



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



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

**2012**

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 2012, or tax year beginning 10/01, 2012, and ending 9/30, 2013

Fritz B. Burns Foundation  
a Nevada nonprofit corporation  
21800 Oxnard Street #490  
Woodland Hills, CA 91367-7532

**A** Employer identification number  
**94-3218106**

**B** Telephone number (see the instructions)  
**818-313-8818**

**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:

|                                                    |                                                                    |
|----------------------------------------------------|--------------------------------------------------------------------|
| <input type="checkbox"/> Initial return            | <input type="checkbox"/> Initial return of a former public charity |
| <input type="checkbox"/> Final return              | <input type="checkbox"/> Amended return                            |
| <input checked="" type="checkbox"/> Address change | <input type="checkbox"/> 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)  
▶ \$ **165,688,610.**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)

| <b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).) |                                                                                    | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| <b>REVENUE</b>                                                                                                                                                             | <b>1</b> Contributions, gifts, grants, etc. received (att sch)                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                            | <b>2</b> <input checked="" type="checkbox"/> If the foundn is not req to att Sch B |                                    |                           |                         |                                                             |
|                                                                                                                                                                            | <b>3</b> Interest on savings and temporary cash investments                        | 102.                               | 102.                      | N/A                     |                                                             |
|                                                                                                                                                                            | <b>4</b> Dividends and interest from securities                                    | 2,995,445.                         | 2,995,445.                |                         |                                                             |
|                                                                                                                                                                            | <b>5a</b> Gross rents                                                              | 2,493,043.                         | 2,493,043.                |                         |                                                             |
|                                                                                                                                                                            | <b>b</b> Net rental income or (loss)                                               | 1,665,174.                         |                           |                         |                                                             |
|                                                                                                                                                                            | <b>6a</b> Net gain/(loss) from sale of assets not on line 10                       | 2,041,132.                         |                           |                         |                                                             |
|                                                                                                                                                                            | <b>b</b> Gross sales price for all assets on line 6a                               | 13,722,655.                        |                           |                         |                                                             |
|                                                                                                                                                                            | <b>7</b> Capital gain net income (from Part IV, line 2)                            |                                    | 2,041,132.                |                         |                                                             |
|                                                                                                                                                                            | <b>8</b> Net short-term capital gain                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                            | <b>9</b> Income modification                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                            | <b>10a</b> Gross sales less returns and allowances                                 |                                    |                           |                         |                                                             |
| <b>b</b> Less: Cost of goods sold                                                                                                                                          |                                                                                    |                                    |                           |                         |                                                             |
| <b>c</b> Gross profit/(loss) (att sch)                                                                                                                                     |                                                                                    |                                    |                           |                         |                                                             |
| <b>11</b> Other income (attach schedule)                                                                                                                                   |                                                                                    |                                    |                           |                         |                                                             |
| <b>12</b> Total. Add lines 1 through 11                                                                                                                                    | 268,175.                                                                           | 268,175.                           |                           |                         |                                                             |
|                                                                                                                                                                            | 7,797,897.                                                                         | 7,797,897.                         |                           |                         |                                                             |
| <b>ADMINISTRATIVE AND EXPENSES</b>                                                                                                                                         | <b>13</b> Compensation of officers, directors, trustees, etc                       | 624,403.                           | 312,202.                  |                         | 312,201.                                                    |
|                                                                                                                                                                            | <b>14</b> Other employee salaries and wages                                        | 27,761.                            | 13,881.                   |                         | 13,880.                                                     |
|                                                                                                                                                                            | <b>15</b> Pension plans, employee benefits                                         | 37,204.                            | 18,602.                   |                         | 18,602.                                                     |
|                                                                                                                                                                            | <b>16a</b> Legal fees (attach schedule) See St 2                                   | 27,306.                            | 13,653.                   |                         | 13,653.                                                     |
|                                                                                                                                                                            | <b>b</b> Accounting fees (attach sch) See St 3                                     | 37,717.                            | 18,859.                   |                         | 19,199.                                                     |
|                                                                                                                                                                            | <b>c</b> Other prof fees (attach sch) See St 4                                     | 432,080.                           | 432,080.                  |                         |                                                             |
|                                                                                                                                                                            | <b>17</b> Interest                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                            | <b>18</b> Taxes (attach schedule)(see instrs) See Stm 5                            | 122,724.                           | 171.                      |                         | 171.                                                        |
|                                                                                                                                                                            | <b>19</b> Depreciation (attach sch) and depletion                                  | 456,716.                           | 455,444.                  |                         |                                                             |
|                                                                                                                                                                            | <b>20</b> Occupancy                                                                | 49,056.                            | 24,528.                   |                         | 24,528.                                                     |
|                                                                                                                                                                            | <b>21</b> Travel, conferences, and meetings                                        | 2,192.                             | 1,096.                    |                         | 1,096.                                                      |
|                                                                                                                                                                            | <b>22</b> Printing and publications                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                            | <b>23</b> Other expenses (attach schedule) See Statement 6                         | 402,825.                           | 388,261.                  |                         | 14,559.                                                     |
|                                                                                                                                                                            | <b>24</b> Total operating and administrative expenses. Add lines 13 through 23     | 2,219,984.                         | 1,678,777.                |                         | 417,889.                                                    |
|                                                                                                                                                                            | <b>25</b> Contributions, gifts, grants paid Part XV                                | 7,227,293.                         |                           |                         | 7,227,293.                                                  |
| <b>26</b> Total expenses and disbursements. Add lines 24 and 25                                                                                                            | 9,447,277.                                                                         | 1,678,777.                         |                           | 7,645,182.              |                                                             |
| <b>27</b> Subtract line 26 from line 12:                                                                                                                                   |                                                                                    |                                    |                           |                         |                                                             |
| <b>a</b> Excess of revenue over expenses and disbursements                                                                                                                 | -1,649,380.                                                                        |                                    |                           |                         |                                                             |
| <b>b</b> Net investment income (if negative, enter -0-)                                                                                                                    |                                                                                    | 6,119,120.                         |                           |                         |                                                             |
| <b>c</b> Adjusted net income (if negative, enter -0-)                                                                                                                      |                                                                                    |                                    |                           |                         |                                                             |

SCANNED FEB 24 2014

614 3

| Part II Balance Sheets      |                                                                                                                                        | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)      |                | Beginning of year     | End of year  |              |
|-----------------------------|----------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|----------------|-----------------------|--------------|--------------|
|                             |                                                                                                                                        | (a) Book Value                                                                                                          | (b) Book Value | (c) Fair Market Value |              |              |
| ASSETS                      | 1                                                                                                                                      | Cash – non-interest-bearing                                                                                             |                | 374,267.              | 2,040,066.   | 2,040,066.   |
|                             | 2                                                                                                                                      | Savings and temporary cash investments                                                                                  |                | 196,916.              | 65,652.      | 65,652.      |
|                             | 3                                                                                                                                      | Accounts receivable                                                                                                     | 293,280.       |                       |              |              |
|                             |                                                                                                                                        | Less: allowance for doubtful accounts                                                                                   |                | 259,335.              | 293,280.     | 293,280.     |
|                             | 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.                                                                                  |                | 524,900.              | 851,349.     | 851,349.     |
|                             | 10a                                                                                                                                    | Investments – U.S. and state government obligations (attach schedule)                                                   |                | 21,302,064.           | 10,923,096.  | 11,010,518.  |
|                             | b                                                                                                                                      | Investments – corporate stock (attach schedule) Statement 7                                                             |                | 76,021,439.           | 80,193,782.  | 115,562,553. |
|                             | c                                                                                                                                      | Investments – corporate bonds (attach schedule)                                                                         |                |                       |              |              |
|                             | 11                                                                                                                                     | Investments – land, buildings, and equipment: basis                                                                     | 21,625,424.    |                       |              |              |
|                             | Less: accumulated depreciation (attach schedule) See Stmt 8                                                                            | 6,703,566.                                                                                                              | 15,035,285.    | 14,921,858.           | 23,330,000.  |              |
| 12                          | Investments – mortgage loans                                                                                                           |                                                                                                                         |                |                       |              |              |
| 13                          | Investments – other (attach schedule) Statement 9                                                                                      |                                                                                                                         | 7,647,738.     | 9,973,345.            | 11,990,547.  |              |
| 14                          | Land, buildings, and equipment: basis                                                                                                  | 18,818.                                                                                                                 |                |                       |              |              |
|                             | Less: accumulated depreciation (attach schedule) See Stmt 10                                                                           | 10,395.                                                                                                                 | 5,438.         | 8,423.                | 14,764.      |              |
| 15                          | Other assets (describe See Statement 11)                                                                                               |                                                                                                                         | 80,349.        | 2,029,881.            | 529,881.     |              |
| 16                          | <b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I).                                  |                                                                                                                         | 121,447,731.   | 121,300,732.          | 165,688,610. |              |
| LIABILITIES                 | 17                                                                                                                                     | Accounts payable and accrued expenses                                                                                   |                | 59,942.               | 1,562,323.   |              |
|                             | 18                                                                                                                                     | Grants payable                                                                                                          |                | 3,156,417.            | 2,521,684.   |              |
|                             | 19                                                                                                                                     | Deferred revenue                                                                                                        |                |                       |              |              |
|                             | 20                                                                                                                                     | Loans from officers, directors, trustees, & other disqualified persons                                                  |                |                       |              |              |
|                             | 21                                                                                                                                     | Mortgages and other notes payable (attach schedule)                                                                     |                |                       |              |              |
|                             | 22                                                                                                                                     | Other liabilities (describe See Statement 12)                                                                           |                |                       |              |              |
|                             | 23                                                                                                                                     | <b>Total liabilities</b> (add lines 17 through 22)                                                                      |                | 3,216,359.            | 4,084,007.   |              |
| 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                                                                                                            |                | 118,231,372.          | 117,216,725. |              |
|                             | 25                                                                                                                                     | Temporarily restricted.                                                                                                 |                |                       |              |              |
|                             | 26                                                                                                                                     | Permanently restricted                                                                                                  |                |                       |              |              |
|                             | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>                         |                                                                                                                         |                |                       |              |              |
|                             | 27                                                                                                                                     | Capital stock, trust principal, or current funds                                                                        |                |                       |              |              |
|                             | 28                                                                                                                                     | Paid-in or capital surplus, or land, building, and equipment fund                                                       |                |                       |              |              |
|                             | 29                                                                                                                                     | Retained earnings, accumulated income, endowment, or other funds                                                        |                |                       |              |              |
| 30                          | <b>Total net assets or fund balances</b> (see instructions)                                                                            |                                                                                                                         | 118,231,372.   | 117,216,725.          |              |              |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see instructions)                                                               |                                                                                                                         | 121,447,731.   | 121,300,732.          |              |              |

