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

2011

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 2011, or tax year beginning 10/01 , 2011, **and ending** 9/30 , 2012

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

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

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

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

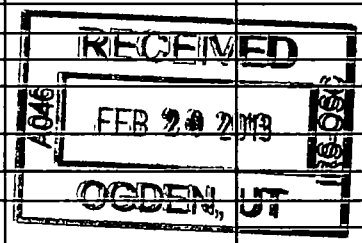
I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 152,867,670.

J Accounting method. 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) (see instructions))

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

1 Contributions, gifts, grants, etc., received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	206.	206.	N/A	
4 Dividends and interest from securities	2,717,428.	2,717,428.		
5a Gross rents	2,670,942.	2,670,942.		
b Net rental income or (loss)	1,941,837.			
6a Net gain/(loss) from sale of assets not on line 10	3,114,596.			
b Gross sales price for all assets on line 6a	35,238,357.			
7 Capital gain net income (from Part IV, line 2)		3,114,596.		
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	312,018.	312,018.	
12 Total. Add lines 1 through 11	8,815,190.	8,815,190.		
13 Compensation of officers, directors, trustees, etc	605,955.	302,978.		302,977.
14 Other employee salaries and wages	27,108.	13,554.		13,554.
15 Pension plans, employee benefits	36,121.	18,061.		18,060.
16a Legal fees (attach schedule)	See St 2	35,338.	21,604.	13,734.
b Accounting fees (attach sch)	See St 3	36,788.	18,394.	19,537.
c Other prof fees (attach sch)	See St 4	369,282.	369,282.	
17 Interest				
18 Taxes (attach schedule)(see instrs)	See Stm 5	316.	159.	157.
19 Depreciation (attach sch) and depletion	396,633.	396,633.		
20 Occupancy	47,746.	23,873.		23,873.
21 Travel, conferences, and meetings	8,173.	4,087.		4,086.
22 Printing and publications				
23 Other expenses (attach schedule)	See Statement 6	363,054.	348,447.	14,078.
24 Total operating and administrative expenses. Add lines 13 through 23	1,926,514.	1,517,072.		410,056.
25 Contributions, gifts, grants paid Part XV	6,820,000.			6,820,000.
26 Total expenses and disbursements. Add lines 24 and 25	8,746,514.	1,517,072.		7,230,056.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	68,676.			
b Net investment income (if negative, enter -0-)		7,298,118.		
c Adjusted net income (if negative, enter -0-)				



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ADMINISTRATIVE AND OPERATING EXPENSES

19,914

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing	732,399.	374,267.	374,267.
	2	Savings and temporary cash investments	35,566.	196,916.	196,916.
	3	Accounts receivable	259,335.		
		Less: allowance for doubtful accounts	452,885.	259,335.	259,335.
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	166,551.	524,900.	524,900.
	10a	Investments – U.S. and state government obligations (attach schedule) Statement 7	29,077,360.	21,302,064.	21,478,500.
	b	Investments – corporate stock (attach schedule) Statement 8	71,986,893.	76,021,439.	96,555,570.
	c	Investments – corporate bonds (attach schedule)	3,611,602.		
	11	Investments – land, buildings, and equipment basis	21,284,679.		
	Less: accumulated depreciation (attach schedule) See Stmt 9	6,249,394.	15,091,100.	15,035,285.	
12	Investments – mortgage loans				
13	Investments – other (attach schedule) Statement 10	291,816.	7,647,738.	10,138,947.	
14	Land, buildings, and equipment: basis	13,289.			
	Less: accumulated depreciation (attach schedule) See Stmt 11	7,851.	7,337.	5,438.	
15	Other assets (describe See Statement 12)	105,410.	80,349.		
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item l)	121,558,919.	121,447,731.	152,867,670.	
LIABILITIES	17	Accounts payable and accrued expenses	93,844.	59,942.	
	18	Grants payable	5,068,686.	3,156,417.	
	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)	5,162,530.	3,216,359.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	116,396,389.	118,231,372.	
	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 instructions)	116,396,389.	118,231,372.		
31	Total liabilities and net assets/fund balances (see instructions)	121,558,919.	121,447,731.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	116,396,389.
2	Enter amount from Part I, line 27a	2	68,676.
3	Other increases not included in line 2 (itemize) See Statement 13	3	1,912,269.
4	Add lines 1, 2, and 3	4	118,377,334.
5	Decreases not included in line 2 (itemize) See Statement 14	5	145,962.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	118,231,372.

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 15			
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			(i) 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	3,114,596.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 	3	-249,551.

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))
2010	5,418,204.	144,863,926.	0.037402
2009	7,369,621.	138,258,143.	0.053303
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

2 Total of line 1, column (d)	2	0.249837
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049967
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	146,032,689.
5 Multiply line 4 by line 3	5	7,296,815.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	72,981.
7 Add lines 5 and 6	7	7,369,796.
8 Enter qualifying distributions from Part XII, line 4	8	7,230,056.

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)

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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	145,962.
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	145,962.
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	145,962.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6 a	160,000.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	160,000.	
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		14,038.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 14,038. Refunded <input type="checkbox"/>	11		0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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>		X
1 c Did the foundation file Form 1120-POL for this year?		X
1 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
1 e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4 b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NV CA</u>		
8 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) N/A

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? Yes No

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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
Cheryl R. Robinson 4001 W. Alameda Ave., #201 Burbank, CA 91505-4338	VP/Asst Tr/D 40.00	121,058.	0.	0.
Rex J. Rawlinson 4001 W. Alameda Ave., #201 Burbank, CA 91505-4338	President/Di 40.00	241,534.	17,210.	0.
Lorraine F. Perry 4001 W. Alameda Ave., #203 Burbank, CA 91505-4338	Secretary/Tr 40.00	100,633.	4,462.	0.
Maureen E. Rawlinson 4001 W. Alameda Ave., #201 Burbank, CA 91505-4338	VP/Asst Sec/ 40.00	121,058.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Kayne Anderson Rudnick 1800 Avenue of the Stars, 2nd Floor Los Angeles, CA 90067	Investment Manager	143,898.
BNY Mellon Wealth Management One Wall Street New York, NY 10286	Investment Manager	195,521.

