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Form 990-PF

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

OMB No 1545-0052

**2008**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 2008, or tax year beginning **DEC 1, 2008**, and ending **NOV 30, 2009**G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation  
**THE NORCLIFFE FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**999 THIRD AVENUE, SUITE 1006**

City or town, state, and ZIP code  
**SEATTLE, WA 98104**

A Employer identification number  
**91-6029352**

B Telephone number  
**206-682-4820**

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐  
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16)  
**\$ 274,993,912.** (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

| Part I Analysis of Revenue and Expenses<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).) |                                                                                    | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                             | 1 Contributions, gifts, grants, etc., received                                     | 3,943,340.                         |                           | N/A                     |                                                             |
|                                                                                                                                                     | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |                                                             |
|                                                                                                                                                     | 3 Interest on savings and temporary cash investments                               | 54,211.                            | 54,211.                   |                         | STATEMENT 1                                                 |
|                                                                                                                                                     | 4 Dividends and interest from securities                                           | 5,446,414.                         | 5,446,414.                |                         | STATEMENT 2                                                 |
|                                                                                                                                                     | 5a Gross rents                                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                     | b Net rental income or (loss)                                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                     | 6a Net gain or (loss) from sale of assets not on line 10                           | 4,942,100.                         |                           |                         | STATEMENT 3                                                 |
|                                                                                                                                                     | b Gross sales price for all assets on line 6a                                      | 4,942,100.                         |                           |                         |                                                             |
|                                                                                                                                                     | 7 Capital gain net income (from Part IV, line 2)                                   |                                    | 0.                        |                         |                                                             |
|                                                                                                                                                     | 8 Net short-term capital gain                                                      |                                    |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                               | 9 Income modifications                                                             |                                    |                           |                         |                                                             |
|                                                                                                                                                     | 10a Gross sales less returns and allowances                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                     | b Less Cost of goods sold                                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                     | c Gross profit or (loss)                                                           |                                    |                           |                         |                                                             |
|                                                                                                                                                     | 11 Other income                                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                     | 12 Total. Add lines 1 through 11                                                   | 14,386,065.                        | 5,500,625.                |                         |                                                             |
|                                                                                                                                                     | 13 Compensation of officers, directors, trustees, etc.                             | 112,353.                           | 28,088.                   |                         | 84,265.                                                     |
|                                                                                                                                                     | 14 Other employee salaries and wages                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                     | 15 Pension plans, employee benefits                                                | 1,880.                             | 470.                      |                         | 1,410.                                                      |
|                                                                                                                                                     | 16a Legal fees                                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                     | b Accounting fees                                                                  | 27,902.                            | 13,951.                   |                         | 13,951.                                                     |
|                                                                                                                                                     | c Other professional fees                                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                     | 17 Interest                                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                     | 18 Taxes                                                                           | 6,237.                             | 1,559.                    |                         | 4,677.                                                      |
|                                                                                                                                                     | 19 Depreciation and depletion                                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                     | 20 Occupancy                                                                       | 16,633.                            | 8,316.                    |                         | 8,316.                                                      |
|                                                                                                                                                     | 21 Travel, conferences, and meetings                                               |                                    |                           |                         |                                                             |
| 22 Printing and publications                                                                                                                        |                                                                                    |                                    |                           |                         |                                                             |
| 23 Other expenses                                                                                                                                   | 36,730.                                                                            | 12,802.                            |                           | 23,928.                 |                                                             |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                             | 201,735.                                                                           | 65,186.                            |                           | 136,547.                |                                                             |
| 25 Contributions, gifts, grants paid                                                                                                                | 15,428,490.                                                                        |                                    |                           | 15,428,490.             |                                                             |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                            | 15,630,225.                                                                        | 65,186.                            |                           | 15,565,037.             |                                                             |
| 27 Subtract line 26 from line 12.                                                                                                                   |                                                                                    |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                 | <1,244,160.>                                                                       |                                    |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                    |                                                                                    | 5,435,439.                         |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                      |                                                                                    |                                    | N/A                       |                         |                                                             |

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Form 990-PF (2008)

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| Part II Balance Sheets      |                                                                                      | Beginning of year | End of year    |                |
|-----------------------------|--------------------------------------------------------------------------------------|-------------------|----------------|----------------|
|                             |                                                                                      |                   | (a) Book Value | (b) Book Value |
| Assets                      | 1 Cash - non-interest-bearing                                                        | 4,534,576.        | 248,297.       | 248,297.       |
|                             | 2 Savings and temporary cash investments                                             | 2,495.            | 2,189,015.     | 2,189,015.     |
|                             | 3 Accounts receivable ▶                                                              |                   |                |                |
|                             | Less: allowance for doubtful accounts ▶                                              |                   |                |                |
|                             | 4 Pledges receivable ▶                                                               |                   |                |                |
|                             | Less: allowance for doubtful accounts ▶                                              |                   |                |                |
|                             | 5 Grants receivable                                                                  |                   |                |                |
|                             | 6 Receivables due from officers, directors, trustees, and other disqualified persons |                   |                |                |
|                             | 7 Other notes and loans receivable ▶                                                 |                   |                |                |
|                             | Less: allowance for doubtful accounts ▶                                              |                   |                |                |
|                             | 8 Inventories for sale or use                                                        |                   |                |                |
|                             | 9 Prepaid expenses and deferred charges                                              |                   |                |                |
|                             | 10a Investments - U.S. and state government obligations                              |                   |                |                |
|                             | b Investments - corporate stock STMT 7                                               | 23,830,089.       | 24,685,688.    | 272,556,600.   |
|                             | c Investments - corporate bonds                                                      |                   |                |                |
| Liabilities                 | 11 Investments - land, buildings, and equipment: basis ▶                             |                   |                |                |
|                             | Less: accumulated depreciation ▶                                                     |                   |                |                |
|                             | 12 Investments - mortgage loans                                                      |                   |                |                |
|                             | 13 Investments - other                                                               |                   |                |                |
|                             | 14 Land, buildings, and equipment: basis ▶                                           |                   |                |                |
|                             | Less: accumulated depreciation ▶                                                     |                   |                |                |
|                             | 15 Other assets (describe ▶)                                                         |                   |                |                |
|                             | 16 Total assets (to be completed by all filers)                                      | 28,367,160.       | 27,123,000.    | 274,993,912.   |
|                             | 17 Accounts payable and accrued expenses                                             |                   |                |                |
|                             | 18 Grants payable                                                                    |                   |                |                |
| Net Assets or Fund Balances | 19 Deferred revenue                                                                  |                   |                |                |
|                             | 20 Loans from officers, directors, trustees, and other disqualified persons          |                   |                |                |
|                             | 21 Mortgages and other notes payable                                                 |                   |                |                |
|                             | 22 Other liabilities (describe ▶)                                                    |                   |                |                |
| Net Assets or Fund Balances | 23 Total liabilities (add lines 17 through 22)                                       | 0.                | 0.             |                |
|                             | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>   |                   |                |                |
|                             | 24 Unrestricted                                                                      | 28,367,160.       | 27,123,000.    |                |
|                             | 25 Temporarily restricted                                                            |                   |                |                |
|                             | 26 Permanently restricted                                                            |                   |                |                |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>       |                   |                |                |
|                             | 27 Capital stock, trust principal, or current funds                                  |                   |                |                |
|                             | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                    |                   |                |                |
|                             | 29 Retained earnings, accumulated income, endowment, or other funds                  |                   |                |                |
|                             | 30 Total net assets or fund balances                                                 | 28,367,160.       | 27,123,000.    |                |
| Net Assets or Fund Balances | 31 Total liabilities and net assets/fund balances                                    | 28,367,160.       | 27,123,000.    |                |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 28,367,160.  |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | <1,244,160.> |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.           |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 27,123,000.  |
| 5 Decreases not included in line 2 (itemize) ▶                                                                                                                  | 5 | 0.           |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 27,123,000.  |

**Part IV Capital Gains and Losses for Tax on Investment Income**

|                                                                                                                                    |      |                                                  |                                      |                                  |
|------------------------------------------------------------------------------------------------------------------------------------|------|--------------------------------------------------|--------------------------------------|----------------------------------|
| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.) |      | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
| 1a                                                                                                                                 |      |                                                  |                                      |                                  |
| b                                                                                                                                  | NONE |                                                  |                                      |                                  |
| 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 (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
| (i) F.M.V. as of 12/31/69                                                                   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                 |
| a                                                                                           |                                      |                                                 |                                                                                                 |
| b                                                                                           |                                      |                                                 |                                                                                                 |
| c                                                                                           |                                      |                                                 |                                                                                                 |
| d                                                                                           |                                      |                                                 |                                                                                                 |
| e                                                                                           |                                      |                                                 |                                                                                                 |

  

|                                                                                                                                                                                |                                                                                   |   |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|---|--|
| 2 Capital gain net income or (net capital loss)                                                                                                                                | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 | 2 |  |
| 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).<br>If (loss), enter -0- in Part I, line 8 |                                                                                   | 3 |  |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2007                                                                 | 13,561,222.                              | 231,759,474.                                 | .058514                                                     |
| 2006                                                                 | 19,143,326.                              | 390,121,852.                                 | .049070                                                     |
| 2005                                                                 | 11,387,746.                              | 245,627,883.                                 | .046362                                                     |
| 2004                                                                 | 11,387,744.                              | 242,647,041.                                 | .046931                                                     |
| 2003                                                                 | 8,430,536.                               | 204,106,249.                                 | .041305                                                     |

|                                                                                                                                                                                                                        |   |              |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|--------------|
| 2 Total of line 1, column (d)                                                                                                                                                                                          | 2 | .242182      |
| 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 | .048436      |
| 4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5                                                                                                                                         | 4 | 236,537,039. |
| 5 Multiply line 4 by line 3                                                                                                                                                                                            | 5 | 11,456,908.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                           | 6 | 54,354.      |
| 7 Add lines 5 and 6                                                                                                                                                                                                    | 7 | 11,511,262.  |
| 8 Enter qualifying distributions from Part XII, line 4<br>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.<br>See the Part VI instructions | 8 | 15,565,037.  |

