EXTENSION GRANTED TO 11/15/11

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [X] Address change [ ] Name change

Name of foundation
FB FOUNDATION
C/O HENRY & HORNE, LLP

Number and street (or P O box number if mail is not delivered to street address): 7098 E COCHISE ROAD
Room/suite: 100

City or town, state, and ZIP code: SCOTTSDALE, AZ 85253

A Employer identification number: 20-3290149

B Telephone number: 480-483-1170

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: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,515,828.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	34,224.	34,224.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<5,980.>			
	b Gross sales price for all assets on line 6a 971,543.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<2,025.>	<2,025.>		STATEMENT 2
	12 **Total.** Add lines 1 through 11	26,219.	32,199.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	63.	31.		32.
	b Accounting fees STMT 4	615.	308.		307.
	c Other professional fees STMT 5	20,089.	20,089.		0.
	17 Interest				
	18 Taxes STMT 6	2,921.	187.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	318.	318.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	24,006.	20,933.		339.
	25 Contributions, gifts, grants paid	114,502.			114,502.
	26 **Total expenses and disbursements.** Add lines 24 and 25	138,508.	20,933.		114,841.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<112,289.>			
	b **Net investment income** (if negative, enter -0-)		11,266.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		5,600.	5,600.
	2 Savings and temporary cash investments	262,609.	16,124.	16,124.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	1,345,643.	1,277,799.	1,490,552.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	0.	3,552.	3,552.
	16 **Total assets** (to be completed by all filers)	1,608,252.	1,303,075.	1,515,828.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons		5,600.	
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	5,600.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,608,252.	1,608,252.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	<310,777.>	
	30 **Total net assets or fund balances**	1,608,252.	1,297,475.	
	31 **Total liabilities and net assets/fund balances**	1,608,252.	1,303,075.	

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	1,608,252.
2	Enter amount from Part I, line 27a	2	<112,289.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,495,963.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	198,488.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,297,475.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
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	971,543.		977,523.	<5,980.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				<5,980.>

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	<5,980.>
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). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	122,560.	1,397,825.	.087679
2008			
2007			
2006			
2005			

2	**Total** of line 1, column (d)	2	.087679
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	.087679
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,430,474.
5	Multiply line 4 by line 3	5	125,423.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	113.
7	Add lines 5 and 6	7	125,536.
8	Enter qualifying distributions from Part XII, line 4	8	114,841.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)** b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	225.
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	225.
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	225.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,360.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	1,360.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,135.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶		1,135. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		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?	1c		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.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A. Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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?	13	X	

Website address ▶ NA

14 The books are in care of ▶ HENRY & HORNE, LLP Telephone no. ▶480-483-1170
Located at ▶7098 E. COCHISE ROAD, SCOTTSDALE, AZ ZIP+4 ▶85253

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

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Line	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 page 22 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
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 2010 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 2010.)*	N/A	3b		
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 2010?		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)? ☐ 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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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** No: 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? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 7098 E COCHISE ROAD #100 SCOTTSDALE, AZ 85253	PRESIDENT 1.00	0.	0.	0.
MICHAEL P BRADLEY 7098 E COCHISE ROAD #100 SCOTTSDALE, AZ 85253	VICE PRESIDENT 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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.

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	1,282,468.
b	Average of monthly cash balances	1b	169,790.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,452,258.
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	1,452,258.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,784.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,430,474.
6	**Minimum investment return.** Enter 5% of line 5	6	71,524.

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	71,524.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	225.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	225.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	71,299.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	71,299.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	71,299.

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	114,841.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	114,841.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	114,841.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				71,299.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ___, ___, ___		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008 22,702.				
e From 2009 54,029.				
f **Total** of lines 3a through e	76,731.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 114,841.				
a Applied to 2009, 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 2010 distributable amount				71,299.
e Remaining amount distributed out of corpus	43,542.			
5 Excess distributions carryover applied to 2010 (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	120,273.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	120,273.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008 22,702.				
d Excess from 2009 54,029.				
e Excess from 2010 43,542.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the 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:

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

c Any submission deadlines:

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

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 11				
Total			▶ 3a	114,502.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	34,224.	
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					<2,025.>
8 Gain or (loss) from sales of assets other than inventory			18	<5,980.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		28,244.	<2,025.>

13 **Total.** Add line 12, columns (b), (d), and (e) 13 26,219.

