

**Exempt Organization Business Income Tax Return**  
(and proxy tax under section 6033(e))

**2010**

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury  
Internal Revenue Service

For calendar year 2010 or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

<p><b>A</b> <input type="checkbox"/> Check box if address changed</p> <p><b>B</b> Exempt under section  <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e)  <input type="checkbox"/> 408A <input type="checkbox"/> 530(a)  <input type="checkbox"/> 529(a)</p> <p><b>C</b> Book value of all assets at end of year <b>475302409.</b></p>	<p><b>Print or Type</b></p> <p>Name of organization ( <input type="checkbox"/> Check box if name changed and see instructions.) <b>SHERMAN FAIRCHILD FOUNDATION, INC.</b></p> <p>Number, street, and room or suite no. If a P.O. box, see instructions. <b>5454 WISCONSIN AVENUE, NO. 1205</b></p> <p>City or town, state, and ZIP code <b>CHEVY CHASE, MD 20815</b></p>	<p><b>D</b> Employer identification number (Employees' trust, see instructions.) <b>13-1951698</b></p> <p><b>E</b> Unrelated business activity codes (See instructions.) <b>525990</b></p>	<p><b>F</b> Group exemption number (See instructions.)</p> <p><b>G</b> Check organization type <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust</p>
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**H** Describe the organization's primary unrelated business activity. **SEE STATEMENT 15**

**I** During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group?  Yes  No  
If "Yes," enter the name and identifying number of the parent corporation.

**J** The books are in care of **MRS. BONNIE HIMMELMAN** Telephone number **301-913-5990**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales			
b Less returns and allowances <span style="float:right">c Balance</span>			
2 Cost of goods sold (Schedule A, line 7)			
3 Gross profit. Subtract line 2 from line 1c			
4a Capital gain net income (attach Schedule D)			
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)			
c Capital loss deduction for trusts			
5 Income (loss) from partnerships and S corporations (attach statement)	<b>&lt;129,407.&gt;</b>	<b>STMT 16</b>	<b>&lt;129,407.&gt;</b>
6 Rent income (Schedule C)			
7 Unrelated debt-financed income (Schedule E)			
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)			
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)			
10 Exploited exempt activity income (Schedule I)			
11 Advertising income (Schedule J)			
12 Other income (See instructions; attach schedule.)			
13 <b>Total.</b> Combine lines 3 through 12	<b>&lt;129,407.&gt;</b>		<b>&lt;129,407.&gt;</b>

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.) (Except for contributions, deductions must be directly connected with the unrelated business income.)			
14 Compensation of officers, directors, and trustees (Schedule K)			
15 Salaries and wages			
16 Repairs and maintenance			
17 Bad debts			
18 Interest (attach schedule)			
19 Taxes and licenses			
20 Charitable contributions (See instructions for limitation rules.)	<b>SEE STATEMENT 17</b>		<b>0.</b>
21 Depreciation (attach Form 4562)	<b>21</b>		
22 Less depreciation claimed on Schedule A and elsewhere on return	<b>22a</b>	<b>22b</b>	
23 Depletion			
24 Contributions to deferred compensation plans			
25 Employee benefit programs			
26 Excess exempt expenses (Schedule I)			
27 Excess readership costs (Schedule J)			
28 Other deductions (attach schedule)			
29 <b>Total deductions.</b> Add lines 14 through 28			<b>0.</b>
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13			<b>&lt;129,407.&gt;</b>
31 Net operating loss deduction (limited to the amount on line 30)			<b>0.</b>
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30			<b>&lt;129,407.&gt;</b>
33 Specific deduction (Generally \$1,000, but see instructions for exceptions.)			<b>1,000.</b>
34 <b>Unrelated business taxable income.</b> Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32			<b>&lt;129,407.&gt;</b>

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here... 36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: 37 Proxy tax. See instructions 38 Alternative minimum tax 39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) 40b Other credits (see instructions) 40c General business credit. Attach Form 3800 40d Credit for prior year minimum tax (attach Form 8801 or 8827) 40e Total credits. Add lines 40a through 40d 41 Subtract line 40e from line 39 42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule) 43 Total tax. Add lines 41 and 42 44a Payments: A 2009 overpayment credited to 2010 300,000. 44b 2010 estimated tax payments 44c Tax deposited with Form 8868 44d Foreign organizations: Tax paid or withheld at source (see instructions) 44e Backup withholding (see instructions) 44f Credit for small employer health insurance premiums (Attach Form 8941) 44g Other credits and payments: Form 2439 Form 4136 Other Total 45 Total payments. Add lines 44a through 44g 300,000. 46 Estimated tax penalty (see instructions). Check if Form 2220 is attached 47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed 48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid 300,000. 49 Enter the amount of line 48 you want: Credited to 2011 estimated tax 300,000. Refunded

