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

2009

Department of the Treasury
Internal Revenue Service

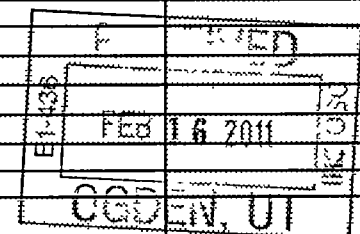
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning 10/01, 2009, and ending 9/30, 2010

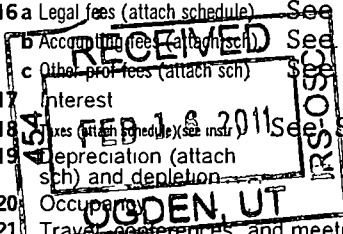
G Check all that apply. Initial return Initial Return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label otherwise, print or type. See Specific Instructions.	Fritz B. Burns Foundation a Nevada nonprofit corporation 4001 West Alameda Avenue #203 Burbank, CA 91505-4338	A Employer identification number 94-3218106
		B Telephone number (see the instructions) 818-840-8802
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ <u>141,787,439.</u>	J Accounting method. <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (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	944.	944.	N/A	
	4 Dividends and interest from securities	2,424,242.	2,424,242.		
	5a Gross rents	2,632,501.	2,632,501.		
	b Net rental income or (loss) <u>2,021,332.</u>				
	6a Net gain/(loss) from sale of assets not on line 10	1,102,654.			
	b Gross sales price for all assets on line 6a <u>12,907,480.</u>				
	7 Capital gain net income (from Part IV, line 2)		1,102,654.		
	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	248,510.	248,510.			
12 Total. Add lines 1 through 11	6,408,851.	6,408,851.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	637,403.	318,702.		318,701.
	14 Other employee salaries and wages	26,375.	13,188.		13,187.
	15 Pension plans, employee benefits	60,934.	30,467.		30,467.
	16a Legal fees (attach schedule) See St 2	26,128.	13,065.		13,063.
	b Accounting fees (attach sch) See St 3	33,821.	16,911.		16,910.
	c Other prof fees (attach sch) See St 4	329,985.	329,985.		
	17 Interest				
	18 Taxes (attach schedule) (see instr) See Stm 5	338.	169.		169.
	19 Depreciation (attach sch) and depletion	346,064.	346,064.		
	20 Occupancy	46,913.	23,457.		23,456.
	21 Travel, conferences, and meetings	5,200.	2,600.		2,600.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 6	294,809.	280,908.		13,901.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,807,970.	1,375,516.		432,454.
	25 Contributions, gifts, grants paid Part XV	6,987,500.			6,987,500.
26 Total expenses and disbursements. Add lines 24 and 25	8,795,470.	1,375,516.		7,419,954.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-2,386,619.				
b Net investment income (if negative, enter 0)		5,033,335.			
c Adjusted net income (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		234,216.	167,801.	167,801.
	2	Savings and temporary cash investments		9,510,807.	425,100.	425,100.
	3	Accounts receivable	778,372.			
		Less allowance for doubtful accounts		858,650.	778,372.	778,372.
	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		145,749.	94,947.	94,947.
	10a	Investments – U.S. and state government obligations (attach schedule) Statement 7		31,451,817.	38,501,492.	38,955,296.
	b	Investments – corporate stock (attach schedule) Statement 8		59,393,322.	63,317,106.	70,516,125.
	c	Investments – corporate bonds (attach schedule) Statement 9		8,149,725.	3,765,469.	4,090,288.
	11	Investments – land, buildings, and equipment basis	19,967,060.			
	Less accumulated depreciation (attach schedule) See Stmt 10	5,477,525.	14,966,052.	14,489,535.	23,371,030.	
12	Investments – mortgage loans					
13	Investments – other (attach schedule) Statement 11		296,761.	295,323.	2,640,000.	
14	Land, buildings, and equipment, basis	13,289.				
	Less accumulated depreciation (attach schedule) See Stmt 12	4,054.	11,134.	9,235.	9,235.	
15	Other assets (describe See Statement 13)			739,245.	739,245.	
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)		125,018,233.	122,583,625.	141,787,439.	
LIABILITIES	17	Accounts payable and accrued expenses		59,469.	61,813.	
	18	Grants payable		12,352,155.	7,613,452.	
	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)		12,411,624.	7,675,265.	
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		112,606,609.	114,908,360.	
	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	Total net assets or fund balances (see the instructions)		112,606,609.	114,908,360.	
	31	Total liabilities and net assets/fund balances (see the instructions)		125,018,233.	122,583,625.	