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

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date: 11/14/11 — Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CANDACE BERG TOOKE, CPA	CANDACE BERG TOOK	11/01/11		
Firm's name ▶ HENRY & HORNE, LLP			Firm's EIN ▶	
Firm's address ▶ 7098 E. COCHISE SUITE 100 SCOTTSDALE, AZ 85253-4517			Phone no. (480)483-1170	

Additional information

	THIS PERIOD	THIS YEAR		THIS PERIOD	THIS YEAR
Accrued interest on purchases	0.00	-1,736 11	Gross proceeds	330 62	954,472 60

Portfolio detail

Cash and Sweep Balances

Bank Deposit Sweep - Consists of monies held in one or more FDIC-insured depository account(s) established with Wells Fargo Bank, N.A Additional funds over $250,000 are deposited at one or more additional banks affiliated with Wells Fargo & Company These assets are not covered by SIPC, but are instead covered by FDIC insurance in accordance with FDIC rules For additional information on the Bank Deposit Sweep for your account please contact Your Financial Advisor.

DESCRIPTION	% OF ACCOUNT	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
Cash	0 02	N/A	330.62	N/A
BANK DEPOSIT SWEEP	1.05	0 02	15,792 92	3.15
Interest Period 12/01/10 - 12/31/10				
Total Cash and Sweep Balances	**1.07**		**$16,123.54**	**$3.15**

* APY measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period The annual percentage yield is expressed as an annualized rate, based on a 365- or 366-day year (as applicable)

Stocks, options & ETFs

Stocks and ETFs

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
ALTRIA GROUP INC MO On Reinvestment Acquired 10/22/10 S	2 45	1,500	24 93	37,409 70	24 6200	36,930 00	-479 70	2,280 00	6 17
AMERICAN EXPRESS COMPANY AXP On Reinvestment Acquired 07/28/09 L Reinvestments S		1,000 12 54000	27 53 43 24	27,539 70 542 26		42,919 99 538 22	15,380 29 -4 04		
Total	**2.88**	**1,012.54000**		**$28,081.96**	**42.9200**	**$43,458.21**	**$15,376.25**	**$729.02**	**1.68**

MOORS & CABOT
INVESTMENTS

FB FOUNDATION

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Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
APPLE INC AAPL Acquired 06/29/10 S	6 42	300	256 15	76,847 97	322 5600	96,768 00	19,920 03	N/A	N/A
CATERPILLAR INC CAT On Reinvestment Acquired 10/22/10 S		500	78 12	39,064 95		46,830 00	7,765 05		
Reinvestments S		3 58500	59 45	213 13		335 77	122 64		
Total	**3.13**	**503.58500**		**$39,278.08**	**93.6600**	**$47,165.77**	**$7,887.69**	**$886.30**	**1.88**
CISCO SYSTEMS INC CSCO On Reinvestment Acquired 11/23/10 S	2 01	1,500	19 26	28,890 00	20 2300	30,345.00	1,455 00	N/A	N/A
COACH INC COH On Reinvestment Acquired 11/23/10 S	1 84	500	54 53	27,269 95	55 3100	27,655 00	385 05	300 00	1 08
COCA-COLA COMPANY KO On Reinvestment Acquired 10/22/10 S		600	61 50	36,905 88		39,461 99	2,556 11		
Reinvestments S		11 45400	58.45	669 52		753 33	83 81		
Total	**2.67**	**611.45400**		**$37,575.40**	**65.7700**	**$40,215.32**	**$2,639.92**	**$1,076.15**	**2.68**
CUMMINS INC CMI On Reinvestment Acquired 03/26/10 S		500	62 30	31,154 95		55,005 00	23,850.05		
Reinvestments S		4 32900	81.11	351 13		476 23	125 10		
Total	**3.68**	**504.32900**		**$31,506.08**	**110.0100**	**$55,481.23**	**$23,975.15**	**$529.54**	**0.95**
CURRENCYSHARES AUSTALIAN DOLLAR TRUST FXA On Reinvestment Acquired 05/27/10 S		700	84 89	59,429 93		71,861 99	12,432 06		
Reinvestments S		14 89600	93 15	1,387 58		1,529.23	141 65		
Total	**4.87**	**714.89600**		**$60,817.51**	**102.6600**	**$73,391.22**	**$12,573.71**	**$2,213.31**	**3.02**