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 | 118,231,372. |
| 2 | Enter amount from Part I, line 27a                                                                                                                         | 2 | -1,649,380.  |
| 3 | Other increases not included in line 2 (itemize) See Statement 13                                                                                          | 3 | 634,733.     |
| 4 | Add lines 1, 2, and 3                                                                                                                                      | 4 | 117,216,725. |
| 5 | Decreases not included in line 2 (itemize)                                                                                                                 | 5 |              |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30                                                      | 6 | 117,216,725. |

**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<br>P — Purchase<br>D — Donation | (c) Date acquired<br>(month, day, year) | (d) Date sold<br>(month, day, year) |
|------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|-----------------------------------------|-------------------------------------|
| 1a See Statement 14                                                                                                                      |                                                  |                                         |                                     |
| b                                                                                                                                        |                                                  |                                         |                                     |
| c                                                                                                                                        |                                                  |                                         |                                     |
| d                                                                                                                                        |                                                  |                                         |                                     |
| e                                                                                                                                        |                                                  |                                         |                                     |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     |                                            |                                                 |                                              |
| b                     |                                            |                                                 |                                              |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |

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

|                                                                                                                                                                                                                                       |   |            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 Capital gain net income or (net capital loss) <span style="float:right">[ If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7 ]</span>                                                                 | 2 | 2,041,132. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0-<br>in Part I, line 8 <span style="float:right">]</span> | 3 | 283,359.   |

**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<br>Calendar year (or tax year<br>beginning in) | (b) Adjusted qualifying distributions | (c) Net value of<br>noncharitable-use assets | (d) Distribution ratio<br>(column (b) divided by column (c)) |
|----------------------------------------------------------------------|---------------------------------------|----------------------------------------------|--------------------------------------------------------------|
| 2011                                                                 | 7,230,056.                            | 146,032,689.                                 | 0.049510                                                     |
| 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                                                     |

|                                                                                                                                                                                |   |              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|--------------|
| 2 Total of line 1, column (d)                                                                                                                                                  | 2 | 0.249203     |
| 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 | 0.049841     |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5                                                                                                 | 4 | 154,823,464. |
| 5 Multiply line 4 by line 3                                                                                                                                                    | 5 | 7,716,556.   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | 6 | 61,191.      |
| 7 Add lines 5 and 6                                                                                                                                                            | 7 | 7,777,747.   |
| 8 Enter qualifying distributions from Part XII, line 4                                                                                                                         | 8 | 7,645,182.   |

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)**

|                                                                                                                                                                                                                                            |  |     |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----|----------|
| <b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs) |  |     |          |
| <b>b</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   | 122,382. |
| <b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)                                                                                                         |  |     |          |
| <b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                         |  | 2   | 0.       |
| <b>3</b> Add lines 1 and 2                                                                                                                                                                                                                 |  | 3   | 122,382. |
| <b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                       |  | 4   | 0.       |
| <b>5 Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                           |  | 5   | 122,382. |
| <b>6 Credits/Payments:</b>                                                                                                                                                                                                                 |  |     |          |
| <b>a</b> 2012 estimated tax pmts and 2011 overpayment credited to 2012                                                                                                                                                                     |  | 6 a | 145,964. |
| <b>b</b> Exempt foreign organizations – tax withheld at source                                                                                                                                                                             |  | 6 b |          |
| <b>c</b> Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                               |  | 6 c |          |
| <b>d</b> Backup withholding erroneously withheld                                                                                                                                                                                           |  | 6 d |          |
| <b>7</b> Total credits and payments. Add lines 6a through 6d                                                                                                                                                                               |  | 7   | 145,964. |
| <b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                               |  | 8   |          |
| <b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                     |  | 9   | 0.       |
| <b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                        |  | 10  | 23,582.  |
| <b>11</b> Enter the amount of line 10 to be: Credited to 2013 estimated tax <u>23,582.</u> Refunded                                                                                                                                        |  | 11  | 0.       |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                                                                 | Yes | No  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| <b>1 a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                                                                 |     | X   |
| <b>1 b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?<br><br><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   |
| <b>1 c</b> Did the foundation file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                                                                                          |     | X   |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br><b>(1)</b> On the foundation <input type="checkbox"/> \$ <u>0.</u> <b>(2)</b> On foundation managers <input type="checkbox"/> \$ <u>0.</u>                                                                                                                                       |     |     |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0.</u>                                                                                                                                                                                                             |     |     |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS?<br><i>If 'Yes,' attach a detailed description of the activities.</i>                                                                                                                                                                                                                   |     | X   |
| <b>3</b> 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   |
| <b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                                                          |     | X   |
| <b>b</b> If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?                                                                                                                                                                                                                                                                                                                |     | N/A |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br><i>If 'Yes,' attach the statement required by General Instruction T</i>                                                                                                                                                                                                              |     | X   |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"> <li>• By language in the governing instrument, or</li> <li>• 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?</li> </ul> | X   |     |
| <b>7</b> 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   |     |
| <b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NV CA</u>                                                                                                                                                                                                                                                                      |     |     |
| <b>b</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   |     |
| <b>9</b> 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>                                                                                                                            |     | X   |
| <b>10</b> Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>                                                                                                                                                                                                                                             |     | X   |

BAA

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

|    |                                                                                                                                                                                                                                                                                                                                 |   |     |     |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----|-----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)                                                                                                                                         |   |     | X   |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)                                                                                                                                        |   |     | X   |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address <u>N/A</u>                                                                                                                                                                               | X |     |     |
| 14 | The books are in care of <u>Rex J. Rawlinson, President</u> Telephone no. <u>818-313-8818</u><br>Located at <u>21800 Oxnard Street, #490 Woodland Hills CA</u> ZIP + 4 <u>91367-7532</u>                                                                                                                                        |   |     |     |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>                                                                                                                                  |   |     | N/A |
| 16 | At any time during calendar year 2012, 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country |   | Yes | No  |
|    |                                                                                                                                                                                                                                                                                                                                 |   |     | X   |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Yes | No  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1 a During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                          |     |     |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                       |     |     |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                               |     |     |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                   |     |     |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                         |     |     |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                |     |     |
| (6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                              |     |     |
| b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>                                                                                                                                                               | 1 b | X   |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?                                                                                                                                                                                                                                                                                                        | 1 c | 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                |     |     |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)                                                                                                                                                                                      | 2 b | N/A |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>                                                                                                                                                                                                                                                                                                                                               |     |     |
| 3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                               |     |     |
| b If 'Yes,' did it have excess business holdings in 2012 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 2012) | 3 b | N/A |
| 4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                              | 4 a | 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 2012?                                                                                                                                                                                                                                                              | 4 b | X   |

BAA

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

- 5 a** 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

|     |     |   |
|-----|-----|---|
|     |     |   |
| 5 b | N/A |   |
| 6 b |     | X |
| 7 b |     |   |