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	112,606,609.
2	Enter amount from Part I, line 27a	2	-2,386,619.
3	Other increases not included in line 2 (itemize) See Statement 14	3	4,738,703.
4	Add lines 1, 2, and 3	4	114,958,693.
5	Decreases not included in line 2 (itemize) See Statement 15	5	50,333.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	114,908,360.

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). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	1,102,654.
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	-78,417.

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))
2008	7,891,739.	130,510,157.	0.060468
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
2 Total of line 1, column (d)			0.252922
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			0.050584
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			138,258,143.
5 Multiply line 4 by line 3			6,993,650.
6 Enter 1% of net investment income (1% of Part I, line 27b)			50,333.
7 Add lines 5 and 6			7,043,983.
8 Enter qualifying distributions from Part XII, line 4			7,419,954.

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 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	50,333.
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	50,333.
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	50,333.
6	Credits/Payments		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	106,476.
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	106,476.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	56,143.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 56,143. <input checked="" type="checkbox"/> Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
<i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
c		X
d		
e		
2		X
3		X
4 a		X
4 b	N/A	
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

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 ▶ N/A	13	X	
14 The books are in care of ▶ <u>Rex J. 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 ▶ 15 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 ▶ <input type="checkbox"/>	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 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 ▶ 20__ , 20__ , 20__ , 20__ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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. ▶ 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 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

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 '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

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		637,403.	31,548.	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		262,779.

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 N/A	

2	

All other program-related investments See instructions	
3	
	0.

BAA

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	112,361,240.
b	Average of monthly cash balances	1b	303,985.
c	Fair market value of all other assets (see instructions)	1c	27,698,372.
d	Total (add lines 1a, b, and c)	1d	140,363,597.
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	140,363,597.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,105,454.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	138,258,143.
6	Minimum investment return. Enter 5% of line 5	6	6,912,907.

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	6,912,907.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	50,333.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	50,333.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,862,574.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	6,862,574.
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	6,862,574.

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	7,419,954.
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	7,419,954.
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	50,333.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,369,621.

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				6,862,574.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			5,194,455.	
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				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>7,419,954.</u>				
a Applied to 2008, but not more than line 2a			5,194,455.	
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				2,225,499.
e Remaining amount distributed out of corpus	0.			
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	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 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				4,637,075.
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	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 2009, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	
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.	6,987,500.
Total				▶ 3a 6,987,500.
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.	400,000.
Total				▶ 3b 400,000.

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Oil Royalties	\$ 30,105.	\$ 30,105.	
Ptrshp Inc - Royal Palms	212,308.	212,308.	
Sec Litigat'n Rec & Other	6,097.	6,097.	
Total	\$ 248,510.	\$ 248,510.	0.

Statement 2
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 Dobie, PC	25,922.	12,961.		12,961.
Rawlinson and Ewen, Inc.	21.	11.		10.
Total	\$ 26,128.	\$ 13,065.		\$ 13,063.

Statement 3
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	\$ 33,821.	\$ 16,911.		\$ 16,910.
Total	\$ 33,821.	\$ 16,911.		\$ 16,910.

Statement 4
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
Earnest Small/Mid Cap	\$ 6,792.	\$ 6,792.		
Kayne Anderson Investment Management	129,418.	129,418.		
MacKay Shields	43,664.	43,664.		
Manhattan Realty Advisors	16,750.	16,750.		
Mellon Private Asset Management	133,361.	133,361.		
Total	\$ 329,985.	\$ 329,985.		\$ 0.

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Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Personal Property Taxes	\$ 128.	\$ 64.		\$ 64.
Taxes & Licenses	210.	105.		105.
Total	\$ 338.	\$ 169.		\$ 169.

Statement 6
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	\$ 4,052.	\$ 2,026.		\$ 2,026.
Dues & Subscriptions	397.	199.		198.
Insurance	17,503.	8,752.		8,751.
Miscellaneous	75.	38.		37.
Office Supplies	2,126.	1,063.		1,063.
Postage	244.	122.		122.
Rental Expenses	267,004.	267,004.		
Telephone	3,408.	1,704.		1,704.
Total	\$ 294,809.	\$ 280,908.		\$ 13,901.