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

|    |                                                                                                                                                                                                                           |             |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions) |             |
| b  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                | 1 54,354.   |
| c  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)                                                                                                   |             |
| 2  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                 | 2 0.        |
| 3  | Add lines 1 and 2                                                                                                                                                                                                         | 3 54,354.   |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                               | 4 0.        |
| 5  | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                   | 5 54,354.   |
| 6  | Credits/Payments:                                                                                                                                                                                                         |             |
| a  | 2008 estimated tax payments and 2007 overpayment credited to 2008                                                                                                                                                         | 6a 128,359. |
| b  | Exempt foreign organizations - tax withheld at source                                                                                                                                                                     | 6b          |
| c  | Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                       | 6c          |
| d  | Backup withholding erroneously withheld                                                                                                                                                                                   | 6d          |
| 7  | Total credits and payments. Add lines 6a through 6d                                                                                                                                                                       | 7 128,359.  |
| 8  | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                              | 8           |
| 9  | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                             | 9           |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                 | 10 74,005.  |
| 11 | Enter the amount of line 10 to be: Credited to 2009 estimated tax <input checked="" type="checkbox"/> 74,005. Refunded <input type="checkbox"/> 0.                                                                        | 11 0.       |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                           | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                   |     | X  |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>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 |     | X  |
| 1c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                   |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.                                                                                                                                                                    |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.                                                                                                                                                                                             |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                           |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                                                                                                              |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                            |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                        |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                      |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?      | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year?<br>If "Yes," complete Part II, col (c), and Part XIV                                                                                                                                                                                                    | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>WA</u>                                                                                                                                                                                                                           |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation                                                                                                                             | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV                                                                                    |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                     |     | X  |

N/A

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

|    |                                                                                                                                                                                         |    |   |   |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 |   | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?                                                                   | 12 |   | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                     | 13 | X |   |

Website address ► N/A

14 The books are in care of ► MS. ARLINE HEFFERLINE Telephone no. ► 206-682-4820  
 Located at ► 999 THIRD AVENUE, SUITE 1006, SEATTLE, WA ZIP+4 ► 98104

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐  
 and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Yes                                                                 | No                                  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
| 1a During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                     |                                     |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |                                     |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |                                     |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |                                     |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                              | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |                                     |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |                                     |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |                                     |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?                                                                                                                                                                                                                                                             |                                                                     | <input checked="" type="checkbox"/> |
| Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                     |                                                                     |                                     |
| 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 2008?                                                                                                                                                                                                                                                                                                         |                                                                     | <input checked="" type="checkbox"/> |
| 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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |                                     |
| If "Yes," list the years ► <u>N/A</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                     |                                     |
| 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.)                                                                                                                                                                                       |                                                                     | <input checked="" type="checkbox"/> |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here<br>► <u>N/A</u>                                                                                                                                                                                                                                                                                                                                                                 |                                                                     |                                     |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                     | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |                                     |
| b If "Yes," did it have excess business holdings in 2008 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 2008.) |                                                                     | <input checked="" type="checkbox"/> |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                |                                                                     | <input checked="" type="checkbox"/> |
| 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 2008?                                                                                                                                                                                                                                                               |                                                                     | <input checked="" type="checkbox"/> |

Form 990-PF (2008)

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob 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 ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ ☒ N/Ac 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)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If you answered "Yes" to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob 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.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SEE STATEMENT 8      |                                                           | 112,353.                                  | 1,880.                                                                | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

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

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

0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-------------------------------------------------------------|---------------------|------------------|
| NONE                                                        |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

Total number of others receiving over \$50,000 for professional services

0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

|        | Expenses |
|--------|----------|
| 1 NONE |          |
|        | 0.       |
| 2      |          |
|        |          |
| 3      |          |
|        |          |
| 4      |          |
|        |          |

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

|                                                          | Amount |
|----------------------------------------------------------|--------|
| 1 N/A                                                    |        |
|                                                          |        |
| 2                                                        |        |
|                                                          |        |
| All other program-related investments. See instructions. |        |
| 3                                                        |        |
|                                                          |        |
| Total. Add lines 1 through 3                             | 0.     |

Form 990-PF (2008)

**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

|   |                                                                                                             |    |              |
|---|-------------------------------------------------------------------------------------------------------------|----|--------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |    |              |
| a | Average monthly fair market value of securities                                                             | 1a | 236,695,644. |
| b | Average of monthly cash balances                                                                            | 1b | 3,443,482.   |
| c | Fair market value of all other assets                                                                       | 1c |              |
| d | Total (add lines 1a, b, and c)                                                                              | 1d | 240,139,126. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | 1e | 0.           |
| 2 | Acquisition indebtedness applicable to line 1 assets                                                        | 2  | 0.           |
| 3 | Subtract line 2 from line 1d                                                                                | 3  | 240,139,126. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 3,602,087.   |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 236,537,039. |
| 6 | Minimum investment return. Enter 5% of line 5                                                               | 6  | 11,826,852.  |

**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  | 11,826,852. |
| 2a | Tax on investment income for 2008 from Part VI, line 5                                             | 2a | 54,354.     |
| b  | Income tax for 2008. (This does not include the tax from Part VI.)                                 | 2b |             |
| c  | Add lines 2a and 2b                                                                                | 2c | 54,354.     |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 11,772,498. |
| 4  | Recoveries of amounts treated as qualifying distributions                                          | 4  | 0.          |
| 5  | Add lines 3 and 4                                                                                  | 5  | 11,772,498. |
| 6  | Deduction from distributable amount (see instructions)                                             | 6  | 0.          |
| 7  | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 11,772,498. |

**Part XII** Qualifying Distributions (see instructions)

|   |                                                                                                                                   |    |             |
|---|-----------------------------------------------------------------------------------------------------------------------------------|----|-------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                        |    |             |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                     | 1a | 15,565,037. |
| b | Program-related investments - total from Part IX-B                                                                                | 1b | 0.          |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | 2  |             |
| 3 | Amounts set aside for specific charitable projects that satisfy the:                                                              |    |             |
| a | Suitability test (prior IRS approval required)                                                                                    | 3a |             |
| b | Cash distribution test (attach the required schedule)                                                                             | 3b |             |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                        | 4  | 15,565,037. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5  | 54,354.     |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    | 6  | 15,510,683. |

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 2007 | (c)<br>2007 | (d)<br>2008 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2008 from Part XI, line 7                                                                                                                       |               |                            |             | 11,772,498. |
| 2 Undistributed income, if any, as of the end of 2007                                                                                                                      |               |                            |             |             |
| a Enter amount for 2007 only                                                                                                                                               |               |                            | 0.          |             |
| b Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2008:                                                                                                                         |               |                            |             |             |
| a From 2003                                                                                                                                                                |               |                            |             |             |
| b From 2004                                                                                                                                                                |               |                            |             |             |
| c From 2005                                                                                                                                                                |               |                            |             |             |
| d From 2006                                                                                                                                                                |               |                            |             |             |
| e From 2007                                                                                                                                                                | 2,233,448.    |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 2,233,448.    |                            |             |             |
| 4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 15,565,037.                                                                                                |               |                            |             |             |
| a Applied to 2007, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| b Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| d Applied to 2008 distributable amount                                                                                                                                     |               |                            |             | 11,772,498. |
| e Remaining amount distributed out of corpus                                                                                                                               | 3,792,539.    |                            |             |             |
| 5 Excess distributions carryover applied to 2008 (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                                                                                                                        | 6,025,987.    |                            |             |             |
| 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 2007. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009                                                              |               |                            |             | 0.          |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2003 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a                                                                                              | 6,025,987.    |                            |             |             |
| 10 Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| a Excess from 2004                                                                                                                                                         |               |                            |             |             |
| b Excess from 2005                                                                                                                                                         |               |                            |             |             |
| c Excess from 2006                                                                                                                                                         |               |                            |             |             |
| d Excess from 2007                                                                                                                                                         | 2,233,448.    |                            |             |             |
| e Excess from 2008                                                                                                                                                         | 3,792,539.    |                            |             |             |

**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 2008, 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) |
|--|---------------|--|------------|

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

b 85% of line 2a

**c** Qualifying distributions from Part XII,  
line 4 for each year listed

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

**(2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

**b "Endowment" alternative test** - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

**(3) Largest amount of support from an exempt organization**

(4) Gross investment income

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

- ### 1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2) )

ARLINE HEFFERLINE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed.