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	
Total. Add lines 1 through 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	119,881,790.
b Average of monthly cash balances	1b	342,211.
c Fair market value of all other assets (see instructions)	1c	28,032,536.
d Total (add lines 1a, b, and c)	1d	148,256,537.
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	148,256,537.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,223,848.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	146,032,689.
6 Minimum investment return. Enter 5% of line 5	6	7,301,634.

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	7,301,634.
2a Tax on investment income for 2011 from Part VI, line 5	2a	145,962.
b Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	145,962.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	7,155,672.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	7,155,672.
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	7,155,672.

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	7,230,056.
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	7,230,056.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,230,056.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				7,155,672.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			6,373,047.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>7,230,056.</u>				
a Applied to 2010, but not more than line 2a			6,373,047.	
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 2011 distributable amount				857,009.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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 2010. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				6,298,663.
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 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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
<p><i>a Paid during the year</i> (See Attached Schedule)</p>	<p>Not Individua</p>	<p>Not PF</p>	<p>Contributions were to charities exempt under 501(c)(3) which were not private foundations.</p>	<p>6,820,000.</p>
<p>Total ▶ 3a</p>				<p>6,820,000.</p>
<p><i>b Approved for future payment</i> NOTRE DAME HIGH SCHOOL 13645 RIVERSIDE DRIVE SHERMAN OAKS, CA 91423</p>	<p>none</p>	<p>No</p>	<p>Contribution was made to charity exempt under 501(c)(3) which is not a private foundation.</p>	<p>800,000.</p>
<p>Total ▶ 3b</p>				<p>800,000.</p>

Client FBB

Fritz B. Burns Foundation
a Nevada nonprofit corporation

94-3218106

2/08/13

05 58PM

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	\$ 40,795.	\$ 40,795.	
Ptrshp Inc - Royal Palms	225,031.	225,031.	
Sec Litigat'n Rec & Other	46,192.	46,192.	
Total	<u>\$ 312,018.</u>	<u>\$ 312,018.</u>	<u>0.</u>

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	27,285.	13,643.		13,642.
Robinson, Parker LLP	7,868.	7,868.		
Total	<u>\$ 35,338.</u>	<u>\$ 21,604.</u>		<u>\$ 13,734.</u>

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	\$ 36,788.	\$ 18,394.		\$ 19,537.
Total	<u>\$ 36,788.</u>	<u>\$ 18,394.</u>		<u>\$ 19,537.</u>

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 Partners Small/Mid Cap	\$ 29,345.	\$ 29,345.		
Kayne Anderson Investment Management	143,898.	143,898.		
Mellon Private Asset Management	195,521.	195,521.		
Mellon Private Asset Management	518.	518.		
Total	<u>\$ 369,282.</u>	<u>\$ 369,282.</u>		<u>\$ 0.</u>

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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	\$ 131.	\$ 66.		\$ 65.
Taxes & Licenses	185.	93.		92.
Total	\$ 316.	\$ 159.		\$ 157.

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	\$ 4,063.	\$ 2,032.		\$ 2,036.
Insurance	19,093.	9,547.		9,546.
Miscellaneous	146.	73.		73.
Office Supplies	2,515.	1,258.		1,257.
Postage	32.	16.		16.
Rental Expenses	334,371.	334,371.		
Tax	534.			
Telephone	2,300.	1,150.		1,150.
Total	\$ 363,054.	\$ 348,447.		\$ 14,078.

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

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
US Treasury Note due 12/15/11 @ 1.125%	Cost	\$ 0.	\$ 0.
US Treasury Note due 4/15/12 @ 1.375%	Cost	0.	0.
US Treasury Note due 11/15/12 @ 1.375%	Cost	5,200,000.	5,207,904.
Federal Home Loan Banks 1/16/13 1.50%	Cost	5,150,003.	5,170,550.
Federal Home Loan Banks 9/29/14 @ 1.40%	Cost	5,007,916.	5,094,200.
Federal Home Loan Bank 5/28/14 1.375%	Cost	5,944,145.	6,005,846.
		<u>\$ 21,302,064.</u>	<u>\$ 21,478,500.</u>
	Total	\$ 21,302,064.	\$ 21,478,500.

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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	\$ 35,260,995.	\$ 39,355,240.
Mellon Inv Acct	Cost	34,574,899.	50,956,965.
Earnest Small/Mid Cap Inv Acct	Cost	3,630,358.	3,870,282.
Mellon Emerging Markets	Cost	2,264,552.	2,030,867.
3,880 Shs Berkshire Hathaway	Cost	290,635.	342,216.
	Total	\$ 76,021,439.	\$ 96,555,570.

Statement 9
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>
Furniture and Fixtures	\$ 16,620.	\$ 416.	\$ 16,204.	\$ 0.
Machinery and Equipment	329,567.	167,792.	161,775.	0.
Buildings	14,355,329.	6,080,316.	8,275,013.	23,330,000.
Improvements	322,299.	870.	321,429.	0.
Land	6,260,864.		6,260,864.	0.
	Total	\$ 6,249,394.	\$ 15,035,285.	\$ 23,330,000.

Statement 10
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	\$ 276,382.	\$ 2,640,000.
Total Other Investments		\$ 276,382.	\$ 2,640,000.
Other Publicly Traded Securities			
378,579.887 Shs Alli Bernstein Muni Cl A	Cost	5,569,825.	5,648,412.
20,500 Shs Vanguard Intermediate	Cost	1,801,531.	1,850,535.
Total Other Publicly Traded Securities		\$ 7,371,356.	\$ 7,498,947.
	Total	\$ 7,647,738.	\$ 10,138,947.