Statement 7
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
Federal Home Loan Bank 1/27/10 4.190%	Cost	\$ 0.	\$ 0.
Federal Home Loan Banks 6/10/11 3.125%	Cost	4,997,950.	5,087,500.
Federal Home Loan Banks 9/17/10 4.375%	Cost	0.	0.
Federal Farm Credit 12/6/10 3.750%	Cost	5,006,301.	5,031,250.
US Treasury Note due 9/30/11 @ 4.5%	Cost	5,384,524.	5,454,032.
US Treasury Note due 12/15/11 @ 1.125%	Cost	5,810,060.	5,871,115.
US Treasury Note due 4/15/12 @ 1.375%	Cost	1,901,190.	1,925,282.
US Treasury Note due 11/15/12 @ 1.375%	Cost	5,228,259.	5,300,360.
Federal Home Loan Banks 1/16/13 1.50%	Cost	5,150,003.	5,249,807.
Federal Home Loan Banks 9/29/14 @ 1.40%	Cost	5,023,205.	5,035,950.
		\$ 38,501,492.	\$ 38,955,296.
Total		\$ 38,501,492.	\$ 38,955,296.

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Statement 8
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/Wells Fargo	Cost	\$ 25,498,929.	\$ 26,924,718.
Mellon Inv Acct	Cost	34,806,049.	40,571,564.
MacKay Shields - Stocks	Cost	999,185.	1,058,961.
Earnest Small/Mid Cap Inv Acct	Cost	2,012,943.	1,960,882.
	Total	<u>\$ 63,317,106.</u>	<u>\$ 70,516,125.</u>

Statement 9
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>
GE Capital Corp 12/15/09 3.750%	Cost	\$ 0.	\$ 0.
MacKay Shields - Bonds & Notes	Cost	3,765,469.	4,090,288.
	Total	<u>\$ 3,765,469.</u>	<u>\$ 4,090,288.</u>

Statement 10
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.	\$ 78,550.	\$ 96,366.	\$ 41,030.
Buildings	13,531,280.	5,398,975.	8,132,305.	23,330,000.
Land	6,260,864.		6,260,864.	0.
Total	<u>\$ 19,967,060.</u>	<u>\$ 5,477,525.</u>	<u>\$ 14,489,535.</u>	<u>\$ 23,371,030.</u>

Statement 11
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	\$ 295,323.	\$ 2,640,000.
	Total	<u>\$ 295,323.</u>	<u>\$ 2,640,000.</u>

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Statement 12
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 8,438.	\$ 3,014.	\$ 5,424.	\$ 0.
Machinery and Equipment	4,851.	1,040.	3,811.	9,235.
Total	<u>\$ 13,289.</u>	<u>\$ 4,054.</u>	<u>\$ 9,235.</u>	<u>\$ 9,235.</u>

Statement 13
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Construction Work in Progress	\$ 739,245.	\$ 739,245.
Total	<u>\$ 739,245.</u>	<u>\$ 739,245.</u>

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

Net Decrease in Future Grant Promises	Total	\$ 4,738,703.
		<u>\$ 4,738,703.</u>

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

Federal Excise Tax on Inv Inc 9/30/10	Total	\$ 50,333.
		<u>\$ 50,333.</u>

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	34,000 PV INTRON INC CV NOTES 2.5% 8/01/26	Purchased	10/08/2009	10/14/2009
2	.2244 SHS MERCK & CO	Purchased	3/14/2008	11/17/2009
3	822 SHS MERCK & CO	Purchased	11/04/2009	11/17/2009
4	70,000 PV SYBASE INC CV NOTES 1.75% 2/22/25	Purchased	10/01/2008	11/18/2009
5	35,000 PV JANUS CAPITAL GRP INC 3.25% 7/15/14	Purchased	10/21/2009	11/23/2009
6	946 SHS MERCK & CO	Purchased	3/14/2008	12/11/2009
7	2,942 SHS MERCK & CO	Purchased	9/30/2008	12/11/2009