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Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
ENTERPRISE PRODUCTS PARTNERS EPD PTP									
On Reinvestment									
Acquired 06/30/09 L		1,200	24 84	29,808.00		49,931 99	20,123 99		
Reinvestments S		58 08500	36 24	2,105 45		2,416 92	311 47		
~~Total~~	~~3.47~~	~~1,258.08500~~		~~$31,913.45~~	~~41.6100~~	~~$52,348.91~~	~~$20,435.46~~	~~$2,931.33~~	~~5.60~~
GOLDMAN SACHS GROUP INC GS									
On Reinvestment									
Acquired 04/16/10 S		300	160 51	48,155.97		50,448 00	2,292 03		
Reinvestments S		2 13500	147 91	315 80		359 02	43 22		
Total	**3.37**	**302.13500**		**$48,471.77**	**168.1600**	**$50,807.02**	**$2,335.25**	**$422.98**	**0.83**
INTERNATIONAL BUSINESS MACHINE CORP IBM									
On Reinvestment									
Acquired 10/15/08 L		400	89 25	35,703 20		58,704 00	23,000 80		
Reinvestments S		5 92900	132 23	784 01		870 14	86 13		
Total	**3.95**	**405.92900**		**$36,487.21**	**146.7600**	**$59,574.14**	**$23,086.93**	**$1,055.41**	**1.77**
INTEROIL CORP IOC									
Acquired 08/16/10 S	4.78	1,000	65 30	65,309 90	72 0700	72,070 00	6,760 10	N/A	N/A
ISHARES MSCI BRAZIL INDEX EWZ									
On Reinvestment									
Acquired 10/22/10 S		500	76 04	38,024 95		38,699 99	675 04		
Reinvestments S		15 27100	76 39	1,166 64		1,181 98	15 34		
Total	**2.65**	**515.27100**		**$39,191.59**	**77.4000**	**$39,881.97**	**$690.38**	**$1,446.36**	**3.63**
LSI CORP LSI									
Acquired 08/10/10 S	4 77	12,000	4 23	50,760 00	5 9900	71,880 00	21,120 00	N/A	N/A
MCDONALDS CORP MCD									
On Reinvestment									
Acquired 06/30/09 L		375	57 40	21,525 00		28,784 99	7,259 99		

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Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Reinvestments S		8 74500	73.91	646.37		671 27	24 90		
Total	**1.96**	**383.74500**		**$22,171.37**	**76.7600**	**$29,456.26**	**$7,284.89**	**$936.33**	**3.18**
US BANCORP NEW USB On Reinvestment Acquired 03/26/10 S Reinvestments S		1,000 6 04600	26 07 24 85	26,070 00 150 28		26,969 99 163 07	899 99 12 79		
Total	**1.80**	**1,006.04600**		**$26,220.28**	**26.9700**	**$27,133.06**	**$912.78**	**$201.20**	**0.74**
Total Stocks and ETFs	**56.72**			**$688,202.22**		**$854,561.11**	**$166,358.89**	**$15,007.93**	**1.76**
Total Stocks, options & ETFs	**56.72**			~~**$688,202.22**~~ $656,288.77		~~**$854,561.11**~~ $802,212.20	~~**$166,358.89**~~	**$15,007.93**	**1.76**

Fixed Income Securities

Corporate and *municipal* bonds and other *fixed* income securities are priced by a computerized pricing service or, for less actively traded issues, by utilizing a yield-based matrix system to arrive at an estimated market value

Corporate Bonds

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
AMERICAN INTL GROUP NOTES CPN 5 375% DUE 10/18/11 DTD 10/18/06 FC 04/18/07 Moody A3 , S&P A- CUSIP 02687QBE7 Acquired 10/07/09 L	5 46	80,000	96 54 96 00	77,236 29 76,800 00	102 8730	82,298 40	5,062.11	871 94	4,300 00	5 22
AMERICAN GENERAL INC MEDIUM TERM NOTES CPN 4 875% DUE 07/15/12 DTD 07/11/05 FC 01/15/06 Moody B3 , S&P B CUSIP 02635PTB9 Acquired 04/21/08 L	6 24	100,000	98 69 96 75	98,699 46 96,750 00	94 0000	94,000 00	-4,699 46	2,247 92	4,875 00	5 18

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Fixed Income Securities

Corporate Bonds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ANNUAL YIELD (%)
MERRILL LYNCH & CO SENIOR UNSECURED NOTES CPN 6 050% DUE 08/15/12 DTD 08/15/07 FC 02/15/08 Moody A2 , S&P A CUSIP 59018YJ36 Acquired 09/10/08 L	7 02	100,000	98 15 95 95	98,150 40 95,951 00	105 7140	105,714 00	7,563.60	2,285 56	6,050 00	5 72
WYETH NOTES CALLABLE CPN 5 500% DUE 02/01/14 DTD 12/16/03 FC 08/01/04 Moody A1 , S&P AA CUSIP 983024AE0 Acquired 07/20/07 L	0 88	12,000	99 00	11,880 00	110 4540	13,254 48	1,374 48	275.00	660 00	4 97
MARSHALL & ILSLEY BANK NOTES SERIES BKNT CPN 5 000% DUE 01/17/17 DTD 11/24/04 FC 07/17/05 Moody BAA1 , S&P BB+ CUSIP 55259PAD8 Acquired 10/22/10 S	8 44	125,000	95 48 95 37	119,359 13 119,218 75	101 7190	127,148.75	7,789 62	2,847 22	6,250 00	4 91
Total Corporate Bonds	**28.04**	**417,000**		**$405,325.28** **$400,599.75**		**$422,415.63**	**$17,090.35**	**$8,527.64**	**$22,135.00**	**5.24**