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Statement 11
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.	\$ 5,425.	\$ 3,013.	\$ 0.
Machinery and Equipment	4,851.	2,426.	2,425.	9,235.
Total	<u>\$ 13,289.</u>	<u>\$ 7,851.</u>	<u>\$ 5,438.</u>	<u>\$ 9,235.</u>

Statement 12
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Construction Work in Progress	\$ 80,349.	
Total	<u>\$ 80,349.</u>	<u>\$ 0.</u>

Statement 13
Form 990-PF, Part III, Line 3
Other Increases

Net Decrease in Future Grant Promises		\$ 1,912,269.
Total		<u>\$ 1,912,269.</u>

Statement 14
Form 990-PF, Part III, Line 5
Other Decreases

Federal Excise Tax on Inv Inc 9/30/11		\$ 145,962.
Total		<u>\$ 145,962.</u>

Statement 15
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	0.5480 shs Core Lab Inc.	Purchased	2/18/2009	11/03/2011
2	467.332 shs Core Lab Inc.	Purchased	2/18/2009	11/10/2011
3	514.668 shs Core Lab Inc.	Purchased	8/04/2009	11/10/2011
4	1886 shs Affil Managers	Purchased	5/05/2008	12/15/2011
5	743 shs Affil Managers	Purchased	10/01/2008	12/15/2011
6	167 shs Affil Managers	Purchased	8/25/2010	12/15/2011
7	933 shs Apache Corp	Purchased	11/14/2011	12/15/2011
8	920 shs Apache Corp	Purchased	11/15/2011	12/15/2011
9	941 shs Apache Corp	Purchased	11/16/2011	12/15/2011
10	125 shs Bank of America	Purchased	3/14/2008	12/15/2011

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Statement 15 (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
11	37 shs Bank of America	Purchased	5/07/2008	12/15/2011
12	27 shs Bank of America	Purchased	9/08/2008	12/15/2011
13	27 shs Bank of America	Purchased	9/30/2008	12/15/2011
14	508 shs Stanley Black & Decker Pfd	Purchased	11/04/2010	12/15/2011
15	207 shs Stanley Black & Decker Pfd	Purchased	6/30/2011	12/15/2011
16	233 shs Stanley Black & Decker Pfd	Purchased	7/06/2011	12/15/2011
17	422 shs CITI GROUP 7% Pfd	Purchased	3/15/2010	12/15/2011
18	1663 shs Crown Castle Intl 6.25%	Purchased	10/01/2008	12/15/2011
19	70 shs Crown Castle Intl 6.25%	Purchased	8/25/2010	12/15/2011
20	1063 shs General Motors	Purchased	11/22/2010	12/15/2011
21	481 shs Goodyear Tire 5.875% pfd	Purchased	5/10/2011	12/15/2011
22	490 shs Goodyear Tire 5.875% pfd	Purchased	5/11/2011	12/15/2011
23	528 shs Goodyear Tire 5.875% pfd	Purchased	5/12/2011	12/15/2011
24	1886 shs Hartford Financial 7.25%	Purchased	3/26/2010	12/15/2011
25	1831 shs PPL Corporation 9/.5% pfd	Purchased	8/10/2010	12/15/2011
26	583 shs Vale Capital II pfd	Purchased	6/11/2010	12/15/2011
27	69 shs Wells Fargo and Co 7.5%	Purchased	4/13/2009	12/15/2011
28	31,000 pv Textron Inc. xxx Conv	Purchased	10/28/2010	10/13/2011
29	56,000 pv MF Global Holdings Ltd.	Purchased	2/22/2011	10/27/2011
30	40,000 pv Core Laboratories Lp	Purchased	2/18/2009	11/03/2011
31	44,000 pv Core Laboratories Lp	Purchased	8/04/2009	11/03/2011
32	43,000 pv AMR CORPORATION	Purchased	9/24/2010	11/30/2011
33	18,000 pv AMR CORPORATION	Purchased	9/27/2010	11/30/2011
34	27,000 pv Savient Pharmaceuticals	Purchased	5/10/2011	12/14/2011
35	25,000 pv Savient Pharmaceuticals	Purchased	5/11/2011	12/14/2011
36	36,000 pv Allegheny Technologies	Purchased	6/08/2009	12/15/2011
37	41,000 pv Allegheny Technologies	Purchased	9/24/2009	12/15/2011
38	10,000 pv Allegheny Technologies	Purchased	8/25/2010	12/15/2011
39	98,000 pv Amgen Inc	Purchased	12/02/2010	12/15/2011
40	45,000 pv Anixter Intl	Purchased	10/01/2008	12/15/2011
41	1,000 pv Anixter Intl	Purchased	8/25/2010	12/15/2011
42	30,000 pv Arcelormittal	Purchased	12/21/2009	12/15/2011
43	10,000 pv Arcelormittal	Purchased	8/25/2010	12/15/2011
44	46,000 pv Avis Budget Group Inc	Purchased	2/10/2011	12/15/2011
45	33,000 pv Biomarin Pharmaceutical	Purchased	1/23/2009	12/15/2011
46	53,000 pv Biomarin Pharmaceutical	Purchased	2/01/2010	12/15/2011
47	5,000 pv Biomarin Pharmaceutical	Purchased	8/25/2010	12/15/2011
48	101,000 pv CHESAPEAKE ENERGY CO	Purchased	5/06/2011	12/15/2011
49	57,000 pv Coinstar Inc	Purchased	5/31/2011	12/15/2011
50	54,000 pv Covanta holding Corp	Purchased	11/11/2010	12/15/2011
51	96,000 pv DANAHER CORP	Purchased	10/07/2009	12/15/2011
52	155,000 pv EMC Corp	Purchased	10/14/2010	12/15/2011
53	44,000 pv EQUINIX INC	Purchased	10/07/2010	12/15/2011
54	98,000 pv GILEAD SCIENCES INC	Purchased	8/12/2011	12/15/2011
55	48,000 pv GILEAD SCIENCES INC	Purchased	11/03/2011	12/15/2011
56	50,000 pv Ingersoll-Rand Co. Ltd	Purchased	3/04/2010	12/15/2011
57	98,000 pv International Game Tech	Purchased	2/10/2011	12/15/2011
58	60,000 pv L3 communications Holding	Purchased	3/19/2008	12/15/2011
59	26,000 pv L3 communications Holding	Purchased	10/01/2008	12/15/2011
60	5,000 pv L3 communications Holding	Purchased	8/25/2010	12/15/2010
61	58,000 pv LUCENT	Purchased	5/31/2011	12/15/2011
62	53,000 pv Massey Energy Co	Purchased	5/12/2011	12/15/2011
63	56,000 pv Medtronic Inc	Purchased	10/01/2008	12/15/2011
64	54,000 pv Mgm Resorts Intl	Purchased	4/21/2011	12/15/2011
65	55,000 pv Microchip Technology	Purchased	2/27/2009	12/15/2011
66	43,000 pv Microchip Technology	Purchased	12/21/2009	12/15/2011