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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
8	98,000 PV VORNADO RLTY TR CV NOTES 3.625% 11/15/26	Purchased	10/14/2008	12/02/2009
9	250 PV GENERAL CABLE LNKD 4.5% 11/15/29	Purchased	12/09/2008	12/21/2009
10	102,000 PV HOLOGIC INC CV NOTES 1.0% 10/15/12	Purchased	10/01/2008	12/21/2009
11	78,000 PV INTEL CORP CV NOTES 2.95% 12/15/35	Purchased	3/19/2008	12/21/2009
12	120,000 PV GENERAL CABLE CV 4.5% 11/15/29	Purchased	12/09/2008	1/20/2010
13	99,000 PV AMGEN, INC CV 0.125% 2/01/11	Purchased	10/01/2008	1/22/2010
14	22,000 PV WESCO INT'L CV 6.0% 9/15/29	Purchased	10/21/2009	1/28/2010
15	.52 SHS CELANESE CORP PREF CV	Purchased	9/30/2008	2/17/2010
16	2,711 SHS CELENESE CORP PREF CV	Purchased	9/30/2008	2/26/2010
17	43,000 PV D R HORTON CV NOTES 2.0% 5/15/14	Purchased	1/07/2010	3/08/2010
18	154,000 PV ALZA CV 0.0% 7/28/20	Purchased	10/01/2008	3/10/2010
19	51,000 PV LIONS GATE ENT CV 2.937% 10/15/24	Purchased	1/04/2009	3/15/2010
20	7,000 PV LIONS GATE ENT CV 2.937% 10/15/24	Purchased	2/20/2009	3/15/2010
21	53,000 PV LIONS GATE ENT CV 2.937% 10/15/24	Purchased	2/20/2009	3/16/2010
22	308 SHS FREEPORT-MCMORAN PREF	Purchased	9/30/2008	4/13/2010
23	86,000 PV WASTE CONNECT CV 3.75% 4/01/26	Purchased	10/01/2008	4/07/2010
24	60 SHS INTERPUBLIC GROUP 5.25% PREF	Purchased	3/18/2010	5/27/2010
25	929 SHS VALE CAPITAL LTD PREF	Purchased	3/14/2008	6/10/2010
26	532 SHS VALE CAPITAL LTD PREF	Purchased	10/15/2008	6/10/2010
27	2,075 SHS SCHLUMBERGER LTD PREF	Purchased	10/01/2008	7/12/2010
28	1,000 SHS SCHLUMBERGER LTD PREF	Purchased	12/09/2008	7/12/2010
29	90,000 PV ALLIANCE DATA SYST CORP CV 1.75% 8/01/13	Purchased	10/21/2009	7/13/2010
30	138,000 PV GENERAL CABLE CORP CV .875% 11/15/13	Purchased	1/20/2010	8/05/2010
31	101,000 PV COVANTA HOLDING CV 1.0% 2/01/27	Purchased	10/01/2008	8/12/2010
32	53,000 PV NEWELL RUBBERMAID CV 5.5% 3/15/14	Purchased	3/11/2010	8/12/2010
33	5,000 SHS ALLIANCE DATA SYST CORP	Purchased	10/14/2009	11/06/2009
34	.636 SHS AOL INC	Purchased	10/14/2009	12/30/2009
35	1,363 SHS AOL INC	Purchased	10/14/2009	1/14/2010
36	9,000 SHS NEWS CORP CL A	Purchased	5/14/2009	1/29/2010
37	8,000 SHS STATE STREET CORP	Purchased	8/13/2009	4/28/2010
38	4,000 SHS HUDSON CITY BANCORP INC	Purchased	3/10/2010	9/29/2010
39	14,000 SHS ABBOTT LABORATORIES	Purchased	10/14/2005	10/14/2009
40	6,000 SHS ABBOTT LABORATORIES	Purchased	7/25/2008	10/14/2009
41	7,000 SHS NOVARTIS AG	Purchased	12/06/2006	10/14/2009
42	10,000 SHS NOBLE CORP	Purchased	2/27/2002	10/14/2009
43	5,000 SHS TJX COS	Purchased	12/10/2007	10/14/2009
44	8,000 SHS AUTOMATIC DATA PROCESSING	Purchased	4/23/2008	10/14/2009
45	15,000 SHS NOKIA CORP	Purchased	1/02/2007	11/06/2009
46	3,000 SHS UNITED TECHNOLOGIES CORP	Purchased	11/27/2002	11/06/2009
47	5,000 SHS ROCKWELL AUTOMATION, INC	Purchased	6/08/2005	1/29/2010
48	5,000 SHS FREEPORT MCMORAN COPPER & GOLD	Purchased	10/01/2008	1/29/2010
49	8,000 SHS BURLINGTON NORTHERN SANTA FE	Purchased	4/29/2005	2/16/2010
50	6,400 SHS BP AMOCO PLC	Purchased	4/24/2000	6/04/2010
51	500 SHS FPL GROUP, INC	Purchased	5/14/2003	6/04/2010
52	800 SHS FPL GROUP, INC	Purchased	8/21/2003	6/04/2010
53	4,000 SHS FPL GROUP, INC	Purchased	5/26/2004	6/04/2010
54	12,000 SHS ACCENTURE LTD	Purchased	12/10/2007	6/14/2010
55	4,000 SHS XTO ENERGY INC	Purchased	12/01/2008	6/28/2010

