



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , 2009, and ending

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

Use the
IRS label.
Otherwise,
print
or type.
See Specific
Instructions.

FB Foundation
8300 E Dixileta Drive # 263
Scottsdale, AZ 85266

A Employer identification number

20-3290149

B Telephone number (see the instructions)

480-595-1212

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

▶ \$ 1,505,475. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
------------------------------------	---------------------------	-------------------------	---

1 Contributions, gifts, grants, etc., received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 1,510,811.

7 Capital gain net income (from Part IV, line 2)

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 1

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) See St 2

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule)(see instr) See Stm 3

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 4

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid Part XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

SCANNED JAN 04 2011

ADMINISTRATIVE EXPENSES

RECEIVED
12152008
PRES

914-15

ine

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	248,093.	262,609.	262,609.
	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 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			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	1,414,149.	1,345,643.	1,242,866.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item i)	1,662,242.	1,608,252.	1,505,475.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	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 Total liabilities (add lines 17 through 22)	0.	0.	
FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,662,242.	1,608,252.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	1,662,242.	1,608,252.	
	31 Total liabilities and net assets/fund balances (see the instructions)	1,662,242.	1,608,252.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,662,242.
2 Enter amount from Part I, line 27a	2	-53,990.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	1,608,252.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,608,252.

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 Smith Barney - ST - see attached	P	Various	Various
b Smith Barney - LT - see attached	P	Various	Various
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 1,211,727.		1,200,838.	10,889.
b 299,084.		272,452.	26,632.
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			10,889.
b			26,632.
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

37,521.

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

3

10,889.

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.)

N/A

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))
2008			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)

2

3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4

5 Multiply line 4 by line 3

5

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	1,360.
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	1,360.
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	1,360.
6 Credits/Payments:		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009.	6a	
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	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	14.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,374.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ Refunded ☐	11	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
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?		X
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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) AZ		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

BAA

Form 990-PF (2009)

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 <u>N/A</u>	13	X	
14	The books are in care of <u>Ashley Bradley</u> Telephone no. <u></u> Located at <u>8300 E Dixileta Drive Scottsdale AZ</u> ZIP + 4 <u>85266</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here. <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	N/A
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ No	
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 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. <u>20__ , 20__ , 20__ , 20__</u>		
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 2009 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 2009.)	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 2009?	4b	X

BAA

Form 990-PF (2009)

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

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

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
Ashley Foster Bradley 8300 E Dixileta Drive, #263 Scottsdale, AZ 85266	President & 1.00	0.	0.	0.
Michael P Bradley 8300 E Dixileta Drive, #263 Scottsdale, AZ 85266	Vice Preside 1.00	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 Cash donation to Able Management Group used to enable handicapped individuals to ski and exercise outdoors.	
2 Cash donation to Telluride Adaptive Sports Program used to enable handicapped individuals to ski and exercise outdoors.	
3 Cash donation to the Whispering Hope Ranch used to bring the wonder of nature and animals to children with special needs.	
4 Cash donation to the Telluride Foundation.	

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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

BAA

Form 990-PF (2009)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	1,057,940.
b Average of monthly cash balances	1b	361,172.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,419,112.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,419,112.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	21,287.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,397,825.
6 Minimum investment return. Enter 5% of line 5	6	69,891.

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	69,891.
2a Tax on investment income for 2009 from Part VI, line 5	2a	1,360.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,360.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	68,531.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	68,531.
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	68,531.

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	122,560.
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	122,560.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	122,560.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7.				68,531.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				22,702.
f Total of lines 3a through e	22,702.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 122,560.				
a Applied to 2008, 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 2009 distributable amount				68,531.
e Remaining amount distributed out of corpus	54,029.			
5 Excess distributions carryover applied to 2009 (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	76,731.			
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 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
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 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	76,731.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	22,702.			
e Excess from 2009	54,029.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 5				
Total			3a	122,560.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	51,954.	
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			14	564.	
8	Gain or (loss) from sales of assets other than inventory			1		37,521.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				52,518.	37,521.
13	Total. Add line 12, columns (b), (d), and (e)				13	90,039.

(See worksheet in the instructions for line 13 to verify calculations.)