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2010 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here VARIOUS 2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file. 3 Enter the amount of tax-exempt interest received or accrued during the tax year \$

Schedule A - Cost of Goods Sold. Enter method of inventory valuation N/A

1 Inventory at beginning of year 2 Purchases 3 Cost of labor 4a Additional section 263A costs 4b Other costs (attach schedule) 5 Total. Add lines 1 through 4b 6 Inventory at end of year 7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2 8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?

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

Sign Here Signature of officer: [Signature] Date: 11/7/11 Title: President

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only Print/Type preparer's name: JOYCE M. UNDERWOOD Preparer's signature: [Signature] Date: 11/4/11 Check [ ] if self-employed PTIN: P00022361 Firm's name: BDO USA, LLP Firm's EIN: 13-5381590 Firm's address: 7101 WISCONSIN AVE., SUITE 800 BETHESDA, MD 20814-4827 Phone no.: (301)654-4900

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)(see instructions)

1. Description of property

Table with 3 main columns: (a) From personal property, (b) From real and personal property, and 3(a) Deductions directly connected with the income. Includes a Total row showing 0.00 for both (a) and (b).

Schedule E - Unrelated Debt-Financed Income (see instructions)

Table with 5 main columns: 1. Description of debt-financed property, 2. Gross income from or allocable to debt-financed property, 3. Deductions directly connected with or allocable to debt-financed property, 4. Amount of average acquisition debt, 5. Average adjusted basis, 6. Column 4 divided by column 5, 7. Gross income reportable, 8. Allocable deductions. Includes a Totals row showing 0.00 for columns 7 and 8.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

Table with 6 main columns: 1. Name of controlled organization, 2. Employer identification number, 3. Net unrelated income (loss), 4. Total of specified payments made, 5. Part of column 4 that is included in the controlling organization's gross income, 6. Deductions directly connected with income in column 5. Includes a Totals row showing 0.00 for columns 5 and 6.

**Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization**  
(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals		0.		0.

**Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income**  
(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals		0.	0.			0.

**Schedule J - Advertising Income** (see instructions)

**Part I Income From Periodicals Reported on a Consolidated Basis**

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))		0.	0.			0.

**Part II Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
(5) Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)		0.	0.			0.

**Schedule K - Compensation of Officers, Directors, and Trustees** (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.



SHERMAN FAIRCHILD FOUNDATION  
 13-1951698  
 FORM 990-T  
 PART I, LINE 5  
 INCOME FROM PARTNERSHIPS

PARTNERSHIP	K-1 Line #	TOTAL	Berkshire Fund VI (OS), L.P.	Berskshire (AIV Direct) Fund VI, L.P.	Berkshire Fund VII (OS), L.P.	Blackstone SGP Capital Partners (Cayman) IV, L.P.	Blackstone RE Partners Int'l II, L.P.
EIN			98-0540458	20-4770808	98-0540463	98-0467780	27-0127939
Income:							
Ordinary Income	1	(275,515)	(1,177)	9,464	(960)	(11,133)	(77,392)
Net rental real estate	2	45,874					
Other net rental	3	2,232					
Interest income	5	161,756					
Ordinary dividends	6	3,165					
Royalties	7	5,626					
Net short-term	8	32,917					
Net long-term	9	77,107					
Sec 1231 gain	10	(33,297)					(253)
Other income (loss)	11a	8,048					
Net sec 1256 gain(loss)	11c	0					
Other income(loss) - 743	11f	3,186					(4)
irc sec 988		(3,764)					
		0					
		0					
Deductions:		0					
Sec 179 deduction	12	0					
Other deductions	13 A-G	(23,350)				30	
Investment interst exp	13h	(16,873)					
Other deductions	13J-I	(51,143)					
Deduction - 2%	13K	(36,508)					
Total foreign taxes	16M	(5,739)					(5,092)
Post 1986 dep	17a-b	(15,151)					
Other deductions	13w	(7,979)					
		(129,407)	(1,177)	9,464	(960)	(11,103)	(82,798)