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

c Any submission deadlines:

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

**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<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount          |
|-----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|-----------------|
| <b>a Paid during the year</b><br><br><b>SEE ATTACHED STATEMENT</b>    |                                                                                                                    |                                      |                                     | 15428490.       |
| <b>Total</b>                                                          |                                                                                                                    |                                      |                                     | ▶ 3a 15428490.  |
| <b>b Approved for future payment</b><br><b>SEE ATTACHED STATEMENT</b> |                                                                                                                    |                                      |                                     | 7,990,244.      |
| <b>Total</b>                                                          |                                                                                                                    |                                      |                                     | ▶ 3b 7,990,244. |





**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

**2008**

Name of the organization

THE NORCLIFFE FOUNDATION

Employer identification number

91-6029352

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

**General Rule**

- ☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ \_\_\_\_\_

**Caution.** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

Employer identification number

THE NORCLIFFE FOUNDATION

91-6029352

**Part I** Contributors (see instructions)

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                          | (c)<br>Aggregate contributions | (d)<br>Type of contribution                                                                                                                                                  |
|------------|----------------------------------------------------------------------------|--------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | ANN WYCKOFF<br>999 THIRD AVENUE, SUITE 1006<br>SEATTLE, WA 98104           | \$ 151,433.                    | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution)  |
| 2          | MARY ELLEN HUGHES<br>999 THIRD AVENUE, SUITE 1006<br>SEATTLE, WA 98104     | \$ 1,690,107.                  | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| 3          | THEILINE P. SCHEUMANN<br>999 THIRD AVENUE, SUITE 1006<br>SEATTLE, WA 98104 | \$ 925,000.                    | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)  |
| 4          | CHARLES M. PIGOTT<br>999 THIRD AVENUE, SUITE 1006<br>SEATTLE, WA 98104     | \$ 1,176,800.                  | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution)  |
|            |                                                                            | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)             |
|            |                                                                            | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)             |

Name of organization

Employer identification number

THE NORCLIFFE FOUNDATION

91-6029352

**Part II** Noncash Property (see instructions)

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|------------------------------|----------------------------------------------|------------------------------------------------|----------------------|
| 1                            | 4,450 SHARES OF PACCAR STOCK                 | \$ 151,433.                                    | 06/11/09             |
| 4                            | 40,000 SHARES OF PACCAR STOCK                | \$ 1,176,800.                                  | 07/10/09             |
|                              |                                              | \$                                             |                      |
|                              |                                              | \$                                             |                      |
|                              |                                              | \$                                             |                      |
|                              |                                              | \$                                             |                      |
|                              |                                              | \$                                             |                      |
|                              |                                              | \$                                             |                      |

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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| SOURCE                                         | AMOUNT  |
|------------------------------------------------|---------|
| BANK OF AMERICA CD                             | 53,982. |
| BANK OF AMERICA CHECKING                       | 223.    |
| BANK OF AMERICA SAVINGS                        | 6.      |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 54,211. |

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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| SOURCE                           | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| ALLSTATE CORP                    | 580.         | 0.                         | 580.                 |
| CHARLES SCHWAB ACCOUNT DIVIDENDS | 996.         | 0.                         | 996.                 |
| CHEVRON                          | 33,906.      | 0.                         | 33,906.              |
| EL PASO NAT'L GAS                | 89.          | 0.                         | 89.                  |
| EQUIFAX                          | 80.          | 0.                         | 80.                  |
| EXPEDITORS INTERNATIONAL         | 4,970.       | 0.                         | 4,970.               |
| FIDELITY NATL INFO SERVICES      | 50.          | 0.                         | 50.                  |
| GENERAL ELECTRIC                 | 6,106.       | 0.                         | 6,106.               |
| JOHNSON & JOHNSON                | 2,242.       | 0.                         | 2,242.               |
| LENDER PROCESSING                | 50.          | 0.                         | 50.                  |
| MERCK & CO                       | 1,961.       | 0.                         | 1,961.               |
| PACCAR                           | 5,394,784.   | 0.                         | 5,394,784.           |
| UNITEDHEALTH GROUP               | 600.         | 0.                         | 600.                 |
| TOTAL TO FM 990-PF, PART I, LN 4 | 5,446,414.   | 0.                         | 5,446,414.           |

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|             |                                    |           |   |
|-------------|------------------------------------|-----------|---|
| FORM 990-PF | GAIN OR (LOSS) FROM SALE OF ASSETS | STATEMENT | 3 |
|-------------|------------------------------------|-----------|---|

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| (A)<br>DESCRIPTION OF PROPERTY          | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|-----------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| EXCESS OF FMV OVER COST OF CONTRIBUTION |                             |                               |                           |                |                     |
|                                         | 4,942,100.                  | 0.                            | 0.                        | 0.             | 4,942,100.          |
| NET GAIN OR LOSS FROM SALE OF ASSETS    |                             |                               |                           |                | 4,942,100.          |
| CAPITAL GAINS DIVIDENDS FROM PART IV    |                             |                               |                           |                | 0.                  |
| TOTAL TO FORM 990-PF, PART I, LINE 6A   |                             |                               |                           |                | 4,942,100.          |

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|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 4 |
|-------------|-----------------|-----------|---|

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| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| PROFESSIONAL FEES            | 27,902.                      | 13,951.                           |                               | 13,951.                       |
| TO FORM 990-PF, PG 1, LN 16B | 27,902.                      | 13,951.                           |                               | 13,951.                       |

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|             |       |           |   |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 5 |
|-------------|-------|-----------|---|

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| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| PAYROLL TAXES               | 6,237.                       | 1,559.                            |                               | 4,677.                        |
| TO FORM 990-PF, PG 1, LN 18 | 6,237.                       | 1,559.                            |                               | 4,677.                        |

|             |                |           |   |
|-------------|----------------|-----------|---|
| FORM 990-PF | OTHER EXPENSES | STATEMENT | 6 |
|-------------|----------------|-----------|---|

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| TELEPHONE                   | 1,219.                       | 609.                              |                               | 609.                          |
| INSURANCE                   | 15,521.                      | 7,761.                            |                               | 7,761.                        |
| MISCELLANEOUS               | 2,169.                       | 542.                              |                               | 1,627.                        |
| DUES AND SUBSCRIPTION       | 12,624.                      | 2,542.                            |                               | 10,082.                       |
| BANK SERVICE CHARGES        | 62.                          | 62.                               |                               | 0.                            |
| COMPUTER/INTERNET           | 5,125.                       | 1,281.                            |                               | 3,844.                        |
| LICENSES AND PERMITS        | 10.                          | 5.                                |                               | 5.                            |
| TO FORM 990-PF, PG 1, LN 23 | 36,730.                      | 12,802.                           |                               | 23,928.                       |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 7 |
|-------------|-----------------|-----------|---|

| DESCRIPTION                             | BOOK VALUE  | FAIR MARKET<br>VALUE |
|-----------------------------------------|-------------|----------------------|
| ALLSTATE                                | 11,337.     | 16,307.              |
| FIDELITY                                | 3,318.      | 5,650.               |
| CHEVRON                                 | 587,179.    | 1,006,092.           |
| BOSTON SCIENTIFIC                       | 56,929.     | 21,084.              |
| EQUIFAX                                 | 8,170.      | 14,325.              |
| EXPEDITORS INTERNATIONAL                | 334,865.    | 453,406.             |
| FOREST LABORATORIES                     | 48,926.     | 45,990.              |
| GENERAL ELECTRIC                        | 67,677.     | 119,285.             |
| JOHNSON AND JOHNSON                     | 35,068.     | 74,151.              |
| MEDCOHEALTH SOLUTIONS                   | 1,025.      | 19,580.              |
| MERCK & CO                              | 18,137.     | 46,711.              |
| PACCAR                                  | 22,525,117. | 270,151,123.         |
| UNITEDHEALTH CARE                       | 985,500.    | 573,400.             |
| LENDER PROCESSING SERVICES              | 2,440.      | 5,223.               |
| EL PASO NATURAL GAS                     | 0.          | 4,273.               |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 24,685,688. | 272,556,600.         |

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FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS                      STATEMENT      8  
                                          TRUSTEES AND FOUNDATION MANAGERS

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| NAME AND ADDRESS                                                                                            | TITLE AND<br>AVRG HRS/WK   | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN<br>CONTRIB | EXPENSE<br>ACCOUNT |
|-------------------------------------------------------------------------------------------------------------|----------------------------|-------------------|---------------------------------|--------------------|
| ANN P. WYCKOFF<br>C/O THE NORCLIFFE FOUNDATION;<br>999 THIRD AVENUE, SUITE 1006<br>SEATTLE, WA 98104        | TREASURER<br><br>0.00      | <br><br>0.        | <br><br>0.                      | <br><br>0.         |
| ARLINE HEFFERLINE<br>C/O THE NORCLIFFE FOUNDATION;<br>999 THIRD AVENUE, SUITE 1006<br>SEATTLE, WA 98104     | SECRETARY<br><br>40.00     | <br><br>112,353.  | <br><br>1,880.                  | <br><br>0.         |
| JAMES C. PIGOTT<br>C/O THE NORCLIFFE FOUNDATION;<br>999 THIRD AVENUE, SUITE 1006<br>SEATTLE, WA 98104       | TRUSTEE<br><br>0.00        | <br><br>0.        | <br><br>0.                      | <br><br>0.         |
| CHARLES M. PIGOTT<br>C/O THE NORCLIFFE FOUNDATION;<br>999 THIRD AVENUE, SUITE 1006<br>SEATTLE, WA 98104     | TRUSTEE<br><br>0.00        | <br><br>0.        | <br><br>0.                      | <br><br>0.         |
| SUSAN W. POHL<br>C/O THE NORCLIFFE FOUNDATION;<br>999 THIRD AVENUE, SUITE 1006<br>SEATTLE, WA 98104         | VICE PRESIDENT<br><br>0.00 | <br><br>0.        | <br><br>0.                      | <br><br>0.         |
| THEILINE P. SCHEUMANN<br>C/O THE NORCLIFFE FOUNDATION;<br>999 THIRD AVENUE, SUITE 1006<br>SEATTLE, WA 98104 | TRUSTEE<br><br>0.00        | <br><br>0.        | <br><br>0.                      | <br><br>0.         |
| LISA ANDERSON<br>C/O THE NORCLIFFE FOUNDATION;<br>999 THIRD AVENUE, SUITE 1006<br>SEATTLE, WA 98104         | PRESIDENT<br><br>0.00      | <br><br>0.        | <br><br>0.                      | <br><br>0.         |
| MARY PIGOTT<br>C/O THE NORCLIFFE FOUNDATION;<br>999 THIRD AVENUE, SUITE 1006<br>SEATTLE, WA 98104           | TRUSTEE<br><br>0.00        | <br><br>0.        | <br><br>0.                      | <br><br>0.         |
| DAVID WRIGHT<br>C/O THE NORCLIFFE FOUNDATION;<br>999 THIRD AVENUE, SUITE 1006<br>SEATTLE, WA 98104          | TRUSTEE<br><br>0.00        | <br><br>0.        | <br><br>0.                      | <br><br>0.         |

THE NORCLIFFE FOUNDATION

91-6029352

NORA KENWAY  
C/O THE NORCLIFFE FOUNDATION;  
999 THIRD AVENUE, SUITE 1006  
SEATTLE, WA 98104

TRUSTEE

0.00

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

112,353.