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

[illegible]

Details of Short Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000020	1,000	AVNET INC	11/26/08	01/20/09	\$ 16,499.90	\$ 13,838.90	\$ 2,661.00	\$ 0.00
125000050	200	BLACKROCK INC	10/01/08	01/12/09	24,787.86	37,088.00	(12,300.14)	0.00
	250		12/01/08		30,984.82	37,088.00	(12,300.14)	0.00
						28,918.75	2,066.07	0.00
						28,918.75	2,066.07	0.00
125000060	500	COCA-COLA CO	11/19/08	03/05/09	18,999.89	21,335.00	(2,335.11)	0.00
						21,335.00	(2,335.11)	0.00
125000070	300	COLGATE PALMOLIVE CO	11/19/08	03/05/09	16,679.90	19,089.60	(2,409.70)	0.00
						19,089.60	(2,409.70)	0.00
125000100	675	ENERGY TRANSFER PARTNERS L P UNIT L P INT	11/19/08	06/23/09	25,649.34	20,032.25	5,617.09	0.00
						20,032.25	5,617.09	0.00
125000110	750	ENERGY TRANSFER PARTNERS L P UNIT L P INT	06/30/09	08/11/09	30,824.20	30,201.53	622.67	0.00
						30,201.53	622.67	0.00
125000120	900	ENTERPRISE PRODS PARTNERS L P	11/19/08	03/06/09	16,622.90	18,359.64	(1,736.74)	0.00
						18,359.64	(1,736.74)	0.00
125000130	500	EXXON MOBIL CORP	10/15/08	02/20/09	35,299.80	31,805.00	3,494.80	0.00
						31,805.00	3,494.80	0.00
125000190	10,000	FEDERATED MUNICIPAL ULTRASHORT FUND IS CLASS	04/16/09	09/21/09	100,200.00	99,800.00	400.00	0.00
						99,800.00	400.00	0.00

CONFIRM #500092640142305



Ref: 00008837 00059260

FB FOUNDATION

Account Number 191-43106-18 283

Details of Short Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000200	500	FREEMONT MCMORAN COPPER & GOLD CL B	07/29/09	12/08/09	\$ 38,724.00	\$ 28,205.00	\$ 10,519.00	\$ 0.00
125000220	100,000	GOLDMAN SACHS GROUP INC GLOBAL BOOK/ENTRY DTD 1/13/04	01/07/09	07/22/09	103,699.00	96,047.00	7,652.00	370.00
		DUE 01/15/2014 RATE 5.150			96,047.00	96,047.00	7,652.00	7,282.00
125000230	500	ISHARES MSCI BRAZIL INDEX FUND	05/29/09	08/22/09	25,499.34	27,599.85	(2,100.51)	0.00
125000240	500	ISHARES MSCI BRAZIL INDEX FUND	07/24/09	08/27/09	29,499.24	28,460.00	1,039.24	0.00
125000250	1,000	JPMORGAN CHASE & CO	10/01/08	01/08/09	26,999.85	49,055.50	(22,055.65)	0.00
	1,500		11/26/08		40,499.77	44,035.50	(3,535.73)	0.00
125000260	350	JOHNSON & JOHNSON	11/19/08	02/27/09	17,692.40	20,568.98	(2,876.58)	0.00
125000270	1,000	LINCOLN NATIONAL CORP -IND-	10/15/08	01/12/09	18,491.19	27,839.00	(9,347.81)	0.00
	2,000		11/26/08		36,982.39	27,839.00	(9,347.81)	0.00
125000280	500	MCDONALDS CORP	10/15/08	02/23/09	26,999.84	20,539.40	16,442.99	0.00
125000290	110,000	MERRILL LYNCH & CO INC MEDIUM TERM NOTES-BK/ENTRY DTD 02/03/2004	04/23/08	01/07/09	104,919.10	105,432.80	(513.70)	0.00
		DUE 02/03/2014 RATE 5.000			105,432.80	105,432.80	(513.70)	(513.70)
125000300	1,000	MICROSOFT CORP	10/15/08	01/22/09	18,019.89	25,989.00	1,010.84	0.00
						25,989.00	1,010.84	0.00
125000310	75,000	MORGAN STANLEY GLOBAL SUB NOTES BOOK/ENTRY DD 3/30/2004	09/10/08	07/22/09	72,656.25	23,006.50	(4,986.61)	0.00
		DUE 04/01/2014 RATE 4.750				65,985.00	6,671.25	1,174.50
125000320	800	MOSAIC COMPANY	10/15/08	01/12/09	28,002.72	23,006.50	(4,986.61)	5,496.75
125000330	800	MOSAIC COMPANY	12/02/08	06/17/09	38,958.99	27,429.60	573.12	0.00
						27,429.60	573.12	0.00
						21,453.20	17,505.79	0.00
						21,453.20	17,505.79	0.00