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
56	4,000 SHS XTO ENERGY INC	Purchased	4/07/2009	6/28/2010
57	.4 SHS EXXON MOBIL CORP	Purchased	12/01/2008	7/23/2010
58	732.121 SHS FRONTIER COMMUNICATIONS CORP	Purchased	7/07/2000	8/11/2010
59	2,196.36 SHS FRONTIER COMMUNICATIONS CORP	Purchased	7/07/2000	8/11/2010
60	1,200.20 SHS FRONTIER COMMUNICATIONS CORP	Purchased	11/20/2001	8/11/2010
61	911.317 SHS FRONTIER COMMUNICATIONS CORP	Purchased	9/23/2004	8/11/2010
62	4,000 SHS DEVON ENERGY CORP	Purchased	12/01/2008	8/11/2010
63	.834 SHS FRONTIER COMMUNICATIONS CORP	Purchased	9/23/2004	8/24/2010
64	8,000 SHS LILLY, ELI & CO	Purchased	4/29/2005	9/29/2010
65	2,000 SHS LILLY, ELI & CO	Purchased	6/08/2005	9/29/2010
66	3,000 SHS ALCON, INC	Purchased	10/16/2008	12/02/2009
67	9,920 SHS MICROSOFT CORP	Purchased	12/11/2000	12/02/2009
68	1,080 SHS MICROSOFT CORP	Purchased	12/11/2000	12/02/2009
69	3,000 SHS MICROSOFT CORP	Purchased	5/13/2002	12/02/2009
70	5,400 SHS ILLINOIS TOOL WORKS INC	Purchased	11/11/1998	12/02/2009
71	2,400 SHS BURLINGTON NORTHERN SANTA FE	Purchased	1/23/2007	1/11/2010
72	5,300 SHS BURLINGTON NORTHERN SANTA FE	Purchased	3/12/2007	1/11/2010
73	8,500 SHS ACCENTURE LTD	Purchased	7/11/2008	1/27/2010
74	10,300 SHS HONEYWELL INTERNATIONAL, INC	Purchased	3/20/2007	5/14/2010
75	3,900 SHS C H ROBINSON WORLDWIDE	Purchased	3/23/2009	8/11/2010
76	1,400 SHS ALCON INC	Purchased	10/16/2008	9/03/2010
77	4,000 SHS ALCON INC	Purchased	10/30/2008	9/03/2010
78	700 SHS ALCON INC	Purchased	12/29/2008	9/03/2010
79	.833 SHS FURIEX PHARMACEUTICALS	Purchased	5/04/2010	6/15/2010
80	98.333 SHS FURIEX PHARMACEUTICALS	Purchased	5/04/2010	6/16/2010
81	35.667 SHS FURIEX PHARMACEUTICALS	Purchased	5/13/2010	6/16/2010
82	44 SHS ASTORIA FINANCIAL CORP	Purchased	5/04/2010	6/17/2010
83	84 SHS D R HORTON INC	Purchased	5/04/2010	6/17/2010
84	38 SHS HELIX ENERGY SOLUTIONS	Purchased	5/04/2010	6/17/2010
85	62 SHS KEYCORP NEW	Purchased	5/04/2010	6/17/2010
86	34 SHS PHARMACEUTICAL PRODUCT DEV INC	Purchased	5/04/2010	6/17/2010
87	26 SHS PROTECTIVE LIFE CORP	Purchased	5/04/2010	6/17/2010
88	82 SHS PULTE GROUP INC	Purchased	5/04/2010	6/17/2010
89	52 SHS CUMMINS INC	Purchased	5/04/2010	6/28/2010
90	992 SHS XTO ENERGY INC	Purchased	5/04/2010	6/28/2010
91	328 SHS XTO ENERGY INC	Purchased	5/13/2010	6/28/2010
92	10 SHS XTO ENERGY INC	Purchased	6/17/2010	6/28/2010
93	.034 SHS EXXON MOBIL CORP	Purchased	5/04/2010	6/29/2010
94	704.088 SHS EXXON MOBIL CORP	Purchased	5/04/2010	7/02/2010
95	232.814 SHS EXXON MOBIL CORP	Purchased	5/13/2010	7/02/2010
96	7.098 SHS EXXON MOBIL CORP	Purchased	6/17/2010	7/02/2010
97	146 SHS CUMMINS INC	Purchased	5/04/2010	7/30/2010
98	750 SHS SCIENTIFIC GAMES	Purchased	5/04/2010	9/21/2010
99	236 SHS SCIENTIFIC GAMES	Purchased	5/13/2010	9/21/2010
100	14 SHS SCIENTIFIC GAMES	Purchased	6/17/2010	9/21/2010
101	112 SHS CUMMINS INC	Purchased	5/04/2010	9/23/2010
102	COMMERCIAL BUILDING	Purchased	Various	9/30/2010