1,880.

0.

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

OMB No 1545-1709

► **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.**

**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.*

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. 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*.

|                  |                                                                                                              |                                |
|------------------|--------------------------------------------------------------------------------------------------------------|--------------------------------|
| Type or<br>print | Name of Exempt Organization                                                                                  | Employer identification number |
|                  | THE NORCLIFFE FOUNDATION                                                                                     | 91-6029352                     |
|                  | Number, street, and room or suite no. If a P.O. box, see instructions.<br>999 THIRD AVENUE, SUITE 1006       |                                |
|                  | City, town or post office, state, and ZIP code For a foreign address, see instructions.<br>SEATTLE, WA 98104 |                                |

**Check type of return to be filed**(file a separate application for each return):

- |                                                 |                                                                   |                                    |
|-------------------------------------------------|-------------------------------------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

**MS. ARLINE HEFFERLINE**

- The books are in the care of ► **999 THIRD AVENUE, SUITE 1006, SEATTLE, WA - 98104**  
Telephone No. ► **206-682-4820** 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 will cover

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **JULY 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☐ calendar year \_\_\_\_\_ or  
► ☒ tax year beginning **DEC 1, 2008**, and ending **NOV 30, 2009**

- 2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

|                                                                                                                                                                                                                                      |           |                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------------------|
| <b>3a</b> 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.                                                                           | <b>3a</b> | \$ <b>54,354.</b>  |
| <b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit                                                       | <b>3b</b> | \$ <b>128,359.</b> |
| <b>c</b> <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | <b>3c</b> | \$ <b>0.</b>       |

**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

NORCLIFFE FOUNDATION  
EIN: 91-6029352  
FORM 990-PF  
PART XV, LINE 2

# THE NORCLIFFE FOUNDATION

Our President is Lisa Anderson.

## PROGRAM GUIDELINES

STATEMENT OF PURPOSE - The purpose of The Norcliffe Foundation is the improvement of the quality of life of all people in the community by the application of financial and human resources.

## GUIDELINES

1. Geographical Areas - Puget Sound Area of Washington State

2 Categories

The Norcliffe Foundation provides grants in the areas of health, education, social services, civic improvement, religion, culture and the arts, the environment, historic preservation and youth programs.

3. The Norcliffe Foundation excludes from consideration grants to:

*3a) Organizations without tax-exempt status under Section 501(c)3 of the Internal Revenue Code*

*3b) Organizations for deficit financing*

*3c) Individuals on their own behalf or for the benefit of specific individuals.*

4) General Information -

*4a) Trustees do not conduct personal interviews with applicants unless The Foundation trustees request a personal visit*

*4b) There are no specific deadlines for receipt of proposals, or formal applications used One copy of a letter proposal and/or common grant application form should be directed to the President. A request should be specific in both project and funding desired and should also include the following*

- A list of the Board of Directors
- An IRS 501(c)3 Determination Letter
- A financial statement & budget information
- Background information on the agency applying
- Funding received & applied for (Identifying the amount & source)

*4c) Areas of funding include capital campaigns, operating budgets and special projects*

*4d) Since the review process entails careful study, an applicant should allow three to six months for a decision An acknowledgement letter will be sent with further information upon receipt of the application*

NORCLIFFE FOUNDATION  
EIN: 91-6029352

**ATTACHMENT TO PART XV**

All organizations on the following attachments are qualified §501(c)(3) public charities.  
Each grant was made to further the charitable purpose of the organization.

# Payments Made - Fiscal Year Ending 11/30/2009

2/8/2010

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                     | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes                                                                  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|----------------------------------------------------------------------------------------|
| <b>December 2008</b>                                                                                                                                                                                  |                       |                 |                   |                 |                                                                                        |
| Artsfund<br>Support<br>\$ 7,500 00                                                                                                                                                                    | 2903<br>A0202903      | 12/15/2008      | \$7,500.00        | Other           | 9644                                                                                   |
| DASSdance<br>Dance "Fighting Water" to premier March 2009 to<br>promote conserving and recycling water<br>\$ 2,500 00                                                                                 | 2881<br>A0202881      | 12/15/2008      | \$2,500.00        | Foundation      | 9628                                                                                   |
| The Funhouse Discovery Center<br>Mentor Program for children age 7 to 14 who are<br>troubled Report rec'd 11/23/09<br>\$ 10,000 00                                                                    | 2877<br>A0202877      | 12/15/2008      | \$10,000.00       | Foundation      | 9627                                                                                   |
| Housing Hope<br>"Lincoln Hill Village" (24 new affordable<br>apartments for families)<br>\$ 25,000 00                                                                                                 | 2878<br>A0202878      | 12/15/2008      | \$25,000.00       | Foundation      | 9634<br>Encouraged to reapply again after one<br>year for same level and same project. |
| KCTS Television<br>Leadership Circle<br>\$ 1,000 00                                                                                                                                                   | 2900<br>A0202900      | 12/9/2008       | \$1,000.00        | Other           | 9638                                                                                   |
| Seattle Lighthouse For The Blind, Inc.<br>Deaf-Blind Community Class - provide current<br>news, information and social opportunities for<br>Deaf-Blind adults<br>Report Rec'd 1/23/08<br>\$ 10,000 00 | 2489<br>A0202489      | 12/8/2008       | \$5,000.00        | Foundation      | 9621                                                                                   |

| Payee Organization<br>Project Title, Grant Amount                                                                                              | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes |
|------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|------------------|-----------------------|
| Lopez Housing Options<br><i>Tenant improvements for Hospice &amp; Hope Support in The Gathering Place</i><br>\$ 10,000 00                      | 2871<br>A0202871      | 12/1/2008       | \$10,000 00       | Foundation       | 9612                  |
| Lutheran Alliance To Create Housing<br><i>General Operating Report recvd 12/29/09</i><br>\$ 10,000 00                                          | 2868<br>A0202868      | 12/1/2008       | \$5,000.00        | Foundation       | 9617                  |
| Mary Bridge Children's Foundation<br><i>General Family Housing Project - Phase I. Report recvd 10/6/09</i><br>\$ 250,000 00                    | 2460<br>A0202460      | 12/8/2008       | \$250,000.00      | Foundation Board | 9615                  |
| Museum of History & Industry<br><i>\$250,000 Pledge First Payment</i><br>\$ 50,000 00                                                          | 2889<br>A0202889      | 12/15/2008      | \$50,000.00       | Other            | 9637                  |
| Puget Sound Blood Center<br><i>Toward purchase of two 3 bed "mini" bloodmobiles Report recvd 9/30/09</i><br>\$ 15,000 00                       | 2883<br>A0202883      | 12/15/2008      | \$15,000 00       | Foundation       | 9629                  |
| Rainier Christian Schools<br><i>Scholarships for children to attend schools who are in financial need Report Recvd 1/16/08</i><br>\$ 20,000 00 | 2492<br>A0202492      | 12/8/2008       | \$10,000.00       | Foundation       | 9619                  |
| Rebound of Whatcom County<br><i>CHAT Program - support for pregnant or parenting single mothers in their teens or twenties</i><br>\$ 10,000 00 | 2464<br>A0202464      | 12/8/2008       | \$5,000 00        | Foundation       | 9620                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                                                                          | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|------------------|-----------------------|
| Rising Out of the Shadows<br>General operating support<br>\$ 30,000 00                                                                                                                                                                                     | 2885<br>A0202885      | 12/15/2008      | \$15,000.00       | Foundation       | 9630                  |
| San Juan Islands Museum of Art<br>2008 Season of Family Art Days, Adult Workshops,<br>and Artists in Action<br>\$ 20,000 00                                                                                                                                | 2481<br>A0202481      | 12/8/2008       | \$10,000.00       | Foundation       | 9622                  |
| Seattle Art Museum<br>Pledge "The Gates of Paradise"<br>\$ 25,000 00                                                                                                                                                                                       | 2875<br>A0202875      | 12/1/2008       | \$25,000.00       | Other            | 9611                  |
| Seattle Art Museum<br>Pledge - Transformation of SAM Campaign<br>\$ 80,000 00                                                                                                                                                                              | 2888<br>A0202888      | 12/15/2008      | \$80,000 00       | Other            | 9636                  |
| Seattle Art Museum<br>Steward Circle<br>\$ 2,500 00                                                                                                                                                                                                        | 2908<br>A0202908      | 12/16/2008      | \$2,500.00        | Other            | 9645                  |
| Seattle Pacific University<br>PRO-Lab equipment for 3 researchers<br>\$ 10,000 00                                                                                                                                                                          | 2886<br>A0202886      | 12/15/2008      | \$10,000.00       | Foundation       | 9631                  |
| Seattle Public Library Foundation<br>Cultural programs for immigrant populations over<br>3 years (Part of a \$3M endowment fund with<br>\$1.5M matching grant from The Wallace<br>Foundation Report rec'd 1/7/09<br>Report rec'd 12/19/07<br>\$ 300,000 00 | 1956<br>A0201956      | 12/8/2008       | \$100,000 00      | Foundation Board | 9618                  |
| Seattle Symphony<br>Annual Fund<br>\$ 5,000 00                                                                                                                                                                                                             | 2901<br>A0202901      | 12/9/2008       | \$5,000 00        | Other            | 9639                  |