2 0 0 9

Y E A R E N D S U M M A R Y



Ref: 00008837 00059261

FB FOUNDATION

Account Number 194-43106-18 283

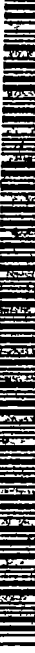
Details of Short Term Gain (Loss) 2009 *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000340	400	MOSAIC COMPANY	06/30/09	07/29/09	\$ 19,827.49	\$ 17,911.96	\$ 1,915.53	\$ 0.00
125000350	750	PLAINS ALL AMERN PIPELINE L P	06/30/09	08/14/09	34,491.09	\$ 17,941.98	\$ 1,915.53	\$ 0.00
125000370	700	PROCTER & GAMBLE CO	06/30/09	08/06/09	37,274.04	32,017.50	2,473.59	0.00
125000380	1,000	PROSHARES ULTRA DJ-UBS COMMODITY	05/29/09	07/06/09	20,709.46	35,538.79	1,735.25	0.00
125000390	500	RESEARCH IN MOTION LTD-CAD CGMI AND/OR ITS AFFILIATES	09/24/09	11/18/09	29,994.23	24,040.00	(3,330.54)	0.00
125000400	800	TARGET CORP	11/19/08	01/20/09	26,399.85	41,650.00	(11,655.77)	0.00
125000410	2,000	US BANCORP DEL NEW	06/15/09	12/16/09	43,998.86	41,650.00	(11,655.77)	0.00
125000460	500	WAL-MART STORES INC	10/15/08	01/21/09	24,844.86	34,849.95	(4,855.73)	0.00
Total					\$ 1,211,726.68	\$ 1,200,838.45	\$ 10,888.23	\$ 1,544.50
							\$ 10,888.23	\$ 12,265.05

Details of Long Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000010	11,000	AOL TIME WARNER INC	05/29/07	10/07/09	\$ 12,072.06	\$ 11,660.00 e	\$ 412.06	\$ 0.00
		BKJENTRY-DTD 04/08/2002				\$ 11,363.55	\$ 708.51	\$ 708.51
		DUE 05/01/2012 RATE 6.875						
		YTM 2.882						
125000030	1,719	BANK OF AMERICA CORP	10/10/08	10/26/09	26,626.62	27,838.20	(1,211.58)	0.00
						27,838.20	(1,211.58)	0.00