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 INCOME FROM PARTNERSHIPS

PARTNERSHIP	K-1 Line #	Blackstone RE Partners Int'l II Q, L.P.	Blackstone PB Capital Partners V LP	Blackstone Capital Partners V USS Feeder, L.P.	Blackstone Capital Partners (Cayman) V-A, L.P.	Blackstone RGIS Capital Partners V LP	Blackstone Capital Partners (Cayman II) V- NQ LP
EIN		74-3235583	26-1995844	26-0783540	20-5429794	20-8866363	98-0654255
Income:							
Ordinary Income	1		(206)	(17,422)		9,194	
Net rental real estate	2	11,167	124				
Other net rental	3						
Interest income	5			18	172		
Ordinary dividends	6				45		
Royalties	7						
Net short-term	8					(2)	(22)
Net long-term	9						
Sec 1231 gain	10	(26,198)					
Other income (loss)	11a						
Net sec 1256 gain(loss)	11c						
Other income(loss) - 743 irc sec 988	11f			648			
Deductions:							
Sec 179 deduction	12						
Other deductions	13 A-G		(6)			(14)	
Investment interest exp	13h			(81)			
Other deductions	13J-I						
Deduction - 2%	13K				(12)		(338)
Total foreign taxes	16M	(219)				(318)	
Post 1986 dep	17a-b						
Other deductions	13w					(7,966)	
		(15,295)	(88)	(16,837)	205	894	(360)

PARTNERSHIP	K-1 Line #	Boston	Boston	Drawbridge	Drawbridge	Drawbridge	EnCap Energy
		Ventures L.P. V	Ventures L.P. VII	LDV Fund I-B, L.P.	LDV Fund II-B, L.P.	LDV Fund III- C, L.P.	Capital VII, L.P.
EIN		04-3330730	20-4622363	20-2294127	04-3833237	14-1984869	26-0413806
<b>INCOME</b>							
Income:							
Ordinary Income	1	(36,876)	30,503		(26)	(2,916)	93,015
Net rental real estate	2			(202)	(1,123)	976	
Other net rental	3		2,228				
Interest income	5				17	1,570	
Ordinary dividends	6						
Royalties	7		5,625			1	
Net short-term	8					121	
Net long-term	9					(26)	
Sec 1231 gain	10	(2,869)	(98)				
Other income (loss)	11a						
Net sec 1256 gain(loss)	11c						
Other income(loss) - 743 irc sec 988	11f					11	
<b>DEDUCTIONS</b>							
Deductions:							
Sec 179 deduction	12						
Other deductions	13 A-G						
Investment interest exp	13h					(326)	
Other deductions	13J-I		(41,018)				
Deduction - 2%	13K	(736)	(11,646)		(26)	(1,941)	
Total foreign taxes	16M				(110)		
Post 1986 dep	17a-b	(5,370)	(162)				
Other deductions	13w						
		(45,887)	(14,668)	(202)	(1,268)	(2,530)	93,015

SHERMAN FAIRCHILD FOUNDATION  
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 PART I, LINE 5  
 INCOME FROM PARTNERSHIPS

PARTNERSHIP	K-1 Line #	Fortress Credit Opportunities Fund (A) LP	Fortress Investment Fund V (Fund A) , L.P.	Fortress COPS II-B LP	GC Entrepreneurs Fund III, L.P.	General Catalyst Group V, L.P.	General Catalyst Group V- Supplemental, L.P.
EIN		26-1701157	98-0534591	27-0354858	73-1681628	65-1317069	65-1317070
<b>INCOME</b>							
Income:							
Ordinary Income	1	3,024	4,367			(2,177)	(2,080)
Net rental real estate	2	5					
Other net rental	3	4					
Interest income	5	32,228	8,304	115			
Ordinary dividends	6	1,434	1,676				
Royalties	7						
Net short-term	8	26,552					
Net long-term	9	74,289	468				
Sec 1231 gain	10	23	390				
Other income (loss)	11a	4,196	1	400			
Net sec 1256 gain(loss)	11c						
Other income(loss) - 743 irc sec 988	11f	(5)	2,536				
<b>DEDUCTIONS</b>							
Deductions:							
Sec 179 deduction	12						
Other deductions	13 A-G		(3)				
Investment interest exp	13h	(6,659)	(886)	(4)	1,414		
Other deductions	13J-I	(341)					
Deduction - 2%	13K	(6,411)	(11,517)	(84)	246		
Total foreign taxes	16M						
Post 1986 dep	17a-b		(6,560)				
Other deductions	13w		(13)				
		128,339	(1,237)	427	1,660	(2,177)	(2,080)