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Fixed Income Securities

Foreign Bonds

Foreign Fixed Income securities may be denominated in currencies other than US dollars Due to currency fluctuations, displayed figures for "Estimated Accrued Interest", "Estimated Annual Income" and "Estimated Annual Yield" may not reflect current exchange rates. Please contact Your Financial Advisor if you own a Foreign Fixed Income security that is denominated in other than US dollars and have additional questions.

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
UNITED MEXICAN STATES GLOBAL NOTES CPN 6 625% DUE 03/03/15 DTD 03/03/03 FC 09/03/03 Moody BAA1 , S&P BBB CUSIP 91086QAL2 Acquired 05/29/07 L	0 84	11,000	108 00	11,880 00	115 1800	12,669 80	789 80	238 87	728 75	5 75
Total Foreign Bonds	**0.84**	**11,000**		**$11,880.00**		**$12,669.80**	**$789.80**	**$238.87**	**$728.75**	**5.75**
Total Fixed Income Securities	**28.88**			**$417,205.28** **$412,479.75**		**$435,085.43**	**$17,880.15**	**$8,766.51**	**$22,863.75**	**5.26**

Mutual Funds

Mutual fund shares are priced at net asset value Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return
If a portion of your fund position was converted, the 'Client Investment' value may include reinvestments from previously held positions

Open End Mutual Funds

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
INVESCO DEVELOPING MARKET FUNDS CLASS Y GTDYX On Reinvestment									
Acquired 09/21/09 L		1,578 53200	25 34	40,000 00		52,344 11	12,344 11		
Reinvestments L		21 85100	26 95	589.10		724 59	135 49		
Reinvestments S		15 78800	32 62	515 16		523 53	8.37		
Total	**3.56**	**1,616.17100**		**$41,104.26**	**33.1600**	**$53,592.23**	**$12,487.97**	**$467.07**	**0.87**
	Client Investment (Excluding Reinvestments)					$40,000 00			
	Gain/Loss on Client Investment (Including Reinvestments)					$13,592 23			

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Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
FEDERATED MUNICIPAL ULTRASHORT FUND INSTITUTIONAL CLASS FMUSX									
On Reinvestment									
Acquired 05/21/10 S		887 79900	10 04	8,913 50		8,886 86	-26 64		
Reinvestments S		134 70400	10 04	1,352 90		1,348 39	-4 51		
Total	**0.68**	**1,022.50300**		**$10,266.40**	**10.0100**	**$10,235.25**	**-$31.15**	**$110.43**	**1.08**
	Client Investment (Excluding Reinvestments)					$8,913 50			
	Gain/Loss on Client Investment (Including Reinvestments)					$1,321 75			
TOUCHSTONE FDS GROUP TR EMERGING MKTS EQUITY FD CLASS Y TEMYX									
On Reinvestment									
Acquired 07/29/10 S		2,622 37800	11 44	30,000 00		34,798 93	4,798 93		
Reinvestments S		8 99400	13 13	118 17		119 37	1 20		
Total	**2.32**	**2,631.37200**		**$30,118.17**	**13.2700**	**$34,918.30**	**$4,800.13**	**N/A**	**N/A**
	Client Investment (Excluding Reinvestments)					$30,000.00			
	Gain/Loss on Client Investment (Including Reinvestments)					$4,918 30			
Total Open End Mutual Funds	**6.55**			**$81,488.83**		**$98,745.78**	**$17,256.95**	**$577.50**	**0.58**
Total Mutual Funds	**6.55**			**$81,488.83**		**$98,745.78**	**$17,256.95**	**$577.50**	**0.58**

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Preferreds/Fixed Rate Cap Securities

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
JPM TRUST PFD XXIX 6 70% CALLABLE 04/02/15@$25 00 MATURITY 04/02/40 JPM'C On Reinvestment Acquired 10/19/10 S	6 78	4,000	25 29	101,172 00	25 5400	102,160 00	988 00	6,700 00	6 55
Total Preferreds/Fixed Rate Cap Securities	**6.78**			**$101,172.00**		**$102,160.00**	**$988.00**	**$6,700.00**	**6.56**