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	40,692.		41,874.	-1,182.				\$ -1,182.
2	8.		4.	4.				4.
3	70,791.		70,791.	0.				0.
4	113,303.		89,950.	23,353.				23,353.

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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)
5	41,290.		47,440.	-6,150.				\$ -6,150.
6	35,231.		20,123.	15,108.				15,108.
7	109,594.		53,736.	55,858.				55,858.
8	98,000.		75,602.	22,398.				22,398.
9	250.		176.	74.				74.
10	85,925.		76,384.	9,541.				9,541.
11	75,601.		75,758.	-157.				-157.
12	127,109.		84,363.	42,746.				42,746.
13	97,886.		95,311.	2,575.				2,575.
14	27,899.		28,374.	-475.				-475.
15	16.		15.	1.				1.
16	84,693.		79,617.	5,076.				5,076.
17	50,434.		51,047.	-613.				-613.
18	143,028.		148,594.	-5,566.				-5,566.
19	48,195.		38,639.	9,556.				9,556.
20	6,615.		4,849.	1,766.				1,766.
21	49,820.		36,716.	13,104.				13,104.
22	35,724.		25,869.	9,855.				9,855.
23	89,216.		97,879.	-8,663.				-8,663.
24	52,192.		50,732.	1,460.				1,460.
25	46,796.		59,809.	-13,013.				-13,013.
26	26,798.		13,684.	13,114.				13,114.
27	120,834.		155,794.	-34,960.				-34,960.
28	58,233.		50,052.	8,181.				8,181.
29	86,728.		95,685.	-8,957.				-8,957.
30	121,400.		124,068.	-2,668.				-2,668.
31	95,554.		100,284.	-4,730.				-4,730.
32	107,246.		100,481.	6,765.				6,765.
33	287,009.		308,061.	-21,052.				-21,052.
34	15.		14.	1.				1.
35	35,273.		30,197.	5,076.				5,076.
36	112,679.		84,420.	28,259.				28,259.
37	354,497.		419,240.	-64,743.				-64,743.
38	48,641.		53,480.	-4,839.				-4,839.
39	703,606.		594,510.	109,096.				109,096.
40	301,546.		342,780.	-41,234.				-41,234.
41	351,469.		409,290.	-57,821.				-57,821.
42	401,734.		170,772.	230,962.				230,962.
43	189,701.		146,488.	43,213.				43,213.
44	318,760.		351,752.	-32,992.				-32,992.
45	189,479.		307,350.	-117,871.				-117,871.
46	189,306.		96,714.	92,592.				92,592.
47	230,097.		252,145.	-22,048.				-22,048.
48	368,245.		331,250.	36,995.				36,995.
49	800,000.		393,362.	406,638.				406,638.
50	243,641.		230,772.	12,869.				12,869.
51	15,033.		15,033.	0.				0.
52	24,960.		24,960.	0.				0.
53	122,915.		122,915.	0.				0.
54	441,829.		414,844.	26,985.				26,985.
55	138,280.		138,280.	0.				0.
56	134,805.		134,805.	0.				0.
57	24.		19.	5.				5.

