 12/6/10 3.750%	Cost	5,038,701.	5,178,150.
US Treasury Note due 9/30/11 @ 4.5%	Cost	5,534,048.	5,602,288.
US Treasury Note due 12/15/11 @ 1.125%	Cost	5,803,797.	5,820,931.
		\$ 31,451,817.	\$ 32,022,032.
	Total	\$ 31,451,817.	\$ 32,022,032.

Statement 9  
Form 990-PF, Part II, Line 10b  
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Kayne Anderson/Wachovia Inv Acct	Cost	\$ 24,392,519.	\$ 24,783,614.
Mellon Inv Acct	Cost	33,620,173.	36,510,668.
Lord Abbett/Wachovia - Stocks	Cost	0.	0.
MacKay Shields - Stocks	Cost	1,380,630.	1,415,019.
	Total	\$ 59,393,322.	\$ 62,709,301.

Statement 10  
Form 990-PF, Part II, Line 10c  
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Lord Abbett/Wachovia - Bonds	Cost	\$ 0.	\$ 0.
GE Capital Corp 12/15/09 3.750%	Cost	4,997,896.	5,027,500.
MacKay Shields - Bonds & Notes	Cost	3,151,829.	3,224,350.
	Total	\$ 8,149,725.	\$ 8,251,850.

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**Statement 11**  
**Form 990-PF, Part II, Line 11**  
**Investments - Land, Buildings, and Equipment**

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Machinery and Equipment	\$ 174,916.	\$ 57,127.	\$ 117,789.	\$ 0.
Buildings	13,668,017.	5,080,618.	8,587,399.	23,330,000.
Land	6,260,864.		6,260,864.	0.
Total	<u>\$ 20,103,797.</u>	<u>\$ 5,137,745.</u>	<u>\$ 14,966,052.</u>	<u>\$ 23,330,000.</u>

**Statement 12**  
**Form 990-PF, Part II, Line 13**  
**Investments - Other**

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Royal Palms Partnership Interest 38.169%	Cost	\$ 296,761.	\$ 2,640,000.
Total		<u>\$ 296,761.</u>	<u>\$ 2,640,000.</u>

**Statement 13**  
**Form 990-PF, Part II, Line 14**  
**Land, Buildings, and Equipment**

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Furniture and Fixtures	\$ 8,438.	\$ 1,808.	\$ 6,630.	\$ 0.
Machinery and Equipment	4,851.	347.	4,504.	11,134.
Total	<u>\$ 13,289.</u>	<u>\$ 2,155.</u>	<u>\$ 11,134.</u>	<u>\$ 11,134.</u>

**Statement 14**  
**Form 990-PF, Part III, Line 3**  
**Other Increases**

Net Decrease in Future Grant Promises		\$ 1,704,542.
Total		<u>\$ 1,704,542.</u>

**Statement 15**  
**Form 990-PF, Part III, Line 5**  
**Other Decreases**

Federal Excise Tax on Inv. Inc., 9/30/09		\$ 43,980.
Rounding		4.
Total		<u>\$ 43,984.</u>