Bank Deposit Sweep Allocation

Monies on deposit at each bank, together with any other deposits held in the same insurable capacity at each bank, are eligible for FDIC insurance up to $250,000 per depositor, per bank in accordance with FDIC rules for a total of up to $750,000 in FDIC insurance when deposited at multiple banks. These assets are not held in your securities brokerage account and therefore not covered by SIPC Settlement timing differences will cause balances displayed in this section to vary from those indicated in the Portfolio detail section due to activity that occurs after 2 PM ET on the last business day of the month If you have questions about your sweep option, including rates, please contact Your Financial Advisor

DESCRIPTION	CURRENT VALUE	AS OF VALUE DATE
WELLS FARGO BANK, N A	16,792 38	12/31
Total Bank Deposits	**$16,792.38**	

Activity detail by date

DATE	ACCOUNT TYPE	TRANSACTION/ CHECK NUMBER	QUANTITY	DESCRIPTION	PRICE	AMOUNT	CASH AND SWEEP BALANCES
12/01				BEGINNING BALANCE			34,289 58
12/01	Cash	DIVIDEND		CUMMINS INC 120110 503 00500		132 04	
12/01	Cash	DIVIDEND		FEDERATED MUNICIPAL ULTRASHORT FUND INSTITUTIONAL CLASS 113010 1,022 50300 AS OF 11/30/10		11 44	
12/01	Cash	REINVEST DIV	1 32400	CUMMINS INC	99 7520	-132 04	
12/01	Cash	REINVEST DIV	1 14200	FEDERATED MUNICIPAL ULTRASHORT FUND INSTITUTIONAL CLASS	10 0200	-11 44	34,289.58

As of Date: 2/11/11

Account Number: 2225-4048
FB FOUNDATION

Realized Gain/Loss Detail for Year

Short Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
APPLE INC	200 00000	142 5100	06/30/09	05/06/10	46,362 21	28,502.00	17,860 21
APPLIED MATERIALS INC	2,000.00000	12.9700	11/10/09	08/25/10	20,719 64	25,940 00	-5,220.36
	10.58500	13 2265	06/16/10	12/28/10	149 35	140.00	9 35
	12 72400	11 0607	09/15/10	12/28/10	179 53	140 74	38.79
	0.12300	13.2395	12/15/10	12/28/10	1 74	1.63	0 11
Subtotal	**2,023.43200**				**21,050.26**	**26,222.37**	**-5,172.11**
AVNET INC	875.00000	20.9100	06/30/09	06/07/10	22,740 86	18,297.04	4,443.82
CATERPILLAR INC	500.00000	59.6700	11/10/09	05/25/10	28,001.77	29,839 95	-1,838 18
CISCO SYSTEMS INC	1,000.00000	18 5800	06/30/09	06/29/10	21,999.62	18,580 00	3,419 62
COCA-COLA COMPANY	900.00000	49.0900	07/24/09	05/21/10	45,341.23	44,189.91	1,151 32
COLGATE-PALMOLIVE CO	500 00000	80 9800	11/12/09	05/21/10	39,626 83	40,493 00	-866 17
	3 18200	83 2746	05/14/10	10/22/10	244 68	265.00	-20.32
	0 02200	77 1089	08/13/10	10/22/10	1 70	1 69	0.01
Subtotal	**503.20400**				**39,873.21**	**40,759.69**	**-886.48**
~~ENERGY TRANSFER PARTNERS~~ LP	~~1,000 00000~~	~~39 8900~~	~~09/02/09~~	~~05/06/10~~	~~42,227 38~~	~~39,894.70~~	~~2,332.68~~
FEDERATED MUNICIPAL ULTRASHORT FUND INSTITUTIONAL CLASS	10,000 00000	9 9800	04/16/09	04/13/10	100,300.00	99,800.01	499 99
	18 41700	10 0100	11/02/09	10/22/10	184 90	184.35	0.55
	18 80900	10.0300	12/01/09	10/22/10	188.84	188 65	0 19
	17 73600	10.0300	01/06/10	10/22/10	178.06	177 89	0.17
	15 98000	10 0300	02/01/10	10/22/10	160 43	160 28	0.15
	17 06100	10.0400	03/01/10	10/22/10	171.29	171 29	0.00
	14 33600	10 0300	04/01/10	10/22/10	143.93	143.79	0.14
	12.78300	10 0300	05/03/10	10/22/10	128 34	128.21	0.13