| Payee Organization<br>Project Title, Grant Amount                                                                   | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes                                                                                     |
|---------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|------------------|-----------------------------------------------------------------------------------------------------------|
| Seattle University<br><i>Sullivan Leadership Scholarship Fund</i><br>\$ 25,000 00                                   | 2909<br>A0202909      | 12/16/2008      | \$25,000 00       | Other            | 9646                                                                                                      |
| Seattle's Union Gospel Mission<br><i>Support</i><br>\$ 5,000 00                                                     | 2911<br>A0202911      | 12/18/2008      | \$5,000.00        | Other            | 9649                                                                                                      |
| United Way<br><i>Support</i><br>\$ 25,000 00                                                                        | 2887<br>A0202887      | 12/15/2008      | \$25,000 00       | Other            | 9635                                                                                                      |
| Washington Alliance for Arts Education<br><i>General Operating</i><br>\$ 5,000 00                                   | 2879<br>A0202879      | 12/15/2008      | \$5,000.00        | Foundation       | 9632                                                                                                      |
| Washington Policy Center<br><i>Special Year End Support</i><br>\$ 1,000.00                                          | 2910<br>A0202910      | 12/16/2008      | \$1,000.00        | Other            | 9647                                                                                                      |
| Washington Public Affairs Network<br><i>Teach with online archives and educational resources</i><br>\$ 10,000.00    | 2880<br>A0202880      | 12/15/2008      | \$5,000 00        | Foundation       | 9633                                                                                                      |
| Wellspring Family Services<br><i>Ten year \$10.5M Capital Campaign - build Support Center</i><br>\$ 500,000 00      | 2122<br>A0202122      | 12/8/2008       | \$500,000 00      | Foundation Board | 9616<br>Permit, construction contract and letter stating they have started construction received 11/20/08 |
| Whidbey Institute at Chunook<br><i>Operating Grant (Increase staff hours committed to outreach)</i><br>\$ 10,000 00 | 2869<br>A0202869      | 12/1/2008       | \$5,000 00        | Foundation       | 9614                                                                                                      |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                           | Grant No.<br>Ref. No. | Payment<br>Date                   | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------------------|-------------------|------------------|-----------------------|
| Young Women's Christian Association of Seattle<br><i>Special Support</i><br>\$ 90,000 00                                                                                                    | 2902<br>A0202902      | 12/15/2008                        | \$90,000.00       | Other            | 9643                  |
|                                                                                                                                                                                             |                       | Total December 2008<br>(30 items) | \$1,304,500.00    |                  |                       |
| <b>January 2009</b>                                                                                                                                                                         |                       |                                   |                   |                  |                       |
| American Jewish Committee<br><i>Renewal of support for "Film Talk" - education<br/>program for high school students about tolerance<br/>of diversity</i><br>\$ 5,000 00                     | 2920<br>A0202920      | 1/21/2009                         | \$5,000.00        | Foundation       | 9669                  |
| American Red Cross of Seattle-King County<br><i>Housing, food, and other support for families<br/>recovering from house fires and other disasters</i><br>\$ 10,000 00                       | 2923<br>A0202923      | 1/21/2009                         | \$5,000.00        | Foundation       | 9668                  |
| Boys & Girls Clubs of King County<br><i>\$16.3M project to build a new Rainier Vista Boys<br/>&amp; Girls Club and Rainier Valley Teen Center<br/>Report rec'd 1/19/10</i><br>\$ 250,000 00 | 2804<br>A0202804      | 1/30/2009                         | \$250,000.00      | Foundation Board | 9683                  |
| Central House - Hampton Center for Human<br>Development<br><i>Youth Leadership Project (Toward salary of<br/>project coordinator)</i><br>\$ 20,000 00                                       | 2897<br>A0202897      | 1/5/2009                          | \$10,000.00       | Foundation       | 9656                  |
| Chief Seattle Council, Boy Scouts of America<br><i>Support</i><br>\$ 25,000 00                                                                                                              | 2939<br>A0202939      | 1/22/2009                         | \$25,000.00       | Other            | 9680                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                              | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|------------------|-----------------------|
| Everett Symphony<br>Revitalize Music Education Program for school<br>children in Greater Everett Area Report recvd<br>1/25/10<br>\$ 10,000.00                                                  | 2918<br>A0202918      | 1/21/2009       | \$5,000.00        | Foundation       | 9670                  |
| Franciscan Foundation<br>\$10M Campaign for new hospital being built in<br>Gig Harbor Postponed until January 2009 Board<br>Meeting Report recvd 6/10/09<br>\$ 100,000.00                      | 2696<br>A0202696      | 1/30/2009       | \$100,000.00      | Foundation Board | 9682                  |
| Fresh Paint Outreach Ministries<br>General Operating, providing free live music,<br>entertainment events by young people, raising<br>food, clothing and supplies for the needy<br>\$ 25,000.00 | 2898<br>A0202898      | 1/5/2009        | \$12,500.00       | Foundation       | 9657                  |
| Friends of the Fields<br>Preserve a 50 acre productive cow/calf farm<br>producing beef for local consumers by purchasing<br>development rights<br>\$ 15,000.00                                 | 2916<br>A0202916      | 1/21/2009       | \$15,000.00       | Foundation       | 9683                  |
| Fulcrum Foundation<br>Gift<br>\$ 50,000.00                                                                                                                                                     | 2938<br>A0202938      | 1/22/2009       | \$50,000.00       | Other            | 9679                  |
| Helping Link<br>General operating - agency helps Vietnamese<br>refugees and immigrants with English and<br>citizenship<br>\$ 20,000.00                                                         | 2512<br>A0202512      | 1/30/2009       | \$10,000.00       | Foundation       | 9694                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                                                                                               | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes |
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| Kirkland Performance Center<br>Program Support "Presented Artist Series"<br>\$ 15,000.00                                                                                                                                                                                        | 2899<br>A0202899      | 1/5/2009        | \$15,000.00       | Foundation       | 9658                  |
| Music Works Northwest<br>2008-2009 Season, providing music lessons to all<br>ages and offering free concertis for the public<br>\$ 5,000.00                                                                                                                                     | 2914<br>A0202914      | 1/21/2009       | \$5,000.00        | Foundation       | 9667                  |
| National Parks Conservation Association<br>Promote public enjoyment and access of national<br>parks, as well as inspire public action on behalf of<br>parks thru gallery shows, public lectures, field trips<br>and school presentations. Report recvd 12/18/09<br>\$ 25,000.00 | 2921<br>A0202921      | 1/21/2009       | \$12,500.00       | Foundation       | 9666                  |
| Northwest Cooperative Development Center<br>Promote Senior Cooperative Housing Development<br>\$ 5,000 00                                                                                                                                                                       | 2915<br>A0202915      | 1/21/2009       | \$5,000.00        | Foundation       | 9665                  |
| The Northwest School of the Arts, Humanities,<br>and Environment<br>Endowment for Financial Aid<br>\$ 100,000 00                                                                                                                                                                | 2865<br>A0202865      | 1/30/2009       | \$25,000 00       | Foundation Board | 9684                  |
| Outward Bound, Inc.<br>Puget Sound Pinnacle Scholarship Program<br>\$ 25,000 00                                                                                                                                                                                                 | 2896<br>A0202896      | 1/5/2009        | \$25,000.00       | Foundation       | 9659                  |
| Port Townsend Public Library Foundation<br>Improve and remodel Charles Pink House on<br>library grounds to increase library program and<br>public meeting place<br>\$ 25,000 00                                                                                                 | 2912<br>A0202912      | 1/21/2009       | \$25,000.00       | Foundation       | 9688                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                         | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes |
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| Puget Sound Educational Service District<br><i>Dropout Prevention Plan for Seattle or Federal<br/>Way School Districts Report recvd 7/2/09</i><br>\$ 25,000 00                            | 2894<br>A0202894      | 1/5/2009        | \$25,000.00       | Foundation       | 9660                  |
| The Salvation Army<br><i>Emergency Family Lodge Program to assist<br/>homeless clients transition to permanent housing</i><br>\$ 20,000 00                                                | 2917<br>A0202917      | 1/21/2009       | \$10,000.00       | Foundation       | 9687                  |
| Seattle Arts & Lectures<br><i>"Writers in Schools" Program Report recvd<br/>8/25/08</i><br>\$ 75,000 00                                                                                   | 2024<br>A0202024      | 1/30/2009       | \$25,000 00       | Foundation Board | 9690                  |
| Seattle Chinese Garden Society<br><i>Construct "Knowing the Spring Courtyard" in the<br/>Seattle Chinese Garden Hold over to Jan 2009</i><br>Mfg<br>\$ 200,000 00                         | 2526<br>A0202526      | 1/30/2009       | \$200,000.00      | Foundation Board | 9681                  |
| Seattle Public Theater<br><i>Replace auditorium seating (Final phase of<br/>remodeling Balhause Theater) we gave them<br/>\$10,000 for electrical and lighting upgrade</i><br>\$ 7,500 00 | 2907<br>A0202907      | 1/5/2009        | \$7,500.00        | Foundation       | 9661                  |
| Smithsonian<br><i>Renew Membership</i><br>\$ 2,500 00                                                                                                                                     | 2944<br>A0202944      | 1/30/2009       | \$2,500 00        | Other            | 9689                  |
| St. Jude Parish<br><i>Annual Support</i><br>\$ 15,000 00                                                                                                                                  | 2930<br>A0202930      | 1/21/2009       | \$15,000 00       | Other            | 9672                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                   | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes |
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| St. Thomas School<br>\$30M Campaign to build new school and enhance<br>program<br>Report Recvd 2/29/08<br>\$ 2,000,000.00                                           | 2371<br>A0202371      | 1/30/2009       | \$1,000,000.00    | Foundation Board | 9691                  |
| Successful Schools in Action<br>Debate Program - 2 sessions<br>Report recvd 10/30/08<br>\$ 20,000.00                                                                | 2506<br>A0202506      | 1/30/2009       | \$10,000.00       | Foundation       | 9692                  |
| Village Community Services<br>Replace their building's heating, ventilation and<br>air conditioning system<br>\$ 5,000.00                                           | 2924<br>A0202924      | 1/21/2009       | \$5,000.00        | Foundation       | 9686                  |
| YMCA of Greater Seattle<br>Partners with Youth Campaign<br>\$ 10,000.00                                                                                             | 2929<br>A0202929      | 1/21/2009       | \$10,000.00       | Other            | 9671                  |
| <b>Total January 2009</b><br>(29 items)                                                                                                                             |                       |                 | \$1,910,000.00    |                  |                       |
| <b>February 2009</b>                                                                                                                                                |                       |                 |                   |                  |                       |
| American Parkinson Disease Association, Inc.<br>Support 3 of their programs<br>1 Taxi Voucher Program<br>2 Pod Casts<br>3 DVD on managing Parkinsons<br>\$ 5,000.00 | 2940<br>A0202940      | 2/12/2009       | \$5,000.00        | Foundation       | 9704                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                                                    | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| <b>ARK Institute of Learning</b><br><i>Challenge grant for Scholarship Endowment Fund</i><br><i>(They assess students with learning disabilities,<br/>teach them along with parents, teachers and<br/>therapists</i><br>\$ 10,000 00 | 2941<br>A0202941      | 2/12/2009       | \$10,000.00       | Foundation      | 9705                  |