**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

- 6 a** 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
- 7 a** 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<br>21800 Oxnard Street #490<br>Woodland Hills, CA 91367-7532    | VP/Director<br>40.00                                      | 123,973.                                  | 0.                                                                    | 0.                                    |
| Rex J. Rawlinson<br>21800 Oxnard Street, #490<br>Woodland Hills, CA 91367-7532     | Pres/Directr<br>40.00                                     | 247,350.                                  | 12,833.                                                               | 0.                                    |
| Lorraine F. Perry<br>21800 Oxnard Street, #490<br>Woodland Hills, CA 91367-7532    | Sec/Treas<br>40.00                                        | 105,254.                                  | 5,188.                                                                | 0.                                    |
| Maureen E. Rawlinson<br>21800 Oxnard Street, #490<br>Woodland Hills, CA 91367-7532 | VP/Director<br>40.00                                      | 123,973.                                  | 5,832.                                                                | 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                                                          |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

**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<br>1800 Avenue of the Stars, 2nd Floor<br>Los Angeles, CA 90067 | Investment Manager  | 208,893.         |
| BNY Mellon Wealth Management<br>10250 Constellation Blvd.<br>Los Angeles, CA 90067     | Investment Manager  | 184,970.         |
| -----                                                                                  |                     |                  |
| -----                                                                                  |                     |                  |
| -----                                                                                  |                     |                  |
| 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<br>----- |          |
| 2<br>-----      |          |
| 3<br>-----      |          |
| 4<br>-----      |          |

**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<br>N/A<br>-----                                                      |        |
| 2<br>-----                                                             |        |
| All other program-related investments. See instructions.<br>3<br>----- |        |
| 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                                                             | 1 a | 128,392,837. |
| b | Average of monthly cash balances                                                                            | 1 b | 1,574,205.   |
| c | Fair market value of all other assets (see instructions)                                                    | 1 c | 27,214,140.  |
| d | Total (add lines 1a, b, and c)                                                                              | 1 d | 157,181,182. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | 1 e | 0.           |
| 2 | Acquisition indebtedness applicable to line 1 assets                                                        | 2   | 0.           |
| 3 | Subtract line 2 from line 1d                                                                                | 3   | 157,181,182. |
| 4 | Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)    | 4   | 2,357,718.   |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4         | 5   | 154,823,464. |
| 6 | Minimum investment return. Enter 5% of line 5.                                                              | 6   | 7,741,173.   |

**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   | 7,741,173. |
| 2 a | Tax on investment income for 2012 from Part VI, line 5.                                           | 2 a | 122,382.   |
| b   | Income tax for 2012. (This does not include the tax from Part VI.)                                | 2 b |            |
| c   | Add lines 2a and 2b                                                                               | 2 c | 122,382.   |
| 3   | Distributable amount before adjustments. Subtract line 2c from line 1                             | 3   | 7,618,791. |
| 4   | Recoveries of amounts treated as qualifying distributions                                         | 4   |            |
| 5   | Add lines 3 and 4                                                                                 | 5   | 7,618,791. |
| 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   | 7,618,791. |

**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                                                                       | 1 a | 7,645,182. |
| b | Program-related investments — total from Part IX-B                                                                                                  | 1 b |            |
| 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)                                                                                                      | 3 a |            |
| b | Cash distribution test (attach the required schedule)                                                                                               | 3 b |            |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                          | 4   | 7,645,182. |
| 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   | 7,645,182. |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7                                                                                                                       |               |                            |             | 7,618,791.  |
| 2 Undistributed income, if any, as of the end of 2012.                                                                                                                     |               |                            |             |             |
| a Enter amount for 2011 only                                                                                                                                               |               |                            | 6,298,663.  |             |
| b Total for prior years: 20____, 20____, 20____                                                                                                                            |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2012:                                                                                                                         |               |                            |             |             |
| a From 2007                                                                                                                                                                |               |                            |             |             |
| b From 2008                                                                                                                                                                |               |                            |             |             |
| c From 2009                                                                                                                                                                |               |                            |             |             |
| d From 2010                                                                                                                                                                |               |                            |             |             |
| e From 2011                                                                                                                                                                |               |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 0.            |                            |             |             |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 7,645,182.                                                                                                 |               |                            |             |             |
| a Applied to 2011, but not more than line 2a                                                                                                                               |               |                            | 6,298,663.  |             |
| 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 2012 distributable amount                                                                                                                                     |               |                            |             | 1,346,519.  |
| e Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| 5 Excess distributions carryover applied to 2012 (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 2011 Subtract line 4a from line 2a Taxable amount – see instructions                                                                            |               |                            | 0.          |             |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013                                                               |               |                            |             | 6,272,272.  |
| 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 2007 not applied on line 5 or line 7 (see instructions)                                                                              | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a                                                                                              | 0.            |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                      |               |                            |             |             |
| a Excess from 2008                                                                                                                                                         |               |                            |             |             |
| b Excess from 2009                                                                                                                                                         |               |                            |             |             |
| c Excess from 2010                                                                                                                                                         |               |                            |             |             |
| d Excess from 2011                                                                                                                                                         |               |                            |             |             |
| e Excess from 2012                                                                                                                                                         |               |                            |             |             |

**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 2012, enter the date of the ruling

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

|                                                                                                                                                          | Tax year |          |          |          | (e) Total |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|-----------|
|                                                                                                                                                          | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 |           |
| <b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed                     |          |          |          |          |           |
| <b>b</b> 85% of line 2a                                                                                                                                  |          |          |          |          |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed                                                                             |          |          |          |          |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities                                                           |          |          |          |          |           |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c                                   |          |          |          |          |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon:                                                                                      |          |          |          |          |           |
| <b>a</b> 'Assets' alternative test - enter:                                                                                                              |          |          |          |          |           |
| <b>(1)</b> Value of all assets                                                                                                                           |          |          |          |          |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)                                                                                     |          |          |          |          |           |
| <b>b</b> 'Endowment' alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed                              |          |          |          |          |           |
| <b>c</b> 'Support' alternative test - enter:                                                                                                             |          |          |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) |          |          |          |          |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)                                      |          |          |          |          |           |
| <b>(3)</b> Largest amount of support from an exempt organization                                                                                         |          |          |          |          |           |
| <b>(4)</b> 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 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 or e-mail of the person to whom applications should be addressed

See Statement 15

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

See Statement for Line 2a

**c** Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business)         | If recipient is an individual,<br>show any relationship to any<br>foundation manager or<br>substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount                  |
|----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|-------------------------|
| <b>a</b> Paid during the year<br>See Statement 16        |                                                                                                                    |                                      |                                     |                         |
| <b>Total</b>                                             |                                                                                                                    |                                      |                                     | ▶ <b>3 a</b> 7,227,293. |
| <b>b</b> Approved for future payment<br>See Statement 17 |                                                                                                                    |                                      |                                     |                         |
| <b>Total</b>                                             |                                                                                                                    |                                      |                                     | ▶ <b>3 b</b> 1,100,000. |





Client FBB

Fritz B. Burns Foundation  
a Nevada nonprofit corporation

94-3218106

2/11/14

11:32AM

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

|                           | (a)<br>Revenue<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income |
|---------------------------|-----------------------------|---------------------------------|-------------------------------|
| Oil Royalties             | \$ 34,987.                  | \$ 34,987.                      |                               |
| Ptrshp Inc - Royal Palms  | 230,036.                    | 230,036.                        |                               |
| Sec Litigat'n Rec & Other | 3,152.                      | 3,152.                          |                               |
| <b>Total</b>              | <u>\$ 268,175.</u>          | <u>\$ 268,175.</u>              | <u>0.</u>                     |

**Statement 2**  
**Form 990-PF, Part I, Line 16a**  
**Legal Fees**

|                                | (a)<br>Expenses<br>Per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|--------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Allison MacKenzie & Russell    | \$ 185.                      | \$ 92.                          |                               | \$ 93.                        |
| Brorby, Crozier, and Dobie, PC | 27,121.                      | 13,561.                         |                               | 13,560.                       |
| <b>Total</b>                   | <u>\$ 27,306.</u>            | <u>\$ 13,653.</u>               |                               | <u>\$ 13,653.</u>             |

**Statement 3**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

|                                | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|--------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Peasley, Aldinger & O'Bymachow | \$ 37,717.                   | \$ 18,859.                      |                               | \$ 19,199.                    |
| <b>Total</b>                   | <u>\$ 37,717.</u>            | <u>\$ 18,859.</u>               |                               | <u>\$ 19,199.</u>             |