Ref: 00008837 00059262

FB FOUNDATION

Account Number 191-43106-18 283

Details of Long Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted	Original Gain/(Loss) Adjusted	Ordinary Income Capital Gain/(Loss)
125000040	12,000	BANKAMERICA CORP REG DTD 2/8/99 DUE 02/15/2009 RATE 5.875	01/27/05	02/17/09	\$ 12,000.00	\$ 12,840.00 ^e \$ 12,000.00	(\$ 840.00) \$ 0.00	\$ 0.00 \$ 0.00
125000080	12,000	COMCAST CORP NEW BK/ENTRY-DTD 03/14/2003 DUE 03/15/2011 RATE 5.500 YTM 1.818	01/27/05	11/10/09	12,577.92	12,600.00 ^e 12,143.88	(22.08) 434.04	0.00 434.04
125000090	12,000	WALT DISNEY COMPANY DTD 2/28/02 DUE 03/01/2012 RATE 6.375 YTM 1.925	04/30/07	11/10/09	13,191.12	12,720.00 ^e 12,381.80	471.12 829.32	0.00 829.32
125000140	23,000	FEDERAL HOME LOAN MTG CORP GLOBAL DEBS-BK/ENTRY DTD 03/15/2001 DUE 03/15/2011 RATE 5.625	05/18/06	10/07/09	24,586.30	23,460.00 ^e 23,148.58	1,126.30 1,437.72	0.00 1,437.72
125000150	24,000	FEDERAL NATL MTG ASSN GLOBAL DEBS BK/ENTRY DTD 09/01/1999 DUE 09/15/2009 RATE 6.625	01/24/07	09/15/09	24,000.00	24,960.00 ^e 24,000.00	(960.00) 0.00	0.00 0.00
125000160	23,000	FEDERAL NATL MTG ASSN BENCHMARK NOTES-BK/ENTRY DTD 05/25/2001 DUE 05/15/2011 RATE 6.000	08/13/07	11/10/09	24,770.67	23,448.73 ^e 23,184.00	1,321.94 1,586.67	0.00 1,586.67
125000170	49,000	FEDERAL NATL MTG ASSN DTD 11/29/01 DUE 11/15/2011 RATE 5.375 YIELD 1.320MTY	01/26/06	07/22/09	53,507.07	49,980.00 ^e 49,421.89	3,527.07 4,085.18	0.00 4,085.18
125000180	24,000	FEDERAL NATL MTG ASSN GLOBAL DEBS-BK/ENTRY DTD 08/17/2006 DUE 08/15/2016 RATE 5.250	11/30/06	07/22/09	26,558.88	24,330.24 ^e 24,256.80	2,228.64 2,302.08	0.00 2,302.08
125000210	240	GENENTECH INC	01/12/05	04/21/09	22,800.00	12,016.80 ^e 12,016.80	10,783.20 10,783.20	0.00 0.00
125000360	255	PROCTER & GAMBLE CO	01/05/01	02/10/09	13,201.27	8,448.15 ^e 8,448.15	4,753.12 4,753.12	0.00 0.00

2 0 0 9 Y E A R E N D S U M M A R Y



**MorganStanley
SmithBarney**

**Reserved Client
Financial Management Account
2009 Year End Summary**

Page 12 of 15

Ref: 000008237 00059263

FB FOUNDATION

Account Number 191-48106-18 283

Details of Long Term Gain (Loss) 2009 - continued

Reference Number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000420	11,000	VERIZON GLOBAL DUE 06/01/01 DUE 12/01/2010 RATE 7.250 YTM 1.426	06/12/06	11/10/09	\$ 11,660.00	\$ 11,660.00 ^a \$ 11,168.63	\$ 0.00 \$ 491.37	\$ 0.00 \$ 491.37
125000430	10,000	WACHOVIA CORP SUB NOTES BOOK ENTRY DO 7/22/04 DUE 08/01/2014 RATE 5.250	08/21/06	01/07/09	9,614.50	10,400.00 ^a 10,294.40	(785.50) (679.90)	0.00 (679.90)
125000440	102	WAL-MART DE MEXICO SA DE CV SPON ADR CGMI AND/OR ITS AFFILIATES	03/17/05	06/03/09	2,917.12	1,805.40 ^a 1,805.40	1,111.72 1,111.72	0.00 0.00
125000450	9,000	WAL MART STORES INC NOTES BK/ENTRY DUE 08/10/1999 DUE 08/10/2009 RATE 6.875	09/28/07	08/10/09	9,000.00	9,360.00 ^a 9,000.00	(360.00) 0.00	0.00 0.00
Total					\$ 299,083.53	\$ 277,527.52 \$ 272,452.08	\$ 21,556.01 \$ 26,631.45	\$ 0.00 \$ 11,194.99

^a Based on information supplied by Client or other financial institution, not verified by us.

2009 YEAR END

2009

Federal Statements

Page 1

Client 03-023

FB Foundation

20-3290149

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 564.		
Total	\$ 564.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	\$ 590.	\$ 590.		
Total	\$ 590.	\$ 590.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Taxes	\$ 466.	\$ 466.		
Foreign Taxes Paid	107.	107.		
Total	\$ 573.	\$ 573.	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Arizona Corporation Commission	\$ 10.	\$ 10.		
Broker Fees	13,387.	13,387.		
Other deductions	28.	28.		
Total	\$ 13,425.	\$ 13,425.	\$ 0.	\$ 0.