MOORS & CABOT INVESTMENTS

As of Date: 2/11/11

Account Number: 2225-4048
FB FOUNDATION

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	21,522 56000	10.0400	05/21/10	10/22/10	216,086 58	216,086.50	0 08
Subtotal	**31,637.68200**				**317,542.37**	**317,040.97**	**501 40**
GILEAD SCIENCES INC	600.00000	46 0000	08/06/09	04/21/10	25,084 37	27,600 00	-2,515.63
ISHARES MSCI AUSTRALIA INDEX	1,700 00000	23.9000	11/10/09	05/04/10	38,249 35	40,646 83	-2,397 48
MICROSOFT CORP	1,000 00000	23.2900	07/24/09	05/24/10	26,370.51	23,290 00	3,080 51
~~PLAINS ALL AMERICAN PIPELINE LP~~	~~800.00000~~	~~47 1900~~	~~09/02/09~~	~~05/06/10~~	~~40,195 56~~	~~37,759 92~~	~~2,435 64~~
POWERSHARES GOLDEN DRAGON HALTER USX CHINA PORTFOLIO	1,000 00000	20 3700	05/29/09	05/06/10	22,999 61	20,370 00	2,629 61
Total - Short Term					~~$738,038.31~~ $655,615.37	~~$712,993.38~~ $635,338.76	~~$25,044.93~~

Long Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
AMERICAN INTL GROUP NOTES CPN 4 700% DUE 10/01/10 DTD 04/01/06 FC 10/01/06	100,000 00000	100 0000 98 2500	09/21/09	10/01/10	100,000 00	100,000 00 98,250 00	0 00
CONOCO FUNDING CO CALLABLE CPN 6 350% DUE 10/15/11 DTD 10/11/01 FC 04/15/02	12,000 00000	167 0000	01/08/07	08/03/10	12,828 18	20 040 00	-7 211 82
FEDERATED MUNICIPAL ULTRASHORT FUND INSTITUTIONAL CLASS	5,000 00000	9.9800	04/16/09	04/21/10	50,150 00	49,900 00	250 00
	5,060.12000	9 9800	04/16/09	10/22/10	50 803.60	50,499 99	303 61
	20 19900	9 9900	05/01/09	10/22/10	202 79	201 79	1 00
	58 72100	9 9900	06/01/09	10/22/10	589 55	586 62	2 93

Realized Gain/Loss

As of Date: 2/11/11

Account Number: 2225-4048
FB FOUNDATION

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	55 38800	9.9900	07/01/09	10/22/10	556 09	553 33	2.76
	52.22200	10.0000	08/03/09	10/22/10	524.30	522.22	2.08
	45.30400	10 0000	09/01/09	10/22/10	454.85	453.04	1.81
	32.36400	10.0200	10/01/09	10/22/10	324 93	324.29	0.64
Subtotal	**10.324.31800**				**103.606.11**	**103.041.28**	**564.83**
Total - Long Term					**$216.434.29**	**$223.081.28** **$221,331.28**	**-$6.646.99**

Option Activity Gain/Loss Detail for Year

Short Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
CALL AMERICAN EXPRESS CO $45 EXP 10/16/10	-10 00000	0.2100	09/13/10	10/16/10	209 99	0.00	209 99
CALL APPLE INC $290 EXP 10/16/10	-3 00000	1.4300	09/13/10	10/15/10	428.99	5,985 00	-5.556 01
CALL CUMMINS INC $90 EXP 10/16/10	-5 00000	1.7800	09/13/10	10/15/10	889.98	1,700 00	-810.02
CALL CUMMINS INC $100 EXP 11/20/10	-5.00000	1 9000	10/15/10	11/20/10	949 98	0.00	949 98
CALL GOLDMAN SACHS GRP $165 EXP 10/16/10	-3 00000	1 1300	09/13/10	10/16/10	338 99	0 00	338.99
CALL GOLDMAN SACHS GRP $165 EXP 07/17/10	-3.00000	1 7800	05/27/10	07/17/10	533 99	0.00	533.99
CALL INTEROIL CORP $80 EXP 12/18/10	-10.00000	3.7300	11/03/10	12/18/10	3,729.93	0.00	3,729.93
CALL INTEROIL CORP $70 EXP 10/16/10	-10 00000	1 5800	09/02/10	10/15/10	1,579.97	430.00	1,149.97