**Statement 4**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

|                                         | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|-----------------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Earnest Partners Small/Mid Cap          | \$ 38,217.                   | \$ 38,217.                      |                               |                               |
| Kayne Anderson Investment Management    | 208,893.                     | 208,893.                        |                               |                               |
| Mellon Private Asset Management         | 184,168.                     | 184,168.                        |                               |                               |
| Mellon Private Asset Mgmt - Sub Acct #2 | 436.                         | 436.                            |                               |                               |
| Mellon Private Asset Mgmt - Sub Acct    | 366.                         | 366.                            |                               |                               |
| <b>Total</b>                            | <u>\$ 432,080.</u>           | <u>\$ 432,080.</u>              |                               | <u>\$ 0.</u>                  |

Client FBB

Fritz B. Burns Foundation  
a Nevada nonprofit corporation

94-3218106

2/11/14

11 32AM

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

|                          | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|--------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Personal Property Taxes  | \$ 131.                      | \$ 65.                          |                               | \$ 66.                        |
| Tax on Investment Income | 122,382.                     |                                 |                               |                               |
| Taxes & Licenses         | 211.                         | 106.                            |                               | 105.                          |
| <b>Total</b>             | <b>\$ 122,724.</b>           | <b>\$ 171.</b>                  |                               | <b>\$ 171.</b>                |

**Statement 6**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

|                                   | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|-----------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Bank Processing Charges - Payroll | \$ 3,999.                    | \$ 2,000.                       |                               | \$ 1,996.                     |
| Insurance                         | 18,099.                      | 9,049.                          |                               | 9,049.                        |
| Miscellaneous                     | 110.                         | 55.                             |                               | 55.                           |
| Office Supplies                   | 4,181.                       | 2,090.                          |                               | 2,090.                        |
| Postage                           | 342.                         | 171.                            |                               | 171.                          |
| Rental Expenses                   | 373,697.                     | 373,697.                        |                               |                               |
| Telephone                         | 2,397.                       | 1,199.                          |                               | 1,198.                        |
| <b>Total</b>                      | <b>\$ 402,825.</b>           | <b>\$ 388,261.</b>              |                               | <b>\$ 14,559.</b>             |

**Statement 7**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

| Corporate Stocks               | Valuation<br>Method | Book<br>Value         | Fair Market<br>Value   |
|--------------------------------|---------------------|-----------------------|------------------------|
| Kayne Anderson/Wells Fargo     | Cost                | \$ 37,544,857.        | \$ 46,789,199.         |
| Mellon Inv Acct                | Cost                | 35,338,188.           | 60,562,161.            |
| Earnest Small/Mid Cap Inv Acct | Cost                | 3,935,804.            | 4,917,323.             |
| Mellon Emerging Markets        | Cost                | 2,686,249.            | 2,444,341.             |
| 3,880 Shs Berkshire Hathaway   | Cost                | 290,635.              | 440,419.               |
| Mellon Sub Account 2           | Cost                | 398,049.              | 409,110.               |
| <b>Total</b>                   |                     | <b>\$ 80,193,782.</b> | <b>\$ 115,562,553.</b> |

**Statement 8**  
**Form 990-PF, Part II, Line 11**  
**Investments - Land, Buildings, and Equipment**

| Category                | Basis       | Accum.<br>Deprec. | Book<br>Value | Fair Market<br>Value |
|-------------------------|-------------|-------------------|---------------|----------------------|
| Furniture and Fixtures  | \$ 16,620.  | \$ 3,740.         | \$ 12,880.    | \$ 0.                |
| Machinery and Equipment | 329,567.    | 220,146.          | 109,421.      | 0.                   |
| Buildings               | 14,355,329. | 6,421,411.        | 7,933,918.    | 23,330,000.          |
| Improvements            | 663,044.    | 58,269.           | 604,775.      | 0.                   |

Client FBB

Fritz B. Burns Foundation  
a Nevada nonprofit corporation

94-3218106

2/11/14

11:32AM

**Statement 8 (continued)**  
**Form 990-PF, Part II, Line 11**  
**Investments - Land, Buildings, and Equipment**

| <u>Category</u> | <u>Basis</u>          | <u>Accum.<br/>Deprec.</u> | <u>Book<br/>Value</u> | <u>Fair Market<br/>Value</u> |
|-----------------|-----------------------|---------------------------|-----------------------|------------------------------|
| Land            | \$ 6,260,864.         |                           | \$ 6,260,864.         | \$ 0.                        |
| Total           | <u>\$ 21,625,424.</u> | <u>\$ 6,703,566.</u>      | <u>\$ 14,921,858.</u> | <u>\$ 23,330,000.</u>        |

**Statement 9**  
**Form 990-PF, Part II, Line 13**  
**Investments - Other**

|                                          | <u>Valuation<br/>Method</u> | <u>Book<br/>Value</u> | <u>Fair Market<br/>Value</u> |
|------------------------------------------|-----------------------------|-----------------------|------------------------------|
| <u>Other Investments</u>                 |                             |                       |                              |
| Royal Palms Partnership Interest 38.169% | Cost                        | \$ 281,221.           | \$ 2,640,000.                |
| Total Other Investments                  |                             | <u>\$ 281,221.</u>    | <u>\$ 2,640,000.</u>         |
| <u>Other Publicly Traded Securities</u>  |                             |                       |                              |
| 388,150.559 Shs Alli Bernstein Muni Cl A | Cost                        | 5,710,419.            | 5,573,842.                   |
| 45,230 Shs Vanguard Intermediate         | Cost                        | 3,981,705.            | 3,776,705.                   |
| Total Other Publicly Traded Securities   |                             | <u>\$ 9,692,124.</u>  | <u>\$ 9,350,547.</u>         |
| Total                                    |                             | <u>\$ 9,973,345.</u>  | <u>\$ 11,990,547.</u>        |

**Statement 10**  
**Form 990-PF, Part II, Line 14**  
**Land, Buildings, and Equipment**

| <u>Category</u>         | <u>Basis</u>      | <u>Accum.<br/>Deprec.</u> | <u>Book<br/>Value</u> | <u>Fair Market<br/>Value</u> |
|-------------------------|-------------------|---------------------------|-----------------------|------------------------------|
| Furniture and Fixtures  | \$ 13,967.        | \$ 7,276.                 | \$ 6,691.             | \$ 0.                        |
| Machinery and Equipment | 4,851.            | 3,119.                    | 1,732.                | 14,764.                      |
| Total                   | <u>\$ 18,818.</u> | <u>\$ 10,395.</u>         | <u>\$ 8,423.</u>      | <u>\$ 14,764.</u>            |

**Statement 11**  
**Form 990-PF, Part II, Line 15**  
**Other Assets**

|                               | <u>Book Value</u>    | <u>Fair Market<br/>Value</u> |
|-------------------------------|----------------------|------------------------------|
| Construction Work in Progress | \$ 1,500,000.        |                              |
| Deferred Rents Receivable     | 529,881.             | \$ 529,881.                  |
| Total                         | <u>\$ 2,029,881.</u> | <u>\$ 529,881.</u>           |

Client FBB

Fritz B. Burns Foundation  
a Nevada nonprofit corporation

94-3218106

2/11/14

11:32AM

Statement 12  
Form 990-PF, Part II, Line 22  
Other LiabilitiesTotal \$ 0.Statement 13  
Form 990-PF, Part III, Line 3  
Other Increases

Net Payments on Future Grant Promises

Total \$ 634,733.Statement 14  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