| <b>Atlantic Street Center</b><br><i>Summer Academy Program for kindergarten thru<br/>7th grade students who are falling behind<br/>academically</i><br>\$ 10,000 00                                                                  | 2955<br>A0202955      | 2/24/2009       | \$10,000 00       | Foundation      | 9721                  |
| <b>Bread of Life Mission Association</b><br><i>Residential and recovery program for women "B<br/>reaking cycles - Restoring women"</i><br>\$ 20,000 00                                                                               | 2946<br>A0202946      | 2/12/2009       | \$20,000 00       | Foundation      | 9708                  |
| <b>City University of Seattle</b><br><i>Diversity Scholars Program</i><br>\$ 20,000 00                                                                                                                                               | 2937<br>A0202937      | 2/1/2009        | \$10,000.00       | Foundation      | 9700                  |
| <b>First Place for Children</b><br><i>On-site Preschool - 1st year operations</i><br>\$ 10,000.00                                                                                                                                    | 2951<br>A0202951      | 2/12/2009       | \$10,000.00       | Foundation      | 9711                  |
| <b>Forest Ridge School</b><br><i>In honor of Mary Smith, Retiring Head of the<br/>school</i><br>\$ 500 00                                                                                                                            | 2952<br>A0202952      | 2/9/2009        | \$500 00          | Other           | 9703                  |
| <b>Habitat for Humanity of East King County</b><br><i>Fund one of the last 5 homes in Snoqualmie Ridge<br/>Report rec'd 1/25/10</i><br>\$ 25,000 00                                                                                  | 2934<br>A0202934      | 2/1/2009        | \$25,000 00       | Foundation      | 9695                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                   | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| Low Income Housing Institute<br>Capacity Building and Support Services<br>\$ 20,000.00                                                                                                              | 2957<br>A0202957      | 2/28/2009       | \$20,000.00       | Foundation      | 9718                  |
| Northwest Maritime Center & Wooden Boat<br>Foundation<br>Support Pledge over 3 years Report recvd 3/17/09<br>\$ 250,000.00                                                                          | 2542<br>A0202542      | 2/20/2009       | \$83,333.33       | Other           | 9714                  |
| Puget Soundkeeper Alliance<br>Storm water regulation and clean water<br>enforcement<br>\$ 10,000.00                                                                                                 | 2950<br>A0202950      | 2/12/2009       | \$10,000.00       | Foundation      | 9709                  |
| Renton Area Youth & Family Services<br>Expand "Rites of Passage" program to mentor<br>youth at risk of dropping out of school and<br>becoming involved with juvenile justice system<br>\$ 20,000.00 | 2927<br>A0202927      | 2/11/2009       | \$20,000.00       | Foundation      | 9699                  |
| Renton Technical College Foundation<br>1/2 for scholarships and student needs and 1/2 for<br>where the need is the greatest<br>\$ 15,000.00                                                         | 2945<br>A0202945      | 2/12/2009       | \$15,000.00       | Foundation      | 9710                  |
| Rotary First Harvest<br>Provide produce to Food Bank Network Report<br>recvd 6/10/09<br>\$ 10,000.00                                                                                                | 2928<br>A0202928      | 2/2/2009        | \$10,000.00       | Foundation      | 9701                  |
| Sacred Heart Church<br>2008 Capital Campaign<br>\$ 500,000.00                                                                                                                                       | 2824<br>A0202824      | 2/25/2009       | \$166,666.67      | Other           | 9726                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes |
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| School's Out Washington<br>Provide nutritious meals and literacy enrichment activities during the summer for rural children in need by funding 20 proposals for this year<br>\$ 15,000 00        | 2953<br>A0202953      | 2/24/2009       | \$15,000.00       | Foundation       | 9720                  |
| Sean Humphrey House<br>Hospice and residential services to people living with HIV/AIDS<br>\$ 5,000 00                                                                                            | 2943<br>A0202943      | 2/12/2009       | \$5,000 00        | Foundation       | 9706                  |
| Seattle Children's Theatre<br>Education Programs<br>\$ 100,000 00                                                                                                                                | 2418<br>A0202418      | 2/24/2009       | \$25,000 00       | Foundation Board | 9716                  |
| Seattle Repertory Theatre<br>Annual Fund<br>\$ 10,000 00                                                                                                                                         | 2956<br>A0202956      | 2/24/2009       | \$10,000.00       | Other            | 9715                  |
| Seattle University<br>In honor of Sister Kathleen Sullivan - Scholarship and Endowment Fund<br>\$ 50,000 00                                                                                      | 2968<br>A0202968      | 2/25/2009       | \$50,000 00       | Other            | 9727                  |
| Society of St. Vincent de Paul<br>Beds for Children Program Report recvd 11/18/09<br>\$ 5,000 00                                                                                                 | 2936<br>A0202936      | 2/1/2009        | \$5,000.00        | Foundation       | 9698                  |
| Tacoma Community College<br>Toward final construction costs of Early Learning Center (\$370,000) now built We granted them \$25,000 9/24/07, and asked them to reapply in a year<br>\$ 25,000 00 | 2935<br>A0202935      | 2/1/2009        | \$25,000.00       | Foundation       | 9697                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                         | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| <b>Treeshouse</b><br><i>Tutoring Repair rec'd 10/30/08</i><br>\$ 100,000 00                                                                                                               | 2503<br>A0202503      | 2/24/2009       | \$25,000.00       | Foundation      | 9717                  |
| <b>The Valley School</b><br><i>Photovoltaic solar system for school</i><br>\$ 25,000.00                                                                                                   | 2648<br>A0202648      | 2/24/2009       | \$25,000 00       | Foundation      | 9719                  |
| <b>Washington Assistive Technology</b><br><i>Expand loan programs and for applying for financial assistance from the US Dept of Treasury for people with disabilities</i><br>\$ 25,000.00 | 2949<br>A0202949      | 2/12/2009       | \$25,000 00       | Foundation      | 9712                  |
| <b>Washington Poison Center</b><br><i>Poison Prevention Week Poster Contest billboards</i><br>\$ 2,500 00                                                                                 | 2931<br>A0202931      | 2/1/2009        | \$2,500.00        | Foundation      | 9696                  |
| <b>Western Lands Project</b><br><i>General operating to continue public lands conservation Report rec'd 1/20/10</i><br>\$ 5,000.00                                                        | 2942<br>A0202942      | 2/12/2009       | \$5,000.00        | Foundation      | 9707                  |
| <b>Total February 2009</b><br>(27 items)                                                                                                                                                  |                       |                 | \$633,000.00      |                 |                       |
| <b>March 2009</b>                                                                                                                                                                         |                       |                 |                   |                 |                       |
| <b>Artist Trust</b><br><i>Core Programs - seed grants and other assistance to artists in various disciplines</i><br>\$ 20,000 00                                                          | 2986<br>A0202986      | 3/23/2009       | \$10,000.00       | Foundation      | 9765                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                                                      | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| <b>Arts in Motion Community School of the Arts</b><br><i>Development of school through implementation of community-based and after-school programs<br/>Report recvd 6/3/09</i><br>\$ 15,000 00                                         | 2557<br>A0202557      | 3/9/2009        | \$7,500.00        | Foundation      | 9738                  |
| <b>Beads of Courage</b><br><i>The Creative Courage Journal Program and<br/>Heartful Reflections Workshops for children with<br/>serious illnesses and their families - About 50<br/>patients at Children's Hospital</i><br>\$ 2,500 00 | 2984<br>A0202984      | 3/23/2009       | \$2,500.00        | Foundation      | 9763                  |
| <b>The Bethel Family Center</b><br><i>Multiple social services for low-income families<br/>and children - they collaborate with 18 local<br/>agencies and the school district Report recvd<br/>1/7/10</i><br>\$ 5,000 00               | 2987<br>A0202987      | 3/23/2009       | \$5,000.00        | Foundation      | 9766                  |
| <b>Child Care Resources</b><br><i>General operating support Report recvd 11/2/09</i><br>\$ 5,000 00                                                                                                                                    | 2965<br>A0202965      | 3/9/2009        | \$5,000.00        | Foundation      | 9729                  |
| <b>City Year Seattle/King County</b><br><i>City Heroes Program 7/1/08 to 6/30/09</i><br>\$ 20,000 00                                                                                                                                   | 2959<br>A0202959      | 3/9/2009        | \$20,000.00       | Foundation      | 9731                  |
| <b>Earth Share of Washington</b><br><i>Outreach programs connecting people and<br/>businesses of WA to leading environmental<br/>programs and nonprofit organizations</i><br>\$ 20,000 00                                              | 2563<br>A0202563      | 3/9/2009        | \$10,000.00       | Foundation      | 9737                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                                                                  | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes |
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| Entirean Association in Greater Seattle<br>\$1.8M Campaign to add two stories to their<br>assembly building<br>\$ 15,000.00                                                                                                                        | 2972<br>A0202972      | 3/23/2009       | \$15,000.00       | Foundation       | 9754                  |
| Family Law CASA of King County<br>Program operations representing children in<br>custody and visitation disputes<br>Report recvd 7/11/08 & again 11/05/09<br>\$ 20,000.00                                                                          | 2574<br>A0202574      | 3/9/2009        | \$10,000.00       | Foundation       | 9739                  |
| Flying House Productions/Seattle Men's Chorus<br>6th Annual "Free Concert for Kids, their Families<br>and Friends - March 29, 2008 at McCaw Hall<br>Report Recvd 5/12/08<br>\$ 10,000.00                                                           | 2546<br>A0202546      | 3/9/2009        | \$5,000.00        | Foundation       | 9740                  |
| Foundation Fighting Blindness<br>Support Dr. Reh's research at University of<br>Washington on human embryonic stem cell therapy<br>for retinal degenerative diseases<br>\$ 10,000.00                                                               | 2969<br>A0202969      | 3/23/2009       | \$10,000.00       | Foundation       | 9753                  |
| Greater Maple Valley Community Center<br>Youth program and activities at their new youth<br>center and at local schools<br>\$ 5,000.00                                                                                                             | 2976<br>A0202976      | 3/23/2009       | \$5,000.00        | Foundation       | 9757                  |
| Harborview Medical Center<br>Three funding initiatives<br>1 Train new surgeons & medical personnel in<br>trauma<br>and burns<br>\$3M<br>2 Outreach thru telehealth technology \$2M<br>3 Remodel Burn Acute Care "Tank Run" \$1M<br>\$ 1,000,000.00 | 2504<br>A0202504      | 3/31/2009       | \$1,000,000.00    | Foundation Board | 9769                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                              | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| Interaction/Transition<br>Operating Grant to help ex-jelons return to a<br>responsible life in the community<br>\$ 10,000 00                                   | 2545<br>A0202545      | 3/9/2009        | \$5,000.00        | Foundation      | 9741                  |
| Jefferson Teen Center<br>General Operating<br>\$ 10,000 00                                                                                                     | 2577<br>A0202577      | 3/9/2009        | \$5,000 00        | Foundation      | 9747                  |
| The Leukemia & Lymphoma Society<br>Local patient services program<br>\$ 5,000.00                                                                               | 2981<br>A0202981      | 3/23/2009       | \$5,000 00        | Foundation      | 9760                  |
| Lifelong AIDS Alliance<br>Chicken Soup Brigade - food programs for people<br>with cancer, HIV/AIDS, heart disease or other<br>chronic diseases<br>\$ 20,000 00 | 2982<br>A0202982      | 3/23/2009       | \$20,000 00       | Foundation      | 9761                  |
| Lifetime Secure Personal Assistance Network<br>General operating to support serving adults with<br>disabilities. Report recvd 12/7/09<br>\$ 5,000 00           | 2960<br>A0202960      | 3/9/2009        | \$5,000.00        | Foundation      | 9733                  |
| Little Red School House<br>General operating support of their physical<br>therapy program<br>\$ 8,000 00                                                       | 2980<br>A0202980      | 3/23/2009       | \$8,000.00        | Foundation      | 9759                  |
| Lydia Place<br>Transitional housing for homeless mothers and<br>their children<br>\$ 10,000 00                                                                 | 2985<br>A0202985      | 3/23/2009       | \$10,000 00       | Foundation      | 9764                  |