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 INCOME FROM PARTNERSHIPS

PARTNERSHIP	K-1 Line #	HIG Bayside Opportunity Fund, L.P.	HIG Europe capital Partners, L.P.	HIG Bayside Debt & LBO Fund II LP	LLR Equity Partners II, L.P.	LLR Equity Partners III LP	Lubert-Adler Real Estate Fund V, L.P.
EIN		20-2142458	98-0533386	26-2239180	20-0111868	26-1077356	20-3865152
<b>INCOME</b>							
Income:							
Ordinary Income	1				(77,013)	(14,629)	(149,337)
Net rental real estate	2						(1,712)
Other net rental	3						
Interest income	5	16,828	2,859	2,956			1,107
Ordinary dividends	6						
Royalties	7						
Net short-term	8	1,596					(1)
Net long-term	9						3
Sec 1231 gain	10				(6)		598
Other income (loss)	11a						22
Net sec 1256 gain(loss)	11c						
Other income(loss) - 743 irc sec 988	11f						
<b>DEDUCTIONS</b>							
Deductions:							
Sec. 179 deduction	12						
Other deductions	13 A-G				(104)	(25)	(115)
Investment interest exp	13h	(2,903)	(4,189)	(1,416)			
Other deductions	13J-I						(8)
Deduction - 2%	13K	(3,470)		(20)			(92)
Total foreign taxes	16M						
Post 1986 dep	17a-b				(1,624)	(791)	(541)
Other deductions	13w						
		12,051	(1,330)	1,520	(79,696)	(16,143)	(150,095)

SHERMAN FAIRCHILD FOUNDATION  
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 PART I, LINE 5  
 INCOME FROM PARTNERSHIPS

PARTNERSHIP	K-1 Line #	Lubert-Adler Real Estate Fund VI, LP	Sankaty Credit Opportunities II, L.P.	Sequoia India Growth Fund I, L.P.	Silver Lake Partners III DE, L.P.	Vestar Capital Partners III, L.P.	Blackstone Europe III NQ LP
EIN		26-1424790	20-2170582	20-5187503	26-4399038	13-3916064	98-0595582
<b>INCOME</b>							
Income:							
Ordinary Income	1	(32,068)			9,858	(9,528)	
Net rental real estate	2						36,639
Other net rental	3						
Interest income	5	2,469	93,113				
Ordinary dividends	6	7	3				
Royalties	7						
Net short-term	8	(7)	4,680				
Net long-term	9		2,373				
Sec 1231 gain	10	(62)				(4,822)	
Other income (loss)	11a		3,429				
Net sec 1256 gain(loss)	11c						
Other income(loss) - 743 irc sec 988	11f		(3,764)				
<b>DEDUCTIONS</b>							
Deductions:							
Sec 179 deduction	12						
Other deductions	13 A-G	(16)	(23,097)				
Investment interest exp	13h	(1,770)	(53)				
Other deductions	13J-I	(9)		(35)	(9,732)		
Deduction - 2%	13K	(383)	(78)				
Total foreign taxes	16M						
Post 1986 dep	17a-b	(103)					
Other deductions	13w						
		(31,942)	76,606	(35)	126	(14,350)	36,639

## Application for Extension of Time To File an Exempt Organization Return

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

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

**Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

<b>Type or print</b>	Name of exempt organization <b>SHERMAN FAIRCHILD FOUNDATION, INC.</b>	Employer identification number <b>13-1951698</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>5454 WISCONSIN AVENUE, NO. 1205</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>CHEVY CHASE, MD 20815</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 07

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**MRS. BONNIE HIMMELMAN**

• The books are in the care of ▶ **5454 WISCONSIN AVENUE, NO. 1205 - CHEVY CHASE, MD 20815**  
Telephone No. ▶ **301-913-5990** FAX No. ▶ \_\_\_\_\_

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **NOVEMBER 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶  calendar year **2010** or  
▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

2 If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	300,000.
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.