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Statement 15 (continued)
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Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
67	35,000 pv Micron Technology Inc	Purchased	6/30/2011	12/15/2011
68	72,000 pv Molson Coors Brewing Co.	Purchased	3/26/2008	12/15/2011
69	5,000 pv Molson Coors Brewing Co.	Purchased	8/25/2008	12/15/2011
70	14,000 pv Molson Coors Brewing Co.	Purchased	10/01/2008	12/15/2011
71	50,000 pv Mylan Laboratories Inc	Purchased	1/24/2011	12/15/2011
72	52,000 pv Mylan Laboratories Inc	Purchased	2/09/2011	12/15/2011
73	38,000 pv Newmont Mining Corp	Purchased	10/28/2010	12/15/2011
74	49,000 pv Newpark Resources Inc	Purchased	10/22/2010	12/15/2011
75	48,000 pv Nuance Communications	Purchased	9/23/2010	12/15/2011
76	101,000 pv OMNICOM GROUP	Purchased	11/02/2011	12/15/2011
77	44,000 pv ON SEMICONDUCTOR	Purchased	10/01/2008	12/15/2011
78	40,000 pv ON SEMICONDUCTOR	Purchased	9/10/2009	12/15/2011
79	6,000 pv ON SEMICONDUCTOR	Purchased	8/25/2010	12/15/2011
80	72,000 pv Peabody Energy Corp	Purchased	10/01/2008	12/15/2011
81	72,000 pv Peabody Energy Corp	Purchased	10/14/2008	12/15/2011
82	51,000 pv Salix Pharmaceuticals Lt	Purchased	11/02/2011	12/15/2011
83	55,000 pv Sandisk Corp	Purchased	10/25/2010	12/15/2011
84	101,000 pv SBA COMM CORP	Purchased	8/20/2009	12/15/2011
85	48,000 pv St. Mary Land Exploration	Purchased	10/01/2008	12/15/2011
86	61,000 pv St. Mary Land Exploration	Purchased	12/09/2008	12/15/2011
87	47,000 pv Stanley Black & Decker Pfd	Purchased	10/29/2010	12/16/2011
88	36,000 pv Steel Dynamics Inc	Purchased	9/11/2009	12/15/2011
89	44,000 pv Steel Dynamics Inc	Purchased	10/21/2009	12/15/2011
90	8,000 pv Steel Dynamics Inc	Purchased	8/25/2010	12/15/2011
91	47,000 pv Symantec Corp	Purchased	11/03/2011	12/15/2011
92	49,000 pv Teleflex Inc	Purchased	8/10/2010	12/15/2011
93	49,000 pv Teleflex Inc	Purchased	11/10/2010	12/15/2011
94	102,000 pv Teva Pharm Finance LLC	Purchased	11/02/2011	12/15/2011
95	98,000 pv Transocean Inc.	Purchased	10/01/2008	12/15/2011
96	44,000 pv TTM Technologies	Purchased	9/24/2010	12/15/2011
97	9,000 pv TTM Technologies	Purchased	9/27/2010	12/15/2011
98	54,000 pv Versign Inc	Purchased	12/21/2009	12/15/2011
99	40,000 pv Virgin Media Inc	Purchased	3/01/2010	12/15/2011
100	4,000 pv Virgin Media Inc	Purchased	8/25/2010	12/15/2011
101	56,000 pv Wesco International Inc	Purchased	12/21/2009	12/15/2011
102	4,000 shs PPG Industries	Purchased	8/17/2011	7/10/2012
103	0.667 shs Duke Energy CO	Purchased	4/16/2012	7/17/2012
104	5,000 shs Allstate Corp	Purchased	2/24/2005	1/26/2012
105	4,000 shs Norfolk Southern	Purchased	4/09/2009	4/16/2012
106	2,000 shs Allstate Corp	Purchased	2/24/2005	4/16/2012
107	5,000 shs Hewlett Packard	Purchased	3/13/2007	4/16/2012
108	5,000 shs Time Warner	Purchased	10/14/2009	4/16/2012
109	5,000 shs QEP	Purchased	3/18/2009	4/16/2012
110	10,000 shs Hewlett Packard	Purchased	3/13/2007	9/04/2012
111	378 shs Pharmaceutical Product	Purchased	1/07/2011	12/06/2011
112	332 shs Pharmaceutical Product	Purchased	5/16/2011	12/06/2011
113	178 shs Harris Corp Del	Purchased	5/16/2011	1/12/2012
114	278 shs Delphi Financial Group	Purchased	5/16/2011	5/16/2012
115	1156 shs Pharmaceutical Product	Purchased	5/04/2010	12/06/2011
116	428 shs Pharmaceutical Product	Purchased	5/13/2010	12/06/2011
117	616 shs Harris Corp Del	Purchased	5/04/2010	1/12/2012
118	198 shs Harris Corp Del	Purchased	5/13/2010	1/12/2012
119	168 shs Harris Corp Del	Purchased	1/07/2011	1/12/2012
120	50 shs CUMMINS INC	Purchased	5/04/2010	2/16/2012
121	1170 shs Delphi Financial Group	Purchased	5/04/2010	5/16/2012
122	394 shs Delphi Financial Group	Purchased	5/13/2010	5/16/2012