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Statement 16  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	47 SHS KANSAS CITY SO IND PREF CV	Purchased	3/19/2008	10/01/2008
2	157,000 PV ADC TELECOMM SUB NTS	Purchased	3/19/2008	10/02/2008
3	48,000 PV ISTAR FIN'L INC CV	Purchased	7/02/2008	10/02/2008
4	156,000 PV PRUDENTIAL FIN'L INC CV	Purchased	3/27/2008	10/02/2008
5	76,000 PV WYETH FLOATNG RATE NTS	Purchased	3/19/2008	10/02/2008
6	138,000 PV ROPER IND INC BDS	Purchased	3/19/2008	10/10/2008
7	2,446 SHS CITIGROUP PREF	Purchased	9/30/2008	11/20/2008
8	41,000 PV AMR CORPORATION	Purchased	10/01/2008	1/15/2009
9	95,000 PV CACI INTER INC CV SR	Purchased	10/01/2008	1/23/2009
10	88,000 PV FORD MOTOR CO	Purchased	10/01/2008	4/08/2008
11	2.03 SHS FORD MOTOR CO	Purchased	4/08/2008	4/09/2009
12	9,565 SHS FORD MOTOR CO	Purchased	4/08/2009	4/15/2009
13	.49 SHS CITIGROUP	Purchased	7/22/2009	7/30/2009
14	179,000 PV TEVA PHARMACEUTICALS	Purchased	10/01/2008	7/24/2009
15	27,971 SHS CITIGROUP	Purchased	7/22/2009	8/06/2009
16	93,000 PV SBA COMM CORP	Purchased	10/01/2008	8/20/2009
17	57,000 PV SBA COMM CORP	Purchased	10/16/2008	8/20/2009
18	102,000 PV WATSON PHARMACEUTICALS	Purchased	10/01/2008	9/15/2009
19	100,000 PV TRANSOCEAN INC CV	Purchased	10/01/2008	9/16/2009
20	61,000 PV NII HOLDINGS INC CV	Purchased	12/19/2008	9/23/2009
21	10,000 SHS AETNA INC	Purchased	8/28/2008	6/19/2009
22	8,000 SHS CITIGROUP, INC	Purchased	12/05/2003	11/26/2008
23	2,000 SHS CITIGROUP, INC.	Purchased	9/09/2004	11/26/2008
24	10,000 SHS CITIGROUP, INC.	Purchased	1/27/2005	11/26/2008
25	8,000 SHS CITIGROUP, INC	Purchased	3/22/2006	11/26/2008
26	4,460 SHS WELLS FARGO	Purchased	7/23/1998	12/01/2008
27	540 SHS WELLS FARGO	Purchased	4/09/1999	12/01/2008
28	3,000 SHS BAXTER INT'L	Purchased	10/28/2002	12/01/2008
29	3,000 SHS AT&T CORP	Purchased	9/28/2006	12/01/2008
30	2,000 SHS AT&T CORP	Purchased	1/22/2001	12/01/2008
31	5,000 SHS NIKE INC CL B	Purchased	3/19/2003	12/01/2008
32	5,000 SHS FPL GROUP, INC.	Purchased	4/14/2003	12/01/2008
33	800 SHS MCDONALDS, INC	Purchased	1/15/2003	12/01/2008
34	4,200 SHS MCDONALDS, INC	Purchased	4/14/2003	12/01/2008
35	368 SHS BANKAMERICA CORP	Purchased	10/01/1998	2/25/2009
36	6,000 SHS BANKAMERICA CORP	Purchased	3/10/2004	2/25/2009
37	5,000 SHS BANKAMERICA CORP	Purchased	4/29/2005	2/25/2009
38	7,513 SHS BANKAMERICA CORP	Purchased	1/04/2006	2/25/2009
39	9,016 SHS BANKAMERICA CORP	Purchased	1/04/2006	2/25/2009
40	5,800 SHS MCDONALDS, INC.	Purchased	4/14/2003	5/14/2009
41	200 SHS MCDONALDS, INC	Purchased	4/23/2003	5/14/2009
42	5,000 SHS FPL GROUP, INC.	Purchased	4/14/2003	5/14/2009
43	4,000 SHS FPL GROUP, INC.	Purchased	4/23/2003	5/14/2009
44	4,000 SHS FPL GROUP, INC.	Purchased	4/23/2003	7/08/2009
45	1,000 SHS FPL GROUP, INC.	Purchased	5/14/2003	7/08/2009
46	12,000 SHS PG&E	Purchased	3/22/2006	8/13/2009
47	12,900 SHS NORDSTROM	Purchased	1/04/2008	10/10/2008
48	5,300 SHS STATE STREET CORP	Purchased	3/12/2008	12/29/2008
49	4,200 SHS C R BARD INC	Purchased	6/20/2008	3/09/2009
50	9,200 SHS CONOCOPHILLIPS	Purchased	12/19/2005	10/10/2008
51	4,500 SHS CONOCOPHILLIPS	Purchased	6/12/2006	10/10/2008
52	10,900 SHS NORDSTROM	Purchased	6/07/2006	10/10/2008
53	4,000 SHS COSTCO	Purchased	8/10/2005	10/16/2008
54	3,600 SHS PROCTOR & GAMBLE	Purchased	3/27/2000	10/16/2008
55	3,300 SHS BURLINGTON NORTHERN SANTA FE	Purchased	1/23/2007	10/30/2008
56	9,600 SHS WELLS FARGO	Purchased	9/09/1998	10/30/2008