| Payee Organization<br>Project Title, Grant Amount                                                                              | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| Mason County Literacy<br>Connections Program - Literacy program for<br>immigrant families<br>\$ 15,000.00                      | 2967<br>A0202967      | 3/9/2009        | \$15,000.00       | Foundation      | 9734                  |
| The Millionair Club Charity<br>Program support providing jobs and basic support<br>\$ 20,000.00                                | 2576<br>A0202576      | 3/9/2009        | \$10,000.00       | Foundation      | 9742                  |
| Museum of Flight<br>Air Park/TEW Bridge Project<br>\$ 50,000.00                                                                | 2996<br>A0202996      | 3/23/2009       | \$50,000.00       | Other           | 9773                  |
| The Nature Consortium<br>Youth Art Program environmentally focused<br>Report recvd 3/13/2009<br>\$ 10,000.00                   | 2573<br>A0202573      | 3/9/2009        | \$5,000.00        | Foundation      | 9743                  |
| Northwest Burn Foundation<br>Summer Camp for burn victims Report recvd<br>9/16/09<br>\$ 15,000.00                              | 2979<br>A0202979      | 3/23/2009       | \$15,000.00       | Foundation      | 9758                  |
| Parent Trust for Washington Children<br>General operating support to prevent child abuse<br>and neglect<br>\$ 20,000.00        | 2962<br>A0202962      | 3/9/2009        | \$10,000.00       | Foundation      | 9730                  |
| ProBonoSeattle<br>General overhead for 2009 - such as leasing space, A0202958<br>hiring part-time law clerk etc<br>\$ 1,000.00 | 2958<br>A0202958      | 3/9/2009        | \$1,000.00        | Foundation      | 9735                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                                                                                                                         | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes |
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| Sacred Heart Shelter<br><i>Operating funding - sheltering homeless families<br/>and women, along with case management</i><br>\$ 15,000.00                                                                                                                                                                 | 2983<br>A0202983      | 3/23/2009       | \$7,500.00        | Foundation       | 9762                  |
| Safe Crossings Foundation<br><i>Children's Grief Program</i><br>\$ 20,000.00                                                                                                                                                                                                                              | 2973<br>A0202973      | 3/23/2009       | \$10,000.00       | Foundation       | 9755                  |
| Seattle Shakespeare Company<br><i>General operating support</i><br>\$ 10,000.00                                                                                                                                                                                                                           | 2961<br>A0202961      | 3/9/2009        | \$10,000.00       | Foundation       | 9732                  |
| The Sophia Way<br><i>General operating support for transitional housing<br/>for women</i><br>\$ 10,000.00                                                                                                                                                                                                 | 2975<br>A0202975      | 3/23/2009       | \$10,000.00       | Foundation       | 9756                  |
| St. James ESL Program<br><i>Support English tutoring and citizenship services</i><br>\$ 20,000.00                                                                                                                                                                                                         | 2566<br>A0202566      | 3/9/2009        | \$10,000.00       | Foundation       | 9744                  |
| The Student Conservation Association<br><i>Support leadership corps and related programs<br/>engaging more than 75 Seattle high school<br/>students in conservation and aid in the recovery of<br/>Mount Rainier<br/>National Park following floods of 2006 Report<br/>rec'd 11/21/08</i><br>\$ 20,000.00 | 2591<br>A0202591      | 3/9/2009        | \$10,000.00       | Foundation       | 9746                  |
| Villa Academy<br><i>\$7.1M Capital Campaign (land acquisition,<br/>capital improvements and endowment) for Catholic<br/>School, kindergarten thru eighth grade</i><br>\$ 500,000.00                                                                                                                       | 1770<br>A0201770      | 3/31/2009       | \$250,000.00      | Foundation Board | 9770                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                  | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes |
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| Wing-it Productions<br><i>Education and outreach programs</i><br>\$ 15,000 00                                                                                                                      | 2552<br>A0202552      | 3/9/2009        | \$7,500 00        | Foundation       | 9748                  |
| Wonderland Development Center<br><i>General operating support for families with disabled children ages 1 to 3</i><br>\$ 10,000 00                                                                  | 2578<br>A0202578      | 3/9/2009        | \$5,000.00        | Foundation       | 9749                  |
| Woodland Park Zoological Society<br><i>New West Entry/Penguin Exhibit</i><br>\$ 1,000,000 00                                                                                                       | 2749<br>A0202749      | 3/9/2009        | \$333,333.34      | Foundation Board | 9728                  |
| Young Shakespeare Workshop<br><i>Theatre arts training program for low income youth at Chief Sealth and Cleveland High Schools. Report recvd 12/18/09</i><br>\$ 10,000 00                          | 2583<br>A0202583      | 3/9/2009        | \$5,000.00        | Foundation       | 9750                  |
| <b>April 2009</b>                                                                                                                                                                                  |                       |                 |                   |                  |                       |
| Total March 2009<br>(38 items)                                                                                                                                                                     |                       |                 | \$1,927,333.34    |                  |                       |
| American Friends Service Committee<br><i>9-day summer and 5-day winter break youth development and educational program for 15-21 year old low-income youth, dealing with racism</i><br>\$ 5,000 00 | 3003<br>A0203003      | 4/14/2009       | \$5,000 00        | Foundation       | 9782                  |
| ArtsWest<br><i>In honor of Judy Piggott</i><br>\$ 2,500 00                                                                                                                                         | 3005<br>A0203005      | 4/14/2009       | \$2,500.00        | Other            | 9786                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                  | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| <b>Building Changes</b><br><i>Washington Families Fund (Public/Private<br/>Partnership to help homeless transition into<br/>permanent housing)</i><br>\$ 25,000 00                                 | 3007<br>A0203007      | 4/28/2009       | \$25,000.00       | Foundation      | 9797                  |
| <b>City Club</b><br><i>Renovate a new home for organization</i><br>\$ 7,500 00                                                                                                                     | 2993<br>A0202993      | 4/14/2009       | \$7,500 00        | Foundation      | 9781                  |
| <b>College Access Now</b><br><i>General operating fund to assist low-income<br/>students attend college</i><br>\$ 20,000.00                                                                        | 3017<br>A0203017      | 4/28/2009       | \$10,000.00       | Foundation      | 9803                  |
| <b>Everett High School Blue and Gold Club</b><br><i>Educational support for low-income students</i><br>\$ 1,000 00                                                                                 | 2994<br>A0202994      | 4/14/2009       | \$1,000.00        | Foundation      | 9780                  |
| <b>Family Resource Center</b><br><i>Replace ancient heat vent and air conditioning<br/>units</i><br>\$ 5,000 00                                                                                    | 3002<br>A0203002      | 4/14/2009       | \$5,000.00        | Foundation      | 9779                  |
| <b>The Giraffe Project</b><br><i>Two year grant for "Voices of Hope" to help kids<br/>create and carry out community service projects<br/>and provide education in the process</i><br>\$ 25,000 00 | 3016<br>A0203016      | 4/28/2009       | \$12,500 00       | Foundation      | 9802                  |
| <b>Imagine Children's Museum</b><br><i>\$5.2M renovation/expansion campaign</i><br>\$ 20,000.00                                                                                                    | 2999<br>A0202999      | 4/14/2009       | \$20,000.00       | Foundation      | 9775                  |