Client 03-023

FB Foundation

20-3290149

Statement 5
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Able Management Group P.O. Box 2673 Telluride, CO 81435	Not Related	Public	Charitable	\$ 30,000.
Leukemia & Lymphoma Society 3877 N. 7th Street Phoenix, AZ 85014	Not Related	Public	Charitable	10,000.
Telluride Foundation 620 Mountain Village Blvd, Suite 2B Telluride, CO 81435	Not Related	Public	Charitable	10,000.
Boys and Girls Club of Greater Scottsdale 10515 E. Lakeview Drive Scottsdale, AZ 85258	Not Related	Public	Charitable	10,000.
Telluride Mountain School P.O. Box 3151 Telluride, CO 81435	Not Related	Public	Charitable	1,000.
Telluride Adaptive Sports Program PO Box 2254 Telluride, CO 81435	Not Related	Public	Charitable	21,960.
St. Patrick's Church 301 North Spruce Telluride, CO 81435	Not Related	Public	Charitable	1,100.
Southwest Wildlife PO Box 115 Scottsdale, AZ 85255	None	Public	Charitable	5,000.
Whispering Hope Ranch 5333 N. 7th Street, C 223 Phoenix, AZ 85014	None	Public	Charitable	20,000.
Ah Haa School PO Box 1590 Telluride, CO 81435	Not Related	Public	Charitable	1,000.
Wallace Desert Gardens 30600 N. Pima Road, #54 Scottsdale, AZ 85266	Not Related	Public	Charitable	5,000.
Childrens Cancer Network PO Box 11296 Tempe, AZ 85284	Not Related	Public	Charitable	7,500.

Total \$ 122,560.

Page 2

20-3290149

Security	January	February	March	April	May	June	July	August	September	October	November	December
Security	January	February	March	April	May	June	July	August	September	October	November	December

Totals	<u>12,695,277</u>	
		<u>12</u>
		<u>Number of Months</u>

Average Monthly Fair Market Value 1,057,940

Client 03-023

FB Foundation

20-3290149

Average Monthly Cash Balances
Form 990-PF, Part X, Line 1b

Cash Bal.	January	February	March	April	May	June	July	August	September	October	November	December
	379,766	558,840	628,254	511,273	373,641	367,981	320,820	320,979	281,751	195,188	182,685	212,884
Averages	379,766	558,840	628,254	511,273	373,641	367,981	320,820	320,979	281,751	195,188	182,685	212,884

Totals 4,334,062 Number of Months 12

Average Monthly Cash Balances 361,172

Form **8868**

(Rev April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. ☒
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization	Employer identification number
	FB Foundation	20-3290149
	Number, street, and room or suite number. If a P.O. box, see instructions	
File by the due date for filing your return. See instructions	8300 E Dixileta Drive # 263	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Scottsdale, AZ 85266	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|--|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (section 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

- The books are in the care of ► Ashley Bradley

Telephone No. ► _____ FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 10, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:

- ☒ calendar year 20 09 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	0.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	0.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.**BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.**Form **8868** (Rev. 4-2009)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization FB Foundation Number, street, and room or suite number. If a P.O. box, see instructions POTENZA CPA, P.C. 10645 N. TATUM BLVD STE 200-653 City, town or post office, state, and ZIP code. For a foreign address, see instructions PHOENIX, AZ 85028	Employer identification number 20-3290149 For IRS use only
---	---	---

Check type of return to be filed (File a separate application for each return):

☐ Form 990	☒ Form 990-PF	☐ Form 1041-A	☐ Form 6069
☐ Form 990-BL	☐ Form 990-T (section 401(a) or 408(a) trust)	☐ Form 4720	☐ Form 8870
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of Ashley Bradley
 Telephone No. _____ FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 11/15, 2010.
- 5 For calendar year 2009, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension. Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 0.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instrs.	8c	\$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature [Signature] Title CPA Date 8/9/10