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Statement 16 (continued)  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
57	6,390 SHS STATE STREET CORP	Purchased	11/03/2004	12/29/2008
58	7,000 SHS STATE STREET CORP	Purchased	3/12/2007	12/29/2008
59	5,300 SHS COSTCO	Purchased	8/10/2005	12/30/2008
60	8,800 SHS PEPSICO INC	Purchased	2/07/2003	3/23/2009
61	80 SHS AUTOMATIC DATA PROCESSING	Purchased	8/17/1993	4/07/2009
62	6,020 SHS AUTOMATIC DATA PROCESSING	Purchased	12/02/1998	4/07/2009
63	1,210 SHS AUTOMATIC DATA PROCESSING	Purchased	1/08/1999	4/07/2009
64	4,000 SHS AUTOMATIC DATA PROCESSING	Purchased	11/20/2002	4/07/2009
65	1,390 SHS AUTOMATIC DATA PROCESSING	Purchased	1/03/2008	4/07/2009
66	4,700 SHS EXXON MOBIL CORP	Purchased	1/13/1999	4/21/2009
67	5,100 SHS JOHNSON & JOHNSON	Purchased	9/09/1993	4/21/2009
68	13,000 SHS DISNEY	Purchased	6/01/2006	5/13/2009
69	1,800 SHS DISNEY	Purchased	6/19/2007	5/13/2009
70	11,600 SHS AVON PRODUCTS INC	Purchased	1/25/2006	7/27/2009
71	910 SHS GENERAL ELECTRIC	Purchased	5/12/2000	7/27/2009
72	420 SHS GENERAL ELECTRIC	Purchased	5/12/2000	7/27/2009
73	5,705 SHS GENERAL ELECTRIC	Purchased	2/07/2001	7/27/2009
74	425 SHS GENERAL ELECTRIC	Purchased	2/07/2001	7/27/2009
75	6,830 SHS GENERAL ELECTRIC	Purchased	10/18/2002	7/27/2009
76	6,410 SHS GENERAL ELECTRIC	Purchased	11/20/2002	7/27/2009
77	8,400 SHS SIGMA ALDRICH CORP	Purchased	1/19/2006	8/04/2009

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	67,680.		65,389.	2,291.				\$ 2,291.
2	106,760.		131,620.	-24,860.				-24,860.
3	19,200.		36,696.	-17,496.				-17,496.
4	150,540.		151,403.	-863.				-863.
5	73,150.		76,760.	-3,610.				-3,610.
6	92,460.		99,599.	-7,139.				-7,139.
7	38,574.		100,938.	-62,364.				-62,364.
8	40,692.		38,187.	2,505.				2,505.
9	84,075.		98,325.	-14,250.				-14,250.
10	7,040.		0.	7,040.				7,040.
11	1.		1.	0.				0.
12	38,833.		54,237.	-15,404.				-15,404.
13	1.		2.	-1.				-1.
14	239,357.		225,093.	14,264.				14,264.
15	104,609.		88,268.	16,341.				16,341.
16	90,675.		88,235.	2,440.				2,440.
17	55,575.		47,631.	7,944.				7,944.
18	102,000.		98,191.	3,809.				3,809.
19	94,500.		91,175.	3,325.				3,325.
20	53,527.		41,673.	11,854.				11,854.
21	236,437.		421,700.	-185,263.				-185,263.
22	43,840.		378,560.	-334,720.				-334,720.
23	10,960.		94,380.	-83,420.				-83,420.
24	54,800.		487,700.	-432,900.				-432,900.
25	43,840.		379,343.	-335,503.				-335,503.
26	117,431.		84,595.	32,836.				32,836.
27	14,218.		10,740.	3,478.				3,478.
28	159,276.		81,540.	77,736.				77,736.
29	82,590.		99,840.	-17,250.				-17,250.
30	55,060.		66,645.	-11,585.				-11,585.

Statement 16 (continued)  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
31	244,950.		124,375.	120,575.				\$ 120,575.
32	238,838.		146,915.	91,923.				91,923.
33	45,152.		13,664.	31,488.				31,488.
34	237,047.		65,006.	172,041.				172,041.
35	1,284.		3,403.	-2,119.				-2,119.
36	20,940.		248,250.	-227,310.				-227,310.
37	17,450.		223,500.	-206,050.				-206,050.
38	26,220.		361,286.	-335,066.				-335,066.
39	31,466.		396,265.	-364,799.				-364,799.
40	316,205.		89,770.	226,435.				226,435.
41	10,904.		3,182.	7,722.				7,722.
42	286,232.		146,915.	139,317.				139,317.
43	228,985.		119,780.	109,205.				109,205.
44	225,114.		119,780.	105,334.				105,334.
45	56,279.		30,065.	26,214.				26,214.
46	482,125.		484,085.	-1,960.				-1,960.
47	227,978.		405,767.	-177,789.				-177,789.
48	187,486.		416,097.	-228,611.				-228,611.
49	297,014.		371,201.	-74,187.				-74,187.
50	422,082.		542,308.	-120,226.				-120,226.
51	206,453.		270,236.	-63,783.				-63,783.
52	192,632.		410,097.	-217,465.				-217,465.
53	210,884.		174,128.	36,756.				36,756.
54	211,143.		100,627.	110,516.				110,516.
55	286,065.		261,425.	24,640.				24,640.
56	310,021.		148,148.	161,873.				161,873.
57	226,044.		292,271.	-66,227.				-66,227.
58	247,623.		455,110.	-207,487.				-207,487.
59	271,279.		230,719.	40,560.				40,560.
60	447,171.		347,037.	100,134.				100,134.
61	2,826.		915.	1,911.				1,911.
62	212,657.		216,858.	-4,201.				-4,201.
63	42,743.		43,637.	-894.				-894.
64	141,301.		159,571.	-18,270.				-18,270.
65	49,102.		59,975.	-10,873.				-10,873.
66	309,687.		166,810.	142,877.				142,877.
67	267,354.		51,820.	215,534.				215,534.
68	307,034.		359,959.	-52,925.				-52,925.
69	42,512.		62,833.	-20,321.				-20,321.
70	338,052.		335,809.	2,243.				2,243.
71	11,104.		23,673.	-12,569.				-12,569.
72	5,125.		13,709.	-8,584.				-8,584.
73	69,613.		264,374.	-194,761.				-194,761.
74	5,186.		19,772.	-14,586.				-14,586.
75	83,341.		177,994.	-94,653.				-94,653.
76	78,216.		152,327.	-74,111.				-74,111.
77	439,243.		270,786.	168,457.				168,457.
								Total \$-2124837.