| Item | (a) Description                        | (b) How<br>Acquired | (c) Date<br>Acquired | (d) Date<br>Sold |
|------|----------------------------------------|---------------------|----------------------|------------------|
| 1    | 5,000 SHS Carnival Corp                | Purchased           | 12/14/2012           | 3/28/2013        |
| 2    | 6,000 SHS Dow Chemical Co              | Purchased           | 2/15/2008            | 10/22/2012       |
| 3    | 4,000 SHS Dow Chemical Co              | Purchased           | 4/19/2010            | 10/22/2012       |
| 4    | .667 SHS Kraft Foods Group             | Purchased           | 4/05/2011            | 10/26/2012       |
| 5    | 7,000 SHS Wal Mart Stores, Inc         | Purchased           | 7/08/2008            | 11/21/2012       |
| 6    | 7,000 SHS Conocophillips Com           | Purchased           | 8/21/2003            | 4/18/2013        |
| 7    | 10 SHS Familymart Co Ltd               | Purchased           | 6/05/2013            | 9/12/2013        |
| 8    | 80 SHS BHP Ltd                         | Purchased           | 6/05/2013            | 9/12/2013        |
| 9    | 200 SHS Potash Corp of Saskatchewan    | Purchased           | 6/05/2013            | 9/12/2013        |
| 10   | 100 SHS Unilever NV                    | Purchased           | 6/05/2013            | 9/12/2013        |
| 11   | 50 SHS Philippine Long Distance Tel Co | Purchased           | 6/05/2013            | 9/12/2013        |
| 12   | 100 SHS Diageo PLC                     | Purchased           | 6/05/2013            | 9/12/2013        |
| 13   | 30 SHS Deutsche Bank AG                | Purchased           | 6/05/2013            | 9/12/2013        |
| 14   | 70 SHS China Mobil Ltd                 | Purchased           | 9/12/2013            | 9/17/2013        |
| 15   | 110 SHS Shiseido Ltd                   | Purchased           | 6/05/2013            | 9/17/2013        |
| 16   | 65 SHS Shiseido Ltd                    | Purchased           | 6/05/2013            | 9/18/2013        |
| 17   | 250 SHS Shiseido Ltd                   | Purchased           | 9/12/2013            | 9/18/2013        |
| 18   | 100 SHS Royal Bank of Scotland Gr PLC  | Purchased           | 6/05/2013            | 9/30/2013        |
| 19   | 100 SHS Royal Bank of Scotland Gr PLC  | Purchased           | 9/12/2013            | 9/30/2013        |
| 20   | 15,100 SHS Becton Dickinson & Co       | Purchased           | 12/22/2011           | 10/11/2012       |
| 21   | 3,000 SHS Becton Dickinson & Co        | Purchased           | 3/16/2012            | 10/11/2012       |
| 22   | 8,200 SHS Microsoft Corp               | Purchased           | 3/16/2012            | 12/07/2012       |
| 23   | 13,900 SHS Hormel Foods Corp           | Purchased           | 3/26/2012            | 12/20/2012       |
| 24   | 18,800 SHS Hormel Foods Corp           | Purchased           | 3/26/2012            | 1/11/2013        |
| 25   | 3,500 SHS PPG Industries               | Purchased           | 3/02/2012            | 1/11/2013        |
| 26   | 18,000 SHS Microchip Technology Inc    | Purchased           | 2/23/2012            | 1/22/2013        |
| 27   | 4,600 SHS Int'l Flavor & Fragrances    | Purchased           | 5/22/2012            | 1/31/2013        |
| 28   | 6,090 SHS Microsoft Corp               | Purchased           | 5/13/2012            | 12/07/2012       |
| 29   | 15,900 SHS Microsoft Corp              | Purchased           | 1/16/2008            | 12/07/2012       |
| 30   | 13,100 SHS Microsoft Corp              | Purchased           | 3/13/2008            | 12/07/2012       |
| 31   | 8,900 SHS Microsoft Corp               | Purchased           | 5/26/2010            | 12/07/2012       |
| 32   | 6,700 SHS Microsoft Corp               | Purchased           | 10/11/2010           | 12/07/2012       |
| 33   | 3,000 SHS Diageo PLC                   | Purchased           | 12/30/2011           | 1/11/2013        |
| 34   | 13,000 SHS Mattel Inc                  | Purchased           | 12/30/2011           | 1/22/2013        |
| 35   | 22,900 SHS Heinz                       | Purchased           | 1/18/2012            | 2/15/2013        |
| 36   | 6,175 SHS Kimberly Clark               | Purchased           | 2/02/2012            | 4/26/2013        |
| 37   | 13,000 SHS Genuine Parts               | Purchased           | 2/23/2012            | 7/23/2013        |

Client FBB

Fritz B. Burns Foundation  
a Nevada nonprofit corporation

94-3218106

2/11/14

11:32AM

Statement 14 (continued)  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

| Item | (a) Description                  | (b) How<br>Acquired | (c) Date<br>Acquired | (d) Date<br>Sold |
|------|----------------------------------|---------------------|----------------------|------------------|
| 38   | 5,640 SHS Omnicom Group          | Purchased           | 3/17/2011            | 8/13/2013        |
| 39   | 6,200 SHS Omnicom Group          | Purchased           | 12/22/2011           | 8/13/2013        |
| 40   | 3,100 SHS Omnicom Group          | Purchased           | 3/16/2012            | 8/13/2013        |
| 41   | 9,400 SHS Deere & Co             | Purchased           | 2/17/2012            | 9/12/2013        |
| 42   | 166 SHS PVH Corp                 | Purchased           | 4/25/2012            | 11/20/2012       |
| 43   | 114 SHS Amerigroup Corp          | Purchased           | 4/25/2012            | 12/24/2012       |
| 44   | 938 SHS Pulte Group Inc          | Purchased           | 4/25/2012            | 1/15/2013        |
| 45   | 382 SHS Jefferies Group          | Purchased           | 4/25/2012            | 1/25/2013        |
| 46   | 330 SHS AAR Corporation          | Purchased           | 4/25/2012            | 3/14/2013        |
| 47   | 2,084 SHS AAR Corporation        | Purchased           | 6/26/2012            | 3/14/2013        |
| 48   | 730 SHS PVH Corp                 | Purchased           | 5/04/2010            | 11/20/2012       |
| 49   | 260 SHS PVH Corp                 | Purchased           | 5/13/2010            | 11/20/2012       |
| 50   | 238 SHS PVH Corp                 | Purchased           | 1/07/2011            | 11/20/2012       |
| 51   | 176 SHS PVH Corp                 | Purchased           | 5/16/2011            | 11/20/2012       |
| 52   | 708 SHS Amerigroup Corp          | Purchased           | 7/08/2011            | 12/24/2012       |
| 53   | 220 SHS Amerigroup Corp          | Purchased           | 9/29/2011            | 12/24/2012       |
| 54   | 2,250 SHS Pulte Group, Inc       | Purchased           | 5/04/2010            | 1/15/2013        |
| 55   | 786 SHS Pulte Group, Inc         | Purchased           | 5/13/2010            | 1/15/2013        |
| 56   | 548 SHS Pulte Group, Inc.        | Purchased           | 1/07/2011            | 1/15/2013        |
| 57   | 1,140 SHS Pulte Group, Inc.      | Purchased           | 3/15/2011            | 1/15/2013        |
| 58   | 688 SHS Pulte Group, Inc.        | Purchased           | 5/16/2011            | 1/15/2013        |
| 59   | 1,044 SHS Pulte Group, Inc.      | Purchased           | 7/07/2011            | 1/15/2013        |
| 60   | 1,168 SHS Jefferies Group        | Purchased           | 5/04/2010            | 1/25/2013        |
| 61   | 320 SHS Jefferies Group          | Purchased           | 5/13/2010            | 1/25/2013        |
| 62   | 66 SHS Jefferies Group           | Purchased           | 6/17/2010            | 1/25/2013        |
| 63   | 374 SHS Jefferies Group          | Purchased           | 1/07/2011            | 1/25/2013        |
| 64   | 302 SHS Jefferies Group          | Purchased           | 5/16/2011            | 1/25/2013        |
| 65   | 9 SHS AAR Corporation            | Purchased           | 5/04/2010            | 3/13/2013        |
| 66   | 1,061 SHS AAR Corporation        | Purchased           | 5/04/2010            | 3/14/2013        |
| 67   | 290 SHS AAR Corporation          | Purchased           | 5/13/2010            | 3/14/2013        |
| 68   | 6 SHS AAR Corporation            | Purchased           | 6/17/2010            | 3/14/2013        |
| 69   | 348 SHS AAR Corporation          | Purchased           | 1/07/2011            | 3/14/2013        |
| 70   | 268 SHS AAR Corporation          | Purchased           | 5/16/2010            | 3/14/2013        |
| 71   | 1,028 SHS Intl Rectifier Corp    | Purchased           | 5/04/2010            | 5/29/2013        |
| 72   | 292 SHS Intl Rectifier Corp      | Purchased           | 5/13/2010            | 5/29/2013        |
| 73   | 294 SHS Intl Rectifier Corp      | Purchased           | 1/07/2011            | 5/29/2013        |
| 74   | 310 SHS Intl Rectifier Corp      | Purchased           | 5/16/2011            | 5/29/2013        |
| 75   | 202 SHS Intl Rectifier Corp      | Purchased           | 4/25/2012            | 5/29/2013        |
| 76   | 824 SHS Harsco Corporation       | Purchased           | 5/04/2010            | 9/10/2013        |
| 77   | 270 SHS Harsco Corporation       | Purchased           | 5/13/2010            | 9/10/2013        |
| 78   | 14 SHS Harsco Corporation        | Purchased           | 6/17/2010            | 9/10/2013        |
| 79   | 244 SHS Harsco Corporation       | Purchased           | 1/07/2011            | 9/10/2013        |
| 80   | 236 SHS Harsco Corporation       | Purchased           | 5/16/2011            | 9/10/2013        |
| 81   | 200 SHS Harsco Corporation       | Purchased           | 4/25/2012            | 9/10/2013        |
| 82   | 1,068 SHS ONEOK                  | Purchased           | 5/04/2010            | 9/10/2013        |
| 83   | 194 SHS ONEOK                    | Purchased           | 5/13/2010            | 9/10/2013        |
| 84   | 685 SHS American Tower Corp REIT | Purchased           | 5/04/2010            | 9/11/2013        |
| 85   | 1,112 SHS Helix Energy Solutions | Purchased           | 5/04/2010            | 9/16/2013        |
| 86   | 308 SHS Helix Energy Solutions   | Purchased           | 5/13/2010            | 9/16/2013        |
| 87   | 1,722 SHS Helix Energy Solutions | Purchased           | 7/02/2010            | 9/16/2013        |
| 88   | 338 SHS Helix Energy Solutions   | Purchased           | 1/07/2011            | 9/16/2013        |
| 89   | 472 SHS Helix Energy Solutions   | Purchased           | 5/16/2011            | 9/16/2013        |
| 90   | 594 SHS Helix Energy Solutions   | Purchased           | 4/25/2012            | 9/16/2013        |
| 91   | 178 SHS ONEOK                    | Purchased           | 5/13/2010            | 9/17/2013        |
| 92   | 300 SHS ONEOK                    | Purchased           | 1/07/2011            | 9/17/2013        |
| 93   | 308 SHS ONEOK                    | Purchased           | 5/16/2011            | 9/17/2013        |