M&C 1890 MOORS & CABOT INVESTMENTS

Realized Gain/Loss

As of Date: 2/11/11

Account Number: 2225-4048
FB FOUNDATION

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
CALL INTEROIL CORP $75 EXP 11/20/10	-10 00000	1 4500	10/27/10	11/03/10	1,449 97	3,290 00	-1,840.03
CALL INTL BUSINESS MACH $135 EXP 10/16/10	-4 00000	0 7500	09/13/10	10/15/10	299 99	2,480.00	-2,180 01
PUT INTEROIL CORP $65 EXP 05/22/10	-20 00000	3 3000	04/13/10	05/20/10	6.599.88	35.945 00	-29.345 12
Total - Short Term					**$17.011.66**	**$49.830.00**	**-$32.818.34**

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MOORS & CABOT (SEE SCHEDULE ATTACHED)	P	VARIOUS	VARIOUS
b	MOORS & CABOT (SEE SCHEDULE ATTACHED)	P	VARIOUS	VARIOUS
c	ENERGY TRANSFER PARTNERS	P	09/02/09	05/06/10
d	PLAINS ALL AMERICAN PIPELINE	P	09/02/09	05/06/10
e	OPTIONS AT MOORS & CABOT (SEE SCHEDULE ATTACHED)	P	VARIOUS	VARIOUS
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	655,615.		635,338.	20,277.
b	216,434.		223,081.	<6,647.>
c	42,227.		34,622.	7,605.
d	40,196.		34,652.	5,544.
e	17,012.		49,830.	<32,818.>
f	59.			59.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				20,277.
b				<6,647.>
c				7,605.
d				5,544.
e				<32,818.>
f				59.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	<5,980.>
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

023591
05-01-10

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ENERGY TRANSFER PARTNERS LP	13.	0.	13.
ENTERPRISE PRODUCTS PARTNERS LP	22.	0.	22.
MOORS & CABOT	26,415.	59.	26,356.
MORGAN STANLEY	7,823.	0.	7,823.
PLAINS ALL AMERICAN PIPELINE LP	10.	0.	10.
TOTAL TO FM 990-PF, PART I, LN 4	34,283.	59.	34,224.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY BUSINESS LOSS (ENERGY TRANSFER PARTNERS LP)	<1,325.>	<1,325.>	
ORDINARY BUSINESS LOSS (ALL PLAINS AM PIPELINES LP)	<700.>	<700.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<2,025.>	<2,025.>	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEWIS & ROCA	63.	31.		32.
TO FM 990-PF, PG 1, LN 16A	63.	31.		32.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POTENZA CPA, P.C.	615.	308.		307.
TO FORM 990-PF, PG 1, LN 16B	615.	308.		307.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MOORS & CABOT MANAGEMENT FEES	20,089.	20,089.		0.
TO FORM 990-PF, PG 1, LN 16C	20,089.	20,089.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2009 FEDERAL EXCISE TAX	1,374.	0.		0.
2010 ESTIMATES FOR FEDERAL EXCISE TAX	1,360.	0.		0.
FOREIGN TAXES	187.	187.		0.
TO FORM 990-PF, PG 1, LN 18	2,921.	187.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER INVESTMENT FEES	167.	167.		0.
OTHER EXPENSES FROM PARTNERSHIPS	151.	151.		0.
TO FORM 990-PF, PG 1, LN 23	318.	318.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
ADJUST BALANCE SHEET TO COST BASIS FROM FMV	198,488.
TOTAL TO FORM 990-PF, PART III, LINE 5	198,488.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS HELD AT MORGAN STANLEY	COST	0.	0.
INVESTMENTS HELD AT MOORS & CABOT (SEE STATEMENT ATTACHED)	COST	1,256,155.	1,438,203.
ENTERPRISE PRODUCTS PARTNERS, LP	COST	21,644.	52,349.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,277,799.	1,490,552.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PTP ENTERPRISE PRODUCTS SUSPENDED LOSSES (2010)	0.	3,552.	3,552.
TO FORM 990-PF, PART II, LINE 15	0.	3,552.	3,552.

FORM 990-PF — GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR — STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMES CONSERVATORY PO BOX 3791 TELLURIDE, CO 81435	NONE GENERAL FUND	501 (C)(3)	1,000.
BOYS AND GIRLS CLUB OF GREATER SCOTTSDALE 10515 E. LAKEVIEW DRIVE SCOTTSDALE, AZ 85258	NONE GENERAL FUND	501 (C)(3)	7,500.
PLACERVILLE FIRE DEPARTMENT PO BOX 54 PLACERVILLE, CO 81430	NONE GENERAL FUND	501 (C)(3)	500.
SAN MIGUEL EDUCATIONAL FUND (KOTO) 207 N. PINE STREET TELLURIDE, CO 81435	NONE GENERAL FUND	501 (C)(3)	200.
SECOND CHANCE HUMANE SOCIETY PO BOX 2096 RIDGWAY, CO 81432	NONE GENERAL FUND	501 (C)(3)	2,500.
SECOND CHANCE HUMANE SOCIETY PO BOX 2096 RIDGWAY, CO 81432	NONE GENERAL FUND	501 (C)(3)	7,500.
ST PATRICK'S CATHOLIC CHURCH 301 NORTH SPRUCE TELLURIDE, CO 81435	NONE GENERAL FUND	CHURCH	500.
TELLURIDE ADAPTIVE SPORTS PROGRAM (TASP) PO BOX 2254 TELLURIDE, CO 81435	NONE GENERAL FUND	501 (C)(3)	300.