Client FBB

Fritz B. Burns Foundation  
a Nevada nonprofit corporation

94-3218106

2/04/10

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**Statement 17**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP &amp; DC</u>	<u>Expense Account/ Other</u>
Joseph E. Rawlinson 4001 W. Alameda Ave., #201 Burbank, CA 91505-4338	Dir, Pres. 40.00	\$ 253,707.	\$ 0.	\$ 0.
Cheryl R. Robinson 4001 W. Alameda Ave., #201 Burbank, CA 91505-4338	Director 5.00	17,575.	0.	0.
Rex J. Rawlinson 4001 W. Alameda Ave., #201 Burbank, CA 91505-4338	Dir, VP 40.00	232,241.	16,386.	0.
Don Freeberg 801 N. Brand Blvd., Suite 1010 Glendale, CA 91203	Director 5.00	17,575.	0.	0.
Edward F. Slattery 4001 W. Alameda Ave., #203 Burbank, CA 91505-4338	Director 5.00	4,237.	0.	0.
Lorraine F. Perry 4001 W. Alameda Ave., #203 Burbank, CA 91505-4338	Secretary/Treas 40.00	91,010.	10,931.	0.
Maureen E. Rawlinson 4001 W. Alameda Ave., #201 Burbank, CA 91505-4338	Director 5.00	17,575.	0.	0.
		Total \$ <u>633,920.</u>	\$ <u>27,317.</u>	\$ <u>0.</u>

**Statement 18**  
**Form 990-PF, Part VIII, Line 3**  
**Compensation of Five Highest Paid Contractors**

<u>Name and Address</u>	<u>Type of Service</u>	<u>Compensation</u>
Kayne Anderson Rudnick 1800 Avenue of the Stars, 2nd Floor Los Angeles, CA 90067	Investment Manager	112,182.
BNY Mellon Wealth Management One Wall Street New York, NY 10286	Investment Manager	116,334.
MacKay Shields, LLC 9 W 57th St, 33rd Floor, Ste 3410 New York, NY 10019	Investment Manager	36,100.
		Total \$ <u>264,616.</u>

2/04/10

02 59PM

**Statement 19**  
**Form 990-PF, Part XV, Line 2a-d**  
**Application Submission Information**

Name of Grant Program:  
Name: Fritz B. Burns Foundation  
Care Of: Joseph E. Rawlinson  
Street Address: 4001 W. Alameda Ave., #203  
City, State, Zip Code: Burbank, CA 91505-4338  
Telephone: 818-840-8802  
Form and Content: Letter form.  
Submission Deadlines: Sept. 30 for approval in Nov. and payment following Feb.  
Restrictions on Awards: Contributions are made to 501(c)(3) charities which are not private foundations.

FRITZ B BURNS FOUNDATION  
 94-3218106  
 NEW PLEDGES MADE IN CURRENT YEAR 08-09  
 SEPTEMBER 30, 2009

GRANTEE	TOTAL PLEDGE	PREVIOUS PAYMENTS	BALANCE DUE	DUE Y/E 9/30/2010	DUE Y/E 9/30/2011	DUE Y/E 9/30/2012	DUE Y/E 9/30/2013	DUE Y/E 9/30/2014
1 Greater Los Angeles Zoo Association 5333 Zoo Drive, Los Angeles, CA 90027-1498	250,000	125,000	125,000	125,000	-	-	-	-
2 BYU Nursing Learning Center D-346 ASB, Provo, UT 84602-1346	4,000,000	500,000	3,500,000	500,000	750,000	750,000	750,000	750,000
TOTAL	4,250,000	625,000	3,625,000	625,000	750,000	750,000	750,000	750,000