Client FBB

Fritz B. Burns Foundation  
a Nevada nonprofit corporation

94-3218106

2/11/14

11.32AM

Statement 14 (continued)  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

| Item | (a) Description        | (b) How<br>Acquired | (c) Date<br>Acquired | (d) Date<br>Sold | (e)<br>Gross<br>Sales | (f)<br>Deprec.<br>Allowed | (g)<br>Cost<br>Basis | (h)<br>Gain<br>(Loss) | (i)<br>FMV<br>12/31/69 | (j)<br>Adj. Bas.<br>12/31/69 | (k)<br>Excess<br>(i)-(j) | (l)<br>Gain<br>(Loss) |
|------|------------------------|---------------------|----------------------|------------------|-----------------------|---------------------------|----------------------|-----------------------|------------------------|------------------------------|--------------------------|-----------------------|
| 94   | 288 SHS ONEOK          | Purchased           | 4/25/2012            | 9/17/2013        |                       |                           |                      |                       |                        |                              |                          |                       |
| 95   | Capital Gain Dividends |                     |                      |                  |                       |                           |                      |                       |                        |                              |                          |                       |
| 1    |                        |                     |                      |                  | 169,896.              |                           | 189,000.             | -19,104.              |                        |                              |                          | \$ -19,104.           |
| 2    |                        |                     |                      |                  | 179,135.              |                           | 230,700.             | -51,565.              |                        |                              |                          | -51,565.              |
| 3    |                        |                     |                      |                  | 119,423.              |                           | 123,836.             | -4,413.               |                        |                              |                          | -4,413.               |
| 4    |                        |                     |                      |                  | 30.                   |                           | 22.                  | 8.                    |                        |                              |                          | 8.                    |
| 5    |                        |                     |                      |                  | 475,440.              |                           | 399,325.             | 76,115.               |                        |                              |                          | 76,115.               |
| 6    |                        |                     |                      |                  | 403,464.              |                           | 148,182.             | 255,282.              |                        |                              |                          | 255,282.              |
| 7    |                        |                     |                      |                  | 415.                  |                           | 406.                 | 9.                    |                        |                              |                          | 9.                    |
| 8    |                        |                     |                      |                  | 5,233.                |                           | 5,302.               | -69.                  |                        |                              |                          | -69.                  |
| 9    |                        |                     |                      |                  | 6,326.                |                           | 8,480.               | -2,154.               |                        |                              |                          | -2,154.               |
| 10   |                        |                     |                      |                  | 3,737.                |                           | 4,100.               | -363.                 |                        |                              |                          | -363.                 |
| 11   |                        |                     |                      |                  | 3,203.                |                           | 3,621.               | -418.                 |                        |                              |                          | -418.                 |
| 12   |                        |                     |                      |                  | 12,385.               |                           | 11,862.              | 523.                  |                        |                              |                          | 523.                  |
| 13   |                        |                     |                      |                  | 1,352.                |                           | 1,402.               | -50.                  |                        |                              |                          | -50.                  |
| 14   |                        |                     |                      |                  | 3,901.                |                           | 3,928.               | -27.                  |                        |                              |                          | -27.                  |
| 15   |                        |                     |                      |                  | 1,762.                |                           | 1,572.               | 190.                  |                        |                              |                          | 190.                  |
| 16   |                        |                     |                      |                  | 1,029.                |                           | 929.                 | 100.                  |                        |                              |                          | 100.                  |
| 17   |                        |                     |                      |                  | 3,958.                |                           | 4,010.               | -52.                  |                        |                              |                          | -52.                  |
| 18   |                        |                     |                      |                  | 1,182.                |                           | 1,040.               | 142.                  |                        |                              |                          | 142.                  |
| 19   |                        |                     |                      |                  | 1,182.                |                           | 1,075.               | 107.                  |                        |                              |                          | 107.                  |
| 20   |                        |                     |                      |                  | 1162465.              |                           | 1118368.             | 44,097.               |                        |                              |                          | 44,097.               |
| 21   |                        |                     |                      |                  | 230,953.              |                           | 234,494.             | -3,541.               |                        |                              |                          | -3,541.               |
| 22   |                        |                     |                      |                  | 215,765.              |                           | 268,869.             | -53,104.              |                        |                              |                          | -53,104.              |
| 23   |                        |                     |                      |                  | 432,770.              |                           | 409,554.             | 23,216.               |                        |                              |                          | 23,216.               |
| 24   |                        |                     |                      |                  | 646,676.              |                           | 553,930.             | 92,746.               |                        |                              |                          | 92,746.               |
| 25   |                        |                     |                      |                  | 495,869.              |                           | 325,361.             | 170,508.              |                        |                              |                          | 170,508.              |
| 26   |                        |                     |                      |                  | 596,831.              |                           | 655,864.             | -59,033.              |                        |                              |                          | -59,033.              |
| 27   |                        |                     |                      |                  | 324,950.              |                           | 262,906.             | 62,044.               |                        |                              |                          | 62,044.               |
| 28   |                        |                     |                      |                  | 160,245.              |                           | 163,649.             | -3,404.               |                        |                              |                          | -3,404.               |
| 29   |                        |                     |                      |                  | 418,373.              |                           | 527,682.             | -109,309.             |                        |                              |                          | -109,309.             |
| 30   |                        |                     |                      |                  | 344,698.              |                           | 382,649.             | -37,951.              |                        |                              |                          | -37,951.              |
| 31   |                        |                     |                      |                  | 234,184.              |                           | 232,486.             | 1,698.                |                        |                              |                          | 1,698.                |
| 32   |                        |                     |                      |                  | 176,296.              |                           | 165,529.             | 10,767.               |                        |                              |                          | 10,767.               |
| 33   |                        |                     |                      |                  | 346,758.              |                           | 261,996.             | 84,762.               |                        |                              |                          | 84,762.               |
| 34   |                        |                     |                      |                  | 493,074.              |                           | 364,924.             | 128,150.              |                        |                              |                          | 128,150.              |
| 35   |                        |                     |                      |                  | 1653682.              |                           | 1228432.             | 425,250.              |                        |                              |                          | 425,250.              |
| 36   |                        |                     |                      |                  | 635,318.              |                           | 446,320.             | 188,998.              |                        |                              |                          | 188,998.              |
| 37   |                        |                     |                      |                  | 1064284.              |                           | 809,083.             | 255,201.              |                        |                              |                          | 255,201.              |
| 38   |                        |                     |                      |                  | 351,397.              |                           | 269,617.             | 81,780.               |                        |                              |                          | 81,780.               |
| 39   |                        |                     |                      |                  | 386,287.              |                           | 271,259.             | 115,028.              |                        |                              |                          | 115,028.              |
| 40   |                        |                     |                      |                  | 193,144.              |                           | 154,847.             | 38,297.               |                        |                              |                          | 38,297.               |
| 41   |                        |                     |                      |                  | 786,006.              |                           | 789,988.             | -3,982.               |                        |                              |                          | -3,982.               |
| 42   |                        |                     |                      |                  | 18,188.               |                           | 14,705.              | 3,483.                |                        |                              |                          | 3,483.                |
| 43   |                        |                     |                      |                  | 10,488.               |                           | 7,584.               | 2,904.                |                        |                              |                          | 2,904.                |
| 44   |                        |                     |                      |                  | 17,938.               |                           | 8,194.               | 9,744.                |                        |                              |                          | 9,744.                |
| 45   |                        |                     |                      |                  | 7,476.                |                           | 6,145.               | 1,331.                |                        |                              |                          | 1,331.                |
| 46   |                        |                     |                      |                  | 5,941.                |                           | 5,202.               | 739.                  |                        |                              |                          | 739.                  |
| 47   |                        |                     |                      |                  | 37,520.               |                           | 24,725.              | 12,795.               |                        |                              |                          | 12,795.               |
| 48   |                        |                     |                      |                  | 79,983.               |                           | 45,790.              | 34,193.               |                        |                              |                          | 34,193.               |
| 49   |                        |                     |                      |                  | 28,487.               |                           | 15,473.              | 13,014.               |                        |                              |                          | 13,014.               |