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Statement 15 (continued)
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Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
123	364 shs Delphi Financial Group	Purchased	1/07/2011	5/16/2012
124	310 shs American Tower Corp REIT	Purchased	5/04/2010	6/15/2012
125	15,700 shs Amphenol Corp New	Purchased	8/25/2011	1/18/2012
126	15,500 shs MCMCCORMIC & CO	Purchased	8/04/2011	1/18/2012
127	9,800 shs WELLS FARGO	Purchased	4/25/2011	1/18/2012
128	9,400 shs Rockwell Collins	Purchased	3/17/2011	2/17/2012
129	7,000 shs Kymberly Clark	Purchased	2/02/2012	3/26/2012
130	4,400 shs Mattell Inc	Purchased	12/30/2011	3/26/2012
131	5,400 shs TJX COS INC	Purchased	3/14/2012	3/26/2012
132	17,100 shs General Dynamics Corp	Purchased	12/30/2011	5/22/2012
133	3,000 shs Metlife	Purchased	3/16/2012	5/22/2012
134	32,900 shs JP Morgan Chase & CO	Purchased	1/18/2012	5/22/2012
135	2,200 shs PPG Industries	Purchased	3/02/2012	5/22/2012
136	16,400 shs Barrick Gold Corp	Purchased	12/22/2011	7/27/2012
137	2,600 shs Barrick Gold Corp	Purchased	3/16/2012	7/27/2012
138	9,400 shs TJX COS INC	Purchased	3/14/2012	7/27/2012
139	59,000 shs Western Union Co	Purchased	2/10/2012	8/22/2012
140	10,700 shs AFLAC INC	Purchased	10/30/2008	12/22/2011
141	1,400 shs AFLAC INC	Purchased	12/29/2008	12/22/2011
142	13,900 shs COACH INC	Purchased	10/05/2010	12/22/2011
143	12,100 shs Laboratory Corp of Amer Hldgs	Purchased	10/11/2010	12/22/2011
144	3,980 shs SCHLUMBERGER LTD	Purchased	7/10/2008	12/22/2011
145	6,530 shs SCHLUMBERGER LTD	Purchased	10/10/2008	12/22/2011
146	7,900 shs Visa INC Class A	Purchased	12/02/2009	12/22/2011
147	5,600 shs Visa INC Class A	Purchased	5/19/2010	12/22/2011
148	3,430 shs WELLS FARGO	Purchased	9/09/1998	1/18/2012
149	1,720 shs WELLS FARGO	Purchased	10/15/1998	1/18/2012
150	6,170 shs WELLS FARGO	Purchased	11/07/2001	1/18/2012
151	420 shs WELLS FARGO	Purchased	11/07/2001	1/18/2012
152	15,500 shs WELLS FARGO	Purchased	7/23/2007	1/18/2012
153	3,900 shs BARD C R INC	Purchased	6/20/2008	2/02/2012
154	3,700 shs BARD C R INC	Purchased	8/04/2009	2/02/2012
155	9,030 shs ILL TOOL WORKS INC.	Purchased	1/03/2008	2/02/2012
156	7,200 shs ILL TOOL WORKS INC.	Purchased	11/23/2010	2/02/2012
157	3,300 shs NIKE INC CL B	Purchased	3/09/2009	2/02/2012
158	5,270 shs NIKE INC CL B	Purchased	7/27/2009	2/02/2012
159	6,400 shs Walters Corporation	Purchased	2/01/2011	2/02/2012
160	11,000 shs SIGMA ALDRICH CORP	Purchased	1/19/2006	2/10/2012
161	2,500 shs SIGMA ALDRICH CORP	Purchased	12/29/2008	2/10/2012
162	3,900 shs Apache Corp	Purchased	2/28/2006	2/17/2012
163	1,400 shs Apache Corp	Purchased	8/21/2008	2/17/2012
164	28,600 shs ORACLE CORP	Purchased	12/02/2009	2/17/2012
165	7,700 shs ACCENTURE LTD	Purchased	7/11/2008	2/23/2012
166	9,500 shs ACCENTURE LTD	Purchased	4/07/2009	2/23/2012
167	6,200 shs COSTCO	Purchased	6/19/2007	2/23/2012
168	16,565 shs SCHWAB CHARLES	Purchased	7/11/2008	2/23/2012
169	23,400 shs SCHWAB CHARLES	Purchased	12/29/2008	2/23/2012
170	17,000 shs SCHWAB CHARLES	Purchased	9/07/2010	2/23/2012
171	8,600 shs Praxair	Purchased	1/27/2010	3/02/2012
172	3,982 shs PROCTOR & GAMBLE	Purchased	3/27/2000	3/02/2012
173	1,240 shs PROCTOR & GAMBLE	Purchased	3/30/2000	3/02/2012
174	10,600 shs PROCTOR & GAMBLE	Purchased	8/06/2007	3/02/2012
175	14,400 shs BED BATH AND BEYOND	Purchased	10/05/2010	3/07/2012
176	4,600 shs BED BATH AND BEYOND	Purchased	11/23/2010	3/07/2012
177	30,000 shs Cisco Systems	Purchased	5/15/2008	3/14/2012
178	13,100 shs Cisco Systems	Purchased	4/07/2009	3/14/2012

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Statement 15 (continued)
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Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
179	7,400 shs Cisco Systems	Purchased	9/03/2010	3/14/2012
180	7,200 shs Cisco Systems	Purchased	11/23/2010	3/14/2012
181	1,200 shs PEPSICO INC	Purchased	2/07/2003	3/14/2012
182	9,500 shs PEPSICO INC	Purchased	7/23/2007	3/14/2012
183	4,800 shs PEPSICO INC	Purchased	11/05/2010	3/14/2012
184	8,700 shs MCDONALDS	Purchased	10/10/2008	3/16/2012
185	3,865 shs MCDONALDS	Purchased	7/28/2009	3/16/2012
186	8,000 shs Metlife	Purchased	3/03/2006	5/22/2012
187	14,100 shs Metlife	Purchased	1/03/2008	5/22/2012
188	6,000 shs OMNICOM GROUP	Purchased	3/17/2011	7/27/2012