Client FBB

Fritz B. Burns Foundation
a Nevada nonprofit corporation

94-3218106

2/08/11

01 18PM

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)
58	5,505.		9,750.	-4,245.				\$ -4,245.
59	16,516.		29,261.	-12,745.				-12,745.
60	9,025.		15,513.	-6,488.				-6,488.
61	6,853.		9,545.	-2,692.				-2,692.
62	258,208.		295,989.	-37,781.				-37,781.
63	6.		9.	-3.				-3.
64	288,471.		470,260.	-181,789.				-181,789.
65	72,118.		115,720.	-43,602.				-43,602.
66	476,321.		400,156.	76,165.				76,165.
67	294,891.		289,522.	5,369.				5,369.
68	32,105.		31,618.	487.				487.
69	89,181.		80,615.	8,566.				8,566.
70	261,713.		174,801.	86,912.				86,912.
71	236,881.		190,127.	46,754.				46,754.
72	523,112.		422,531.	100,581.				100,581.
73	352,646.		330,778.	21,868.				21,868.
74	430,597.		486,223.	-55,626.				-55,626.
75	250,811.		183,130.	67,681.				67,681.
76	228,515.		186,740.	41,775.				41,775.
77	652,899.		357,035.	295,864.				295,864.
78	114,257.		60,496.	53,761.				53,761.
79	8.		9.	-1.				-1.
80	887.		1,086.	-199.				-199.
81	322.		394.	-72.				-72.
82	644.		722.	-78.				-78.
83	902.		1,219.	-317.				-317.
84	446.		538.	-92.				-92.
85	518.		542.	-24.				-24.
86	896.		884.	12.				12.
87	570.		609.	-39.				-39.
88	769.		1,060.	-291.				-291.
89	3,685.		3,637.	48.				48.
90	46,204.		46,204.	0.				0.
91	14,996.		14,996.	0.				0.
92	439.		439.	0.				0.
93	2.		2.	0.				0.
94	39,475.		46,201.	-6,726.				-6,726.
95	13,053.		14,996.	-1,943.				-1,943.
96	398.		439.	-41.				-41.
97	11,584.		10,211.	1,373.				1,373.
98	7,787.		10,692.	-2,905.				-2,905.
99	2,450.		2,647.	-197.				-197.
100	145.		143.	2.				2.
101	10,024.		7,833.	2,191.				2,191.
102	0.		132,351.	-132,351.				-132,351.
								Total \$ 1102654.

Client FBB

Fritz B. Burns Foundation
a Nevada nonprofit corporation

94-3218106

2/08/11

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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 & DC</u>	<u>Expense Account/ Other</u>
Joseph E. Rawlinson 4001 W. Alameda Ave., #201 Burbank, CA 91505-4338	President 40.00	\$ 256,726.	\$ 0.	\$ 0.
Cheryl R. Robinson 4001 W. Alameda Ave., #201 Burbank, CA 91505-4338	Director 5.00	17,785.	0.	0.
Rex J. Rawlinson 4001 W. Alameda Ave., #201 Burbank, CA 91505-4338	Dir, VP 40.00	235,004.	20,472.	0.
Don Freeberg 801 N. Brand Blvd., Suite 1010 Glendale, CA 91203	Director 5.00	17,785.	0.	0.
Lorraine F. Perry 4001 W. Alameda Ave., #203 Burbank, CA 91505-4338	Secretary/Treas 40.00	92,318.	11,076.	0.
Maureen E. Rawlinson 4001 W. Alameda Ave., #201 Burbank, CA 91505-4338	Director 5.00	17,785.	0.	0.
		Total \$ <u>637,403.</u>	\$ <u>31,548.</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	129,418.
BNY Mellon Wealth Management One Wall Street New York, NY 10286	Investment Manager	133,361.
		Total \$ <u>262,779.</u>

2/08/11

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

Name of Grant Program:

Name:
Care Of:
Street Address:
City, State, Zip Code:
Telephone:
Form and Content:
Submission Deadlines:
Restrictions on Awards:

Fritz B. Burns Foundation
Rex J. Rawlinson
4001 W. Alameda Ave., #203
Burbank, CA 91505-4338
818-840-8802
Letter form.
Sept. 30 for approval in Nov. and payment following Feb.
Contributions are made to 501(c)(3) charities which are
not private foundations.