Client FBB

Fritz B. Burns Foundation  
a Nevada nonprofit corporation

94-3218106

2/11/14

11:32AM

Statement 14 (continued)  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

| Item  | (e)<br>Gross<br>Sales | (f)<br>Deprec.<br>Allowed | (g)<br>Cost<br>Basis | (h)<br>Gain<br>(Loss) | (i)<br>FMV<br>12/31/69 | (j)<br>Adj. Bas.<br>12/31/69 | (k)<br>Excess<br>(i)-(j) | (l)<br>Gain<br>(Loss) |
|-------|-----------------------|---------------------------|----------------------|-----------------------|------------------------|------------------------------|--------------------------|-----------------------|
| 50    | 26,077.               |                           | 13,935.              | 12,142.               |                        |                              |                          | \$ 12,142.            |
| 51    | 19,284.               |                           | 12,016.              | 7,268.                |                        |                              |                          | 7,268.                |
| 52    | 65,136.               |                           | 51,323.              | 13,813.               |                        |                              |                          | 13,813.               |
| 53    | 20,240.               |                           | 8,746.               | 11,494.               |                        |                              |                          | 11,494.               |
| 54    | 43,028.               |                           | 29,084.              | 13,944.               |                        |                              |                          | 13,944.               |
| 55    | 15,031.               |                           | 9,240.               | 5,791.                |                        |                              |                          | 5,791.                |
| 56    | 10,480.               |                           | 4,661.               | 5,819.                |                        |                              |                          | 5,819.                |
| 57    | 21,801.               |                           | 7,946.               | 13,855.               |                        |                              |                          | 13,855.               |
| 58    | 13,157.               |                           | 5,247.               | 7,910.                |                        |                              |                          | 7,910.                |
| 59    | 19,965.               |                           | 8,164.               | 11,801.               |                        |                              |                          | 11,801.               |
| 60    | 22,860.               |                           | 31,283.              | -8,423.               |                        |                              |                          | -8,423.               |
| 61    | 6,263.                |                           | 8,494.               | -2,231.               |                        |                              |                          | -2,231.               |
| 62    | 1,292.                |                           | 1,486.               | -194.                 |                        |                              |                          | -194.                 |
| 63    | 7,320.                |                           | 9,850.               | -2,530.               |                        |                              |                          | -2,530.               |
| 64    | 5,911.                |                           | 6,882.               | -971.                 |                        |                              |                          | -971.                 |
| 65    | 162.                  |                           | 220.                 | -58.                  |                        |                              |                          | -58.                  |
| 66    | 19,102.               |                           | 25,895.              | -6,793.               |                        |                              |                          | -6,793.               |
| 67    | 5,221.                |                           | 6,927.               | -1,706.               |                        |                              |                          | -1,706.               |
| 68    | 108.                  |                           | 111.                 | -3.                   |                        |                              |                          | -3.                   |
| 69    | 6,265.                |                           | 9,426.               | -3,161.               |                        |                              |                          | -3,161.               |
| 70    | 4,825.                |                           | 6,873.               | -2,048.               |                        |                              |                          | -2,048.               |
| 71    | 22,590.               |                           | 22,856.              | -266.                 |                        |                              |                          | -266.                 |
| 72    | 6,417.                |                           | 6,478.               | -61.                  |                        |                              |                          | -61.                  |
| 73    | 6,461.                |                           | 8,809.               | -2,348.               |                        |                              |                          | -2,348.               |
| 74    | 6,812.                |                           | 9,487.               | -2,675.               |                        |                              |                          | -2,675.               |
| 75    | 4,439.                |                           | 4,203.               | 236.                  |                        |                              |                          | 236.                  |
| 76    | 20,970.               |                           | 24,742.              | -3,772.               |                        |                              |                          | -3,772.               |
| 77    | 6,871.                |                           | 7,619.               | -748.                 |                        |                              |                          | -748.                 |
| 78    | 356.                  |                           | 364.                 | -8.                   |                        |                              |                          | -8.                   |
| 79    | 6,210.                |                           | 7,310.               | -1,100.               |                        |                              |                          | -1,100.               |
| 80    | 6,006.                |                           | 7,867.               | -1,861.               |                        |                              |                          | -1,861.               |
| 81    | 5,090.                |                           | 4,443.               | 647.                  |                        |                              |                          | 647.                  |
| 82    | 55,604.               |                           | 26,659.              | 28,945.               |                        |                              |                          | 28,945.               |
| 83    | 10,100.               |                           | 4,741.               | 5,359.                |                        |                              |                          | 5,359.                |
| 84    | 51,017.               |                           | 28,192.              | 22,825.               |                        |                              |                          | 22,825.               |
| 85    | 29,813.               |                           | 15,735.              | 14,078.               |                        |                              |                          | 14,078.               |
| 86    | 8,258.                |                           | 4,519.               | 3,739.                |                        |                              |                          | 3,739.                |
| 87    | 46,168.               |                           | 16,845.              | 29,323.               |                        |                              |                          | 29,323.               |
| 88    | 9,062.                |                           | 3,943.               | 5,119.                |                        |                              |                          | 5,119.                |
| 89    | 12,655.               |                           | 7,329.               | 5,326.                |                        |                              |                          | 5,326.                |
| 90    | 15,925.               |                           | 11,667.              | 4,258.                |                        |                              |                          | 4,258.                |
| 91    | 9,276.                |                           | 4,350.               | 4,926.                |                        |                              |                          | 4,926.                |
| 92    | 15,633.               |                           | 8,370.               | 7,263.                |                        |                              |                          | 7,263.                |
| 93    | 16,050.               |                           | 10,636.              | 5,414.                |                        |                              |                          | 5,414.                |
| 94    | 15,008.               |                           | 12,133.              | 2,875.                |                        |                              |                          | 2,875.                |
| 95    |                       |                           |                      |                       |                        |                              |                          | 53,237.               |
| Total |                       |                           |                      |                       |                        |                              |                          | \$ 2041132.           |

Client FBB

Fritz B. Burns Foundation  
a Nevada nonprofit corporation

94-3218106

2/11/14

11:32AM

**Statement 15**  
**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: 21800 OXNARD STREET #490  
 City, State, Zip Code: WOODLAND HILLS, CA 91367-7532  
 Telephone: 818-313-8808  
 E-Mail Address:

## 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.

**Statement 16**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

| <u>Name and Address</u>                                  | <u>Donee Relationship</u> | <u>Found-ation Status</u> | <u>Purpose of Grant</u>                                                                                                                                                | <u>Amount</u> |
|----------------------------------------------------------|---------------------------|---------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| Brigham Young University<br>D-346 ASB<br>Provo, UT 84602 | none                      | Not PF                    | Contribution is to a charity exempt under 501(c)(3) which is not a private foundation. Contribution is for funding construction of the Memorial Lounge.                | \$ 500,000.   |
| Brigham Young University<br>D-346 ASB<br>Provo, UT 84602 | none                      | Not PF                    | Contribution is to a charity exempt under 501(c)(3) which is not a private foundation. Contribution is for funding of electronics information technology scholarships. | 50,000.       |

Client FBB

Fritz B. Burns Foundation  
a Nevada nonprofit corporation

94-3218106

2/11/14

11 32AM

Statement 16 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

| <u>Name and Address</u>                                  | <u>Donee Relationship</u> | <u>Found-<br/>ation<br/>Status</u> | <u>Purpose of<br/>Grant</u>                                                                                                                                                    | <u>Amount</u> |
|----------------------------------------------------------|---------------------------|------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| Brigham Young University<br>D-346 ASB<br>Provo, UT 84602 | none                      | Not PF                             | Contribution is to charity exempt under 501(c)(3) which is not a private foundation. Contribution is to provide funding for merit based law student scholarships.              | \$ 100,000.   |
| Brigham Young University<br>D-346 ASB<br>Provo, UT 94602 | none                      | Not PF                             | Contribution is to a charity exempt under 501(c)(3) which is not a private foundation. Contribution is to provide funding for graduate foreign language scholarships.          | 50,000.       |
| Brigham Young University<br>D-346 ASB<br>Provo, UT 84602 | none                      | Not PF                             | Contribution is to a charity exempt under 501(c)(3) which is not a private foundation. Contribution is to provide funding for David O. McKay School of Education scholarships. | 150,000.      |
| Brigham Young University<br>D-346 ASB<br>Provo, UT 84602 | none                      | Not PF                             | Contribution is to a charity exempt under 501(c)(3) which is not a private foundation. Contribution is to provide funding for College of Humanities scholarships.              | 150,000.      |