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	60.		25.	35.				\$ 35.
2	49,914.		21,166.	28,748.				28,748.
3	54,970.		23,310.	31,660.				31,660.
4	80,342.		83,690.	-3,348.				-3,348.
5	31,651.		27,120.	4,531.				4,531.
6	7,114.		6,659.	455.				455.
7	49,178.		54,163.	-4,985.				-4,985.
8	48,493.		53,656.	-5,163.				-5,163.
9	49,600.		55,545.	-5,945.				-5,945.
10	97,514.		124,906.	-27,392.				-27,392.
11	28,864.		39,664.	-10,800.				-10,800.
12	21,063.		25,535.	-4,472.				-4,472.
13	21,063.		22,626.	-1,563.				-1,563.
14	57,444.		53,821.	3,623.				3,623.
15	23,407.		25,172.	-1,765.				-1,765.
16	26,347.		28,826.	-2,479.				-2,479.
17	33,544.		49,562.	-16,018.				-16,018.
18	99,154.		76,498.	22,656.				22,656.
19	4,174.		4,218.	-44.				-44.
20	34,972.		53,977.	-19,005.				-19,005.
21	22,374.		29,425.	-7,051.				-7,051.
22	22,793.		29,089.	-6,296.				-6,296.
23	24,560.		31,545.	-6,985.				-6,985.
24	35,508.		49,604.	-14,096.				-14,096.
25	100,593.		100,877.	-284.				-284.
26	34,233.		44,647.	-10,414.				-10,414.
27	72,449.		40,012.	32,437.				32,437.
28	47,245.		53,330.	-6,085.				-6,085.
29	27,440.		58,573.	-31,133.				-31,133.
30	40,000.		17,297.	22,703.				22,703.
31	44,000.		25,439.	18,561.				18,561.
32	7,848.		42,867.	-35,019.				-35,019.
33	3,285.		18,060.	-14,775.				-14,775.
34	11,610.		29,991.	-18,381.				-18,381.
35	10,750.		27,545.	-16,795.				-16,795.
36	47,970.		41,940.	6,030.				6,030.
37	54,633.		48,702.	5,931.				5,931.
38	13,325.		12,463.	862.				862.
39	95,918.		98,184.	-2,266.				-2,266.
40	49,973.		47,756.	2,217.				2,217.
41	1,111.		960.	151.				151.

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Fritz B. Burns Foundation
a Nevada nonprofit corporation

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Statement 15 (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)
42	30,825.		49,122.	-18,297.				\$ -18,297.
43	10,275.		12,150.	-1,875.				-1,875.
44	46,460.		56,388.	-9,928.				-9,928.
45	54,120.		32,956.	21,164.				21,164.
46	86,920.		60,398.	26,522.				26,522.
47	8,200.		5,775.	2,425.				2,425.
48	99,611.		116,313.	-16,702.				-16,702.
49	73,459.		86,087.	-12,628.				-12,628.
50	56,160.		62,433.	-6,273.				-6,273.
51	128,520.		93,753.	34,767.				34,767.
52	227,656.		216,516.	11,140.				11,140.
53	60,280.		52,157.	8,123.				8,123.
54	103,880.		105,903.	-2,023.				-2,023.
55	50,880.		52,943.	-2,063.				-2,063.
56	86,625.		96,044.	-9,419.				-9,419.
57	112,210.		115,156.	-2,946.				-2,946.
58	57,188.		75,600.	-18,412.				-18,412.
59	24,781.		28,990.	-4,209.				-4,209.
60	4,766.		5,038.	-272.				-272.
61	50,895.		57,420.	-6,525.				-6,525.
62	47,833.		57,726.	-9,893.				-9,893.
63	56,252.		56,140.	112.				112.
64	49,680.		58,286.	-8,606.				-8,606.
65	68,750.		37,304.	31,446.				31,446.
66	53,750.		43,488.	10,262.				10,262.
67	45,500.		56,979.	-11,479.				-11,479.
68	75,330.		90,180.	-14,850.				-14,850.
69	5,231.		5,550.	-319.				-319.
70	14,648.		15,610.	-962.				-962.
71	49,813.		56,924.	-7,111.				-7,111.
72	51,805.		59,426.	-7,621.				-7,621.
73	53,960.		53,684.	276.				276.
74	50,286.		52,972.	-2,686.				-2,686.
75	66,180.		51,516.	14,664.				14,664.
76	104,030.		107,186.	-3,156.				-3,156.
77	47,256.		38,801.	8,455.				8,455.
78	42,960.		45,447.	-2,487.				-2,487.
79	6,444.		5,745.	699.				699.
80	71,460.		62,806.	8,654.				8,654.
81	71,460.		55,228.	16,232.				16,232.
82	62,634.		53,409.	9,225.				9,225.
83	63,250.		52,607.	10,643.				10,643.
84	109,787.		90,605.	19,182.				19,182.
85	61,440.		45,559.	15,881.				15,881.
86	78,080.		40,592.	37,488.				37,488.
87	51,700.		59,535.	-7,835.				-7,835.
88	38,052.		45,420.	-7,368.				-7,368.
89	46,508.		52,520.	-6,012.				-6,012.
90	8,456.		8,940.	-484.				-484.
91	52,170.		54,582.	-2,412.				-2,412.
92	58,016.		50,157.	7,859.				7,859.
93	58,016.		52,995.	5,021.				5,021.
94	107,100.		107,287.	-187.				-187.