**FRITZ B. BURNS FOUNDATION
CONTRIBUTIONS
OCTOBER 1, 2009 – SEPTEMBER 30, 2010**

-A-

ALEXANDRIA HOUSE 100,000.00
426 South Alexandria Avenue
Los Angeles, CA 90020

ARCHDIOCES OF LOS ANGELES
CATHOLIC EDUCATION FOUNDATION 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 North Vermont Avenue
Los Angeles, CA 90029-3594

BRIGHAM YOUNG UNIVERSITY 1,875,000.00
D-346 ASB
Provo, UT 84602-1346

CHILDREN'S HOSPITAL OF LOS ANGELES 100,000.00
4650 Sunset Boulevard, #29
Los Angeles, CA 90027

CALIFORNIA INSTITUTE OF TECHNOLOGY 50,000.00
1200 East California Boulevard
Pasadena, CA 91125

CLAREMONT McKENNA COLLEGE 250,000.00
Bauer Center, 500 East Ninth 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 & FAMILY SERVICES	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	
HOLY CROSS HOSPITAL	100,000.00
15031 Rinaldi Street, P.O. Box 9600	
Mission Hills, CA 91346-9600	
-I-	
-J-	
-K-	
-L-	
LEAGUE FOR CRIPPLED CHILDREN	
ORTHOPAEDIC HOSPITAL	25,000.00
2400 South Flower Street	
Los Angeles, CA 90007-2697	
LITTLE SISTERS OF THE POOR	
JEANNE JUGAN RESIDENCE	50,000.00
2100 South Western Avenue	
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	100,000.00
PASADENA CHRISTIAN SCHOOL 1515 North Los Robles Avenue Pasadena, CA 91104	100,000.00
PROVIDENCE HIGH SCHOOL 511 South Buena Vista Street Burbank, CA 91505	200,000.00
SALK INSTITUTE P.O. Box 85800 San Diego, CA 92186-5800	100,000.00
SAN FERNANDO MISSION 15151 San Fernando Mission Boulevard Mission Hills, CA 91345	25,000.00
ST. ANNE'S MATERNITY HOME 155 North Occidental Boulevard Los Angeles, CA 90026-4641	50,000.00
ST. BERNARD HIGH SCHOOL 9100 Falmouth Avenue Los Angeles, CA 90293	50,000.00

ST. GENEVIEVE HIGH SCHOOL 300,000.00
13967 Roscoe Boulevard
Panorama City, CA 91402-4299

ST JOSEPH MEDICAL CENTER 200,000.00
01 South Buena Vista
Burbank, CA 91505-4809

-T-
THOMAS AQUINAS COLLEGE 500,000.00
10000 North Ojai Road
Santa Paula, CA 93060

-U-
UNIVERSITY OF NEVADA,
RENO FOUNDATION 50,000.00
University of Nevada, Reno/0007
Reno, NV 89557-0007

-V-
VALLEY PRESBYTERIAN HOSPITAL 50,000.00
15107 Vanowen Street
Van Nuys, CA 91409-9102

-W-

-X-

-Y-

-Z-

TOTAL **\$6,987,500.00**

FRITZ B BURNS FOUNDATION
 94-3218106
 NEW PLEDGES MADE IN CURRENT YEAR 09-10
 SEPTEMBER 30, 2010

GRANTEE	TOTAL PLEDGE	PREVIOUS PAYMENTS	BALANCE DUE	DUE Y/E 9/30/2011	DUE Y/E 9/30/2012	DUE Y/E 9/30/2013	DUE Y/E 9/30/2014	DUE Y/E 9/30/2015
1 St Bernard High School 9100 Falmouth Avenue, Los Angeles, CA 90293	250,000	50,000	200,000	50,000	50,000	50,000	50,000	-
2 University of Nevada University of Nevada Reno/0007, Reno, NV 89557-0007	250,000	50,000	200,000	50,000	50,000	50,000	50,000	-
TOTAL	500,000	100,000	400,000	100,000	100,000	100,000	100,000	-