Client FBB

Fritz B. Burns Foundation  
a Nevada nonprofit corporation

94-3218106

2/11/14

11:32AM

Statement 16 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

| <u>Name and Address</u>                                  | <u>Donee Relationship</u> | <u>Found-<br/>ation<br/>Status</u> | <u>Purpose of<br/>Grant</u>                                                                                                                                                                                                                  | <u>Amount</u> |
|----------------------------------------------------------|---------------------------|------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| Brigham Young University<br>D-346 ASB<br>Provo, UT 84602 | none                      | Not PF                             | Contribution is to a charity exempt under 501(c) (3) which is not a private foundation. Contribution is to provide funding for law professorship.                                                                                            | \$ 300,000.   |
| Brigham Young University<br>D-346 ASB<br>Provo, UT 84602 | none                      | Not PF                             | Contribution is to a charity exempt under 501(c) (3) which is not a private foundation. Contribution is to provide funding for IT Professor in Fulton College of Engineering.                                                                | 50,000.       |
| Brigham Young University<br>D-346 ASB<br>Provo, UT 84602 | none                      | Not PF                             | Contribution is to a charity exempt under 501(c) (3) which is not a private foundation. Contribution is to provide funding for the acquisition of Saint John's Bible (collectible bible) for the Harold B. Lee Library's Special Collection. | 50,000.       |

Client FBB

Fritz B. Burns Foundation  
a Nevada nonprofit corporation

94-3218106

2/11/14

11:32AM

Statement 16 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

| <u>Name and Address</u>                                                        | <u>Donee Relationship</u> | <u>Found-<br/>ation<br/>Status</u> | <u>Purpose of<br/>Grant</u>                                                                                                                                                      | <u>Amount</u> |
|--------------------------------------------------------------------------------|---------------------------|------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| Brigham Young University<br>D-346 ASB<br>Provo, UT 84602                       | none                      | Not PF                             | Contribution is to a charity exempt under 501(c)(3) which is not a private foundation. Contribution is to provide funding for the construction of Nursing Learning Center.       | \$ 750,000.   |
| Criminal Justice Legal Foundation<br>2132 L Street<br>Sacramento, CA 95816     | none                      | Not PF                             | Contribution is to a charity exempt under 501(c)(3) which is not a private foundation. Contribution is for general support of the organization.                                  | 25,000.       |
| Ettie Lee Youth & Family Services<br>P.O. Box 339<br>Baldwin Park, CA 91706    | none                      | Not PF                             | Contribution is to a charity exempt under 501(c)(3) which is not a private foundation. Contribution is for general support of the organization.                                  | 45,000.       |
| Greater Los Angeles Zoo Association<br>5333 Zoo Drive<br>Los Angeles, CA 90027 | none                      | Not PF                             | Contribution is to a charity exempt under 501(c)(3) which is not a private foundation. Contribution is for funding of construction of phase 1 of the organization's master plan. | 150,000.      |

Client FBB

Fritz B. Burns Foundation  
a Nevada nonprofit corporation

94-3218106

2/11/14

11:32AM

Statement 16 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

| <u>Name and Address</u>                                                          | <u>Donee Relationship</u> | <u>Found-<br/>ation<br/>Status</u> | <u>Purpose of<br/>Grant</u>                                                                                                                                                             | <u>Amount</u> |
|----------------------------------------------------------------------------------|---------------------------|------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| Greater Los Angeles Zoo Association<br>5333 Zoo Drive<br>Los Angeles, CA 90027   | none                      | Not PF                             | Contribution is to a charity exempt under 501(c) (3) which is not a private foundation. Contribution is for funding for improvements to Conservation Carousel.                          | \$ 25,000.    |
| Little Sisters of the Poor<br>2100 South Western Avenue<br>Los Angeles, CA 90013 | none                      | Not PF                             | Contribution is to a charity exempt under 501(c) (3) which is not a private foundation. Contribution is for funding the operating budget of the organization.                           | 50,000.       |
| Little Sisters of the Poor<br>2100 South Western Avenue<br>Los Angeles, CA 90013 | none                      | Not PF                             | Contribution is to a charity exempt under 501(c) (3) which is not a private foundation. Contribution is to provide funding for the purchase of a new fire alarm and nurse call systems. | 100,000.      |
| Loyola Marymount University<br>1 LMU Drive, Suite 4900<br>Los Angeles, CA 90045  | none                      | Not PF                             | Contribution is to a charity exempt under 501(c) (3) which is not a private foundation. Contribution is for funding of University scholarships.                                         | 400,000.      |

Client FBB

Fritz B. Burns Foundation  
a Nevada nonprofit corporation

94-3218106

2/11/14

11:32AM

Statement 16 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

| <u>Name and Address</u>                                                            | <u>Donee Relationship</u> | <u>Found-<br/>ation<br/>Status</u> | <u>Purpose of<br/>Grant</u>                                                                                                                                             | <u>Amount</u> |
|------------------------------------------------------------------------------------|---------------------------|------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| Notre Dame High School<br>13645 Riverside Dr<br>Sherman Oaks, CA 91423             | none                      | Not PF                             | Charity is to a charity exempt under 501(c)(3) which is not a private foundation. Contribution is for funding construction of FBB Athletic Center.                      | \$ 200,000.   |
| Pacific Legal Foundation<br>930 G Street<br>Sacramento, CA 94814                   | none                      | Not PF                             | Contribution is to a charity exempt under 501(c)(3) which is not a private foundation. Contribution is for the general support of the organization.                     | 250,000.      |
| Salk Institute<br>P.O. Box 85800<br>San Diego, CA 92186                            | none                      | Not PF                             | Contribution is to a charity exempt under 501(c)(3) which is not a private foundation. Contribution is for funding support of Dave Schubert and Jan Karlseder research. | 200,000.      |
| San Fernando Mission<br>15151 San Fernando Mission Blvd<br>Mission Hills, CA 91345 | none                      | Not PF                             | Contribution is to a charity exempt under 501(c)(3) which is not a private foundation. Contribution is for the general support of the organization.                     | 25,000.       |

Client FBB

Fritz B. Burns Foundation  
a Nevada nonprofit corporation

94-3218106

2/11/14

11:32AM

Statement 16 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

| <u>Name and Address</u>                                                      | <u>Donee Relationship</u> | <u>Found-<br/>ation<br/>Status</u> | <u>Purpose of<br/>Grant</u>                                                                                                                                                                                                         | <u>Amount</u> |
|------------------------------------------------------------------------------|---------------------------|------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| St Bernard High School<br>9100 Falmouth Ave<br>Los Angeles, CA 90293         | none                      | Not PF                             | Contribution is to a charity exempt under 501(c)(3) which is not a private foundation. Contribution is for funding the construction of a marine biology lab & other projects.                                                       | \$ 50,000.    |
| St Genevieve High School<br>13967 Roscoe Blvd<br>Panorama City, CA 91402     | none                      | Not PF                             | Contribution is to a charity exempt under 501(c)(3) which is not a private foundation. Contribution is for the funding of construction of a cafeteria, improvements to football field, classrooms improvements, and other projects. | 300,000.      |
| Thomas Aquinas College<br>10,000 Ojai Rd.<br>Santa Paula, CA 93060           | none                      | Not PF                             | Contribution is to a charity exempt under 501(c)(3) which is not a private foundation. Contribution is for the funding of construction of a classroom building.                                                                     | 3,207,293.    |
| University of Nevada<br>University of Nevada,<br>Reno/0007<br>Reno, NV 89557 | none                      | Not PF                             | Contribution is to a charity exempt under 501(c)(3) which is not a private foundation. Contribution is for funding the construction of a new science building.                                                                      | 50,000.       |

Total \$ 7,227,293.

Client FBB

Fritz B. Burns Foundation  
a Nevada nonprofit corporation

94-3218106

2/11/14

11:32AM

Statement 17  
Form 990-PF, Part XV, Line 3b  
Recipient Approved for Future Payment

| <u>Name and Address</u>                                                           | <u>Donee Relationship</u> | <u>Found-<br/>ation<br/>Status</u> | <u>Purpose of<br/>Grant</u>                                                                                                                                                              | <u>Amount</u>        |
|-----------------------------------------------------------------------------------|---------------------------|------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|
| Greater Los Angeles Zoo<br>Association<br>5333 Zoo Drive<br>Los Angeles, CA 90027 | none                      | Not PF                             | Contribution is to a charity exempt under 501(c)(3) which is not a private foundation. Contribution is to provide funding for construction of phase 1 of the organization's master plan. | \$ 600,000.          |
| Brigham Young University<br>Law School<br>D-346 ASB<br>Provo, UT 84602            | none                      | Not PF                             | Contribution is being made to a charity exempt under 501(c)(3) which is not a private foundation to provide funding for construction of the Memorial Lounge.                             | 500,000.             |
| Total                                                                             |                           |                                    |                                                                                                                                                                                          | <u>\$ 1,100,000.</u> |