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Fritz B. Burns Foundation
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Statement 15 (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)
95	95,697.		89,362.	6,335.				\$ 6,335.
96	45,155.		42,336.	2,819.				2,819.
97	9,236.		8,647.	589.				589.
98	62,033.		47,758.	14,275.				14,275.
99	54,800.		48,553.	6,247.				6,247.
100	5,480.		5,320.	160.				160.
101	105,630.		72,225.	33,405.				33,405.
102	419,249.		301,988.	117,261.				117,261.
103	44.		41.	3.				3.
104	148,317.		266,992.	-118,675.				-118,675.
105	265,627.		149,200.	116,427.				116,427.
106	64,389.		106,797.	-42,408.				-42,408.
107	116,903.		202,213.	-85,310.				-85,310.
108	178,339.		143,425.	34,914.				34,914.
109	144,266.		94,919.	49,347.				49,347.
110	169,315.		404,426.	-235,111.				-235,111.
111	12,569.		10,237.	2,332.				2,332.
112	11,039.		9,494.	1,545.				1,545.
113	6,798.		8,584.	-1,786.				-1,786.
114	12,197.		8,204.	3,993.				3,993.
115	38,437.		30,047.	8,390.				8,390.
116	14,231.		11,511.	2,720.				2,720.
117	23,525.		30,786.	-7,261.				-7,261.
118	7,562.		9,759.	-2,197.				-2,197.
119	6,416.		7,769.	-1,353.				-1,353.
120	6,138.		3,497.	2,641.				2,641.
121	51,334.		31,670.	19,664.				19,664.
122	17,287.		10,788.	6,499.				6,499.
123	15,971.		10,658.	5,313.				5,313.
124	20,801.		12,759.	8,042.				8,042.
125	831,196.		688,357.	142,839.				142,839.
126	798,825.		722,928.	75,897.				75,897.
127	293,252.		280,538.	12,714.				12,714.
128	554,989.		583,122.	-28,133.				-28,133.
129	513,810.		505,950.	7,860.				7,860.
130	149,708.		123,513.	26,195.				26,195.
131	211,463.		206,201.	5,262.				5,262.
132	1096639.		1151613.	-54,974.				-54,974.
133	91,389.		116,266.	-24,877.				-24,877.
134	1066876.		1198787.	-131,911.				-131,911.
135	218,877.		204,513.	14,364.				14,364.
136	524,888.		758,573.	-233,685.				-233,685.
137	83,214.		114,288.	-31,074.				-31,074.
138	418,496.		358,942.	59,554.				59,554.
139	1032960.		1038500.	-5,540.				-5,540.
140	453,075.		453,287.	-212.				-212.
141	59,281.		60,349.	-1,068.				-1,068.
142	829,588.		591,061.	238,527.				238,527.
143	1045431.		969,455.	75,976.				75,976.
144	269,225.		391,094.	-121,869.				-121,869.
145	441,718.		342,961.	98,757.				98,757.
146	792,957.		655,497.	137,460.				137,460.
147	562,096.		409,454.	152,642.				152,642.

Client FBB

Fritz B. Burns Foundation
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Statement 15 (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)
148	102,638.		52,932.	49,706.				\$ 49,706.
149	51,469.		30,089.	21,380.				21,380.
150	184,629.		124,363.	60,266.				60,266.
151	12,568.		8,507.	4,061.				4,061.
152	463,817.		540,758.	-76,941.				-76,941.
153	360,785.		344,687.	16,098.				16,098.
154	342,283.		278,313.	63,970.				63,970.
155	494,316.		471,399.	22,917.				22,917.
156	394,139.		336,711.	57,428.				57,428.
157	339,079.		128,692.	210,387.				210,387.
158	541,499.		274,700.	266,799.				266,799.
159	566,203.		498,438.	67,765.				67,765.
160	761,891.		354,600.	407,291.				407,291.
161	173,157.		102,036.	71,121.				71,121.
162	426,906.		262,389.	164,517.				164,517.
163	153,248.		162,613.	-9,365.				-9,365.
164	819,454.		645,630.	173,824.				173,824.
165	452,335.		299,646.	152,689.				152,689.
166	558,075.		268,071.	290,004.				290,004.
167	522,257.		350,500.	171,757.				171,757.
168	216,274.		332,683.	-116,409.				-116,409.
169	305,513.		351,227.	-45,714.				-45,714.
170	221,954.		234,092.	-12,138.				-12,138.
171	941,228.		652,705.	288,523.				288,523.
172	264,581.		111,305.	153,276.				153,276.
173	82,391.		34,269.	48,122.				48,122.
174	704,308.		679,210.	25,098.				25,098.
175	889,055.		617,932.	271,123.				271,123.
176	284,004.		196,904.	87,100.				87,100.
177	603,491.		788,651.	-185,160.				-185,160.
178	263,524.		222,564.	40,960.				40,960.
179	148,861.		156,229.	-7,368.				-7,368.
180	144,838.		139,468.	5,370.				5,370.
181	76,680.		47,323.	29,357.				29,357.
182	607,049.		635,176.	-28,127.				-28,127.
183	306,719.		313,014.	-6,295.				-6,295.
184	851,282.		435,837.	415,445.				415,445.
185	378,185.		218,299.	159,886.				159,886.
186	243,703.		401,061.	-157,358.				-157,358.
187	429,527.		843,905.	-414,378.				-414,378.
188	297,670.		286,826.	10,844.				10,844.
								Total \$ 3114596.

Statement 16
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:

Name: Fritz B. Burns Foundation
 Care Of: Rex J. Rawlinson
 Street Address: 4001 W. Alameda Ave., #203
 City, State, Zip Code: Burbank, CA 91505-4338

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Statement 16 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Telephone:	818-840-8802
Form and Content:	Letter form.
Submission Deadlines:	Sept. 30 for approval in Nov. and payment following Feb.
Restrictions on Awards:	Contributions are made to 501(c)(3) charities which are not private foundations.

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Explanation to question (1) (a) (3) Part VII-B:

The Fritz B. Burns Foundation (the Foundation) employed the law firm of Robinson & Parker LLP to represent the foundation in connection with lease matters. Robinson and Parker LLP is owned 50% by R. Scott Robinson, Attorney at Law, who is the husband of Cheryl R. Robinson. Cheryl R. Robinson is an officer and director of the Foundation. Robinson & Parker LLP was paid \$7,868 by the Foundation for legal services in connection with the lease matter.

**FRITZ B. BURNS FOUNDATION
CONTRIBUTIONS
OCTOBER 1, 2011 – SEPTEMBER 30, 2012**

-A- ALEXANDRIA HOUSE 426 South Alexandria Avenue Los Angeles, CA 90020	100,000.00
-B- BRIGHAM YOUNG UNIVERSITY D-346 ASB Provo, UT 84602-1346	2,625,000.00
-C- CRIMINAL JUSTICE LEGAL FOUNDATION 2131 L Street Sacramento, CA 95816	25,000.00
-E- ETTIE LEE YOUTH & FAMILY SERVICES P.O. Box 339 Baldwin Park, CA 91706-0339	45,000.00
-G- GREATER LOS ANGELES ZOO ASSOCIATION 5333 Zoo Drive Los Angeles, CA 90027-1498	200,000.00
-H- HOUSE RESEARCH INSTITUTE 2100 West Third Street Los Angeles, CA 90057	100,000.00
-L- LITTLE SISTERS OF THE POOR JEANNE JUGAN RESIDENCE 2100 South Western Avenue Los Angeles, CA 90013	150,000.00
LOYOLA LAW SCHOOL 919 Albany Street Los Angeles, CA 90015-1211	1,000,000.00