TELLURIDE ADAPTIVE SPORTS PROGRAM (TASP) PO BOX 2254 TELLURIDE, CO 81435	NONE GENERAL FUND	501 (C)(3)	2,000.
TELLURIDE ADAPTIVE SPORTS PROGRAM (TASP) PO BOX 2254 TELLURIDE, CO 81435	NONE GENERAL FUND	501 (C)(3)	400.
TELLURIDE ADAPTIVE SPORTS PROGRAM (TASP) PO BOX 2254 TELLURIDE, CO 81435	NONE GENERAL FUND	501 (C)(3)	2,875.
TELLURIDE AIDS BENEFIT 109 E COLORADO AVE, #106 TELLURIDE, CO 81435	NONE GENERAL FUND	501 (C)(3)	2,500.
TELLURIDE FOUNDATION (STROKES OF GENIUS) 220 E COLORADO, #106 TELLURIDE, CO 81435	NONE GENERAL FUND	501 (C)(3)	765.
TELLURIDE FOUNDATION (STROKES OF GENIUS) 220 E COLORADO, #106 TELLURIDE, CO 81435	NONE GENERAL FUND	501 (C)(3)	2,133.
TELLURIDE FOUNDATION (STROKES OF GENIUS) 220 E COLORADO, #106 TELLURIDE, CO 81435	NONE GENERAL FUND	501 (C)(3)	1,000.
TELLURIDE FOUNDATION 220 E COLORADO, #106 TELLURIDE, CO 81435	NONE GENERAL FUND	501 (C)(3)	10,000.
TELLURIDE MOUNTAIN SCHOOL 200 SAN MIGUEL RIVER DRIVE TELLURIDE, CO 81435	NONE GENERAL FUND	501 (C)(3)	30,000.
TELLURIDE MOUNTAIN SCHOOL 200 SAN MIGUEL RIVER DRIVE TELLURIDE, CO 81435	NONE GENERAL FUND	501 (C)(3)	35,000.

TELLURIDE MOUNTAIN SCHOOL 200 SAN MIGUEL RIVER DRIVE TELLURIDE, CO 81435	NONE GENERAL FUND	501 (C)(3)	1,000.
TELLURIDE MOUNTAIN SCHOOL 200 SAN MIGUEL RIVER DRIVE TELLURIDE, CO 81435	NONE GENERAL FUND	501 (C)(3)	1,650.
TELLURIDE MOUNTAIN SCHOOL 200 SAN MIGUEL RIVER DRIVE TELLURIDE, CO 81435	NONE GENERAL FUND	501 (C)(3)	2,594.
TELLURIDE MOUNTAIN SCHOOL 200 SAN MIGUEL RIVER DRIVE TELLURIDE, CO 81435	NONE GENERAL FUND	501 (C)(3)	1,885.
TELLURIDE MOUNTAIN SCHOOL 200 SAN MIGUEL RIVER DRIVE TELLURIDE, CO 81435	NONE GENERAL FUND	501 (C)(3)	700.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			114,502.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

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 your return See instructions	Name of exempt organization FB FOUNDATION C/O HENRY & HORNE, LLP	**Employer identification number** 20-3290149
	Number, street, and room or suite no If a P O. box, see instructions. 7098 E COCHISE ROAD, NO. 100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SCOTTSDALE, AZ 85253	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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 the care of ▶ HENRY & HORNE, LLP 7098 E. COCHISE ROAD - SCOTTSDALE, AZ 85253

  Telephone No ▶ 480-483-1170 FAX No ▶ 480-348-1136

- 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 NOVEMBER 15, 2011.

5 For calendar year 2010 , or other tax year beginning ____________, and ending ____________

6 If the tax year entered in line 5 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
THE INFORMATION FOR THE PREPARATION OF A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE. WE RESPECTFULLY REQUEST THE ADDITIONAL TIME TO FILE.

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	$ 1,360.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	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 ▶ COPY Title ▶ PRESIDENT Date ▶ COPY

023842
01-24-11