LOYOLA MARYMOUNT UNIVERSITY University Hall 1 LMU Drive, Suite 4900 Los Angeles, CA 90045-2659	1,000,000.00
-N- NOTRE DAME HIGH SCHOOL 13645 Riverside Drive Sherman Oaks, CA 91423-2494	600,000.00
-P- PACIFIC LEGAL FOUNDATION 930 G Street Sacramento, CA 94814	250,000.00
-S- SALK INSTITUTE P.O. Box 85800 San Diego, CA 92186-5800	200,000.00
SAN FERNANDO MISSION 15151 San Fernando Mission Boulevard Mission Hills, CA 91345	25,000.00
ST. BERNARD HIGH SCHOOL 9100 Falmouth Avenue Los Angeles, CA 90293	50,000.00
ST. GENEVIEVE HIGH SCHOOL 13967 Roscoe Boulevard Panorama City, CA 91402-4299	300,000.00
-U- UNIVERSITY OF NEVADA, RENO FOUNDATION University of Nevada, Reno/0007 Reno, NV 89557-0007	50,000.00
-V- VALLEY PRESBYTERIAN HOSPITAL 15107 Vanowen Street Van Nuys, CA 91405	100,000.00
TOTAL	<u>\$6,820,000.00</u>

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Fritz B. Burns Foundation
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No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus. Pct.	Cur 179 Bonus	Special Depr Allow.	Prior 179/ Bonus/ Sp. Depr.	Prior Dec. Bal. Depr.	Salvage /Basis Reductn.	Depr. Basis	Prior Depr.	Method	Life	Rate	Current Depr.
Form 990/990-PF																
Furniture and Fixtures																
19	Office Furniture	10/31/07		8,438							8,438	4,219	S/L HY	7	14290	1,206
	Total Furniture and Fixtures			8,438		0	0	0	0	0	8,438	4,219				1,206
Machinery and Equipment																
22	Equipment	6/30/09		4,851							4,851	1,732	S/L HY	7	.14280	693
	Total Machinery and Equipment			4,851		0	0	0	0	0	4,851	1,732				693
	Total Depreciation			13,289		0	0	0	0	0	13,289	5,951				1,899

Rental Activity - Commercial Rental Property - CA

Buildings																
1	Industrial Building	2/01/97		7,018,868							7,018,868	2,632,147	S/L MM	39	02564	179,964
2	Industrial Building	2/01/97		2,018,109							2,018,109	756,810	S/L MM	39	02564	51,744
3	Industrial Building	2/01/97		3,390,423							3,390,423	1,271,440	S/L MM	39	02564	86,930
7	Office Roof (Marl(w) (1/2)	4/01/96		9,125							9,125	3,676	S/L MM	39	02564	234
9	Building 1/2)	4/01/66		231,285							231,285	231,285	S/L	10		0
10	Building (1/2)	10/31/68		7,500							7,500	7,500	S/L	5		0
11	Building (1/2)	9/01/66		705,500							705,500	705,501	S/L	30		0
12	P O bldg (1/2)	4/01/88		107,800							107,800	107,800	S/L	15		0
21	Building (1/2)	3/31/09		42,670							42,670	2,782	S/L MM	39	02564	1,094

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No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus. Pct.	Cur 179 Bonus	Special Dep. Allow.	Prior 179/ Bonus/ Sp. Dep.	Prior Dec Bal Dep.	Salvage /Basis Reductn	Depr. Basis	Prior Depr.	Method	Life	Rate	Current Depr.
23	Building (1/2)	10/10/10		824,049							824,049	20,280	S/L MM	39	.02564	21,129
	Total Buildings			14,355,329		0	0	0	0	0	14,355,329	5,739,221				341,095
	Furniture and Fixtures															
27	Carpet & Nfixd Imp (1/2)	9/01/12		16,620							16,620		S/L MQ	5	.02500	416
	Total Furniture and Fixtures			16,620		0	0	0	0	0	16,620	0				416
	Improvements															
25	Imprvmts (Pking Lt) (1/2)	8/06/12		220,583							220,583		S/L MM	39	.00321	708
26	Imprvmts (Pking Lt)(1/2)	8/06/12		25,061							25,061		S/L MM	39	.00321	80
28	Imprvmts (Pking Lt) (1/2)	9/01/12		76,655							76,655		S/L MM	39	.00107	82
	Total Improvements			322,299		0	0	0	0	0	322,299	0				870
	Land															
4	Land	2/01/97		2,836,884							2,836,884					0
5	Land	2/01/97		1,210,866							1,210,866					0
6	Land	2/01/97		1,499,167							1,499,167					0
13	Land	4/01/66		77,095							77,095					0
14	Land	10/31/68		117,500							117,500					0
15	Land	9/01/66		144,500							144,500					0
16	Land	4/01/88		112,200							112,200					0
20	Land (1/2)	4/28/09		262,652							262,652					0
	Total Land			6,260,864		0	0	0	0	0	6,260,864	0				0

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No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct	Cur 179/ Bonus	Special Depr. Allow.	Prior 179/ Bonus/ Sp. Depr.	Prior Dec. Bal. Depr.	Salvage /Basis Reductn	Depr Basis	Prior Depr.	Method	Life	Rate	Current Depr.
Machinery and Equipment																
8	Equipment (Marlow) (1/2)	1/04/99		25,000							25,000	25,000	200DB	HY	7	0
17	Equip & Fixtures (1/2)	4/01/08		109,108							109,108	54,566	S/L	HY	7	15,592
18	Equip & Fixtures (1/2)	4/01/08		40,808							40,808	20,408	S/L	HY	7	5,831
24	Equipment (1/2)	10/10/10		154,651							154,651	15,465	S/L	HY	5	30,930
Total Machinery and Equipment																
				329,567		0	0	0	0	0	329,567	115,439				52,353
Total Depreciation																
				21,284,679		0	0	0	0	0	21,284,679	5,854,660				394,734
Grand Total Depreciation																
				21,297,968		0	0	0	0	0	21,297,968	5,860,611				396,633