NORCLIFFE FOUNDATION  
 EIN 91-6029352  
 FORM 990-PF  
 PART XV, LINE A

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                    | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| <b>Listen and Talk</b><br><i>Fine Arts Program for preschool students that are deaf or hard of hearing</i><br>\$ 5,000.00                                                            | 3008<br>A0203008      | 4/28/2009       | \$2,500.00        | Foundation      | 9798                  |
| <b>The Market Foundation</b><br><i>Child Care and Preschool renovation and expansion</i><br>\$ 10,000.00                                                                             | 3015<br>A0203015      | 4/28/2009       | \$10,000.00       | Foundation      | 9801                  |
| <b>Morningside</b><br><i>Program to increase employment opportunities for high school students with significant disabilities</i><br>\$ 25,000.00                                     | 3001<br>A0203001      | 4/14/2009       | \$12,500.00       | Foundation      | 9776                  |
| <b>Muscular Dystrophy Association</b><br><i>Summer Camp for children and families afflicted by muscular dystrophy</i><br>\$ 5,000.00                                                 | 3010<br>A0203010      | 4/28/2009       | \$5,000.00        | Foundation      | 9800                  |
| <b>New Family Traditions</b><br><i>Operating funds for startup serving women with substance abuse problems and their children</i><br>\$ 10,000.00                                    | 2997<br>A0202997      | 4/14/2009       | \$10,000.00       | Foundation      | 9784                  |
| <b>Northwest Family Life Learning &amp; Counseling Center</b><br><i>Program support for breaking the cycle of domestic violence and abuse</i><br>\$ 20,000.00                        | 3004<br>A0203004      | 4/28/2009       | \$10,000.00       | Foundation      | 9796                  |
| <b>Post-Prison Education Program</b><br><i>Help former prisoners obtain education and employment, along with financial assistance</i><br><i>Report rec'd 5/13/09</i><br>\$ 10,000.00 | 3020<br>A0203020      | 4/28/2009       | \$5,000.00        | Foundation      | 9806                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                           | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| <b>Program for Early Parent Support</b><br>2009-2010 Scholarship support for low-income families and parents<br>\$ 1,000 00                                 | 3000<br>A0203000      | 4/14/2009       | \$1,000.00        | Foundation      | 9783                  |
| <b>Seattle Art Museum</b><br>Mini Gates, Director's Recognition Fund (For artistic and educational programs) in honor of her retirement<br>\$ 10,000 00     | 3006<br>A0203006      | 4/14/2009       | \$10,000.00       | Other           | 9787                  |
| <b>Seattle Chamber Music Society</b><br>2008 Summer Music Festivals Report recvd 9/28/09<br>\$ 10,000.00                                                    | 2605<br>A0202605      | 4/14/2009       | \$5,000.00        | Foundation      | 9791                  |
| <b>Seattle Opera</b><br>Speight Jenkin's 25th Anniversary Celebration<br>\$ 10,000 00                                                                       | 3011<br>A0203011      | 4/10/2009       | \$10,000.00       | Other           | 9788                  |
| <b>Skagit Community Foundation</b><br>Designated endowment for 5 multicultural scholarships to the college @ \$1,000 apiece<br>\$ 5,000 00                  | 2992<br>A0202992      | 4/14/2009       | \$5,000.00        | Foundation      | 9777                  |
| <b>Sound Mental Health</b><br>Mental Health program for at-risk middle school students<br>\$ 25,000 00                                                      | 3018<br>A0203018      | 4/28/2009       | \$25,000.00       | Foundation      | 9804                  |
| <b>Special Olympics Washington</b><br>Equipment and curriculum expenses for Young Athletes program for 2 to 7 year olds Report recvd 1/25/10<br>\$ 3,000 00 | 3019<br>A0203019      | 4/28/2009       | \$3,000.00        | Foundation      | 9805                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                            | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| <b>Tune In To Nature Org</b><br><i>Modernize their website that educates people about<br/>habitat conservation for birds</i><br>\$ 3,000.00                                                  | 3009<br>A0203009      | 4/28/2009       | \$3,000.00        | Foundation      | 9799                  |
| <b>UW World Series</b><br><i>Marian Anderson String Quartet Performance at<br/>Meany Hall and workshops in 3 Seattle Schools</i><br>\$ 5,000.00                                              | 2998<br>A0202998      | 4/14/2009       | \$5,000.00        | Foundation      | 9785                  |
| <b>Washington CASH</b><br><i>Microenterpris development in low-income Puget<br/>Sound Communities Annual Report recvd 2/1/10</i><br>\$ 25,000.00                                             | 2995<br>A0202995      | 4/14/2009       | \$25,000.00       | Foundation      | 9778                  |
| <b>Washington Lawyers for the Arts</b><br><i>General Operating Fund</i><br>\$ 6,000.00                                                                                                       | 2607<br>A0202607      | 4/14/2009       | \$3,000.00        | Foundation      | 9792                  |
| <b>YMCA Oasis Teen Shelter</b><br><i>General Operating</i><br>\$ 25,000.00                                                                                                                   | 2600<br>A0202600      | 4/14/2009       | \$12,500.00       | Foundation      | 9793                  |
| <b>Total April 2009</b><br>(28 items)                                                                                                                                                        |                       |                 | \$251,000.00      |                 |                       |
| <b>May 2009</b><br><b>Assistance League of Everett</b><br><i>Purchase new school clothing for children who are<br/>homeless or living in poverty Report recvd<br/>1/27/10</i><br>\$ 5,000.00 | 3025<br>A0203025      | 5/8/2009        | \$5,000.00        | Foundation      | 9816                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                              | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| Bethany of the Northwest Foundation<br>Replace 5,000 sq ft of carpeting in four Everett<br>locations for elderly and disabled<br>\$ 10,000 00                                                  | 3013<br>A0203013      | 5/25/2009       | \$10,000 00       | Foundation      | 9831                  |
| Boys & Girls Clubs of the Olympic Peninsula<br>General Operating Support providing food<br>programs, youth programs, and maintenance of<br>two facilities Report rec'd 10/16/09<br>\$ 5,000 00 | 3045<br>A0203045      | 5/21/2009       | \$5,000.00        | Foundation      | 9852                  |
| Bridge Ministries<br>General operating to help people with disabilities<br>\$ 20,000 00                                                                                                        | 2651<br>A0202651      | 5/25/2009       | \$10,000.00       | Foundation      | 9832                  |
| Broadway Bound Children's Theatre<br>Theatre art after-school and summer programs for<br>low-income teens<br>\$ 40,000 00                                                                      | 3014<br>A0203014      | 5/21/2009       | \$20,000 00       | Foundation      | 9858                  |
| Chief Seattle Council, Boy Scouts of America<br>Sponsorship Golden Eagle Level/Eagle Scout<br>Recognition Banquet<br>\$ 1,000 00                                                               | 3050<br>A0203050      | 5/8/2009        | \$1,000 00        | Other           | 9827                  |
| Chief Seattle Council, Boy Scouts of America<br>2009 Scoutreach Lunch & Golf Social<br>\$ 5,000 00                                                                                             | 3051<br>A0203051      | 5/8/2009        | \$5,000 00        | Other           | 9828                  |
| Chief Seattle Council, Boy Scouts of America<br>Sponsor 2009 Golf Tournament & Auction<br>\$ 1,000 00                                                                                          | 3052<br>A0203052      | 5/8/2009        | \$1,000 00        | Other           | 9829                  |
| Childhaven<br>Developmental Therapies Program<br>\$ 25,000 00                                                                                                                                  | 3040<br>A0203040      | 5/21/2009       | \$25,000 00       | Foundation      | 9854                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                                                                         | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| <b>Circus Contraption</b><br>General operating to support one-ring traveling circuses<br>\$ 10,000 00                                                                                                                                                     | 2622<br>A0202622      | 5/25/2009       | \$5,000.00        | Foundation      | 9833                  |
| <b>Columbia Legal Services</b><br>General operating providing legal services to low-income people regarding housing, government programs, economic issues, etc<br>\$ 15,000 00                                                                            | 3027<br>A0203027      | 5/8/2009        | \$15,000.00       | Foundation      | 9819                  |
| <b>Communities In Schools of Renton</b><br>Support 3 FTE CISR Family Liaison staff each one to serve 2 elementary schools and auxiliary services to a 3rd school, for a total of 6 schools and auxiliary services to 3 additional schools<br>\$ 20,000 00 | 3033<br>A0203033      | 5/8/2009        | \$20,000.00       | Foundation      | 9813                  |
| <b>Community Frameworks</b><br>Technical assistance, training, and support for rural non-profit housing development organizations in the Puget Sound region<br>\$ 10,000 00                                                                               | 3022<br>A0203022      | 5/8/2009        | \$10,000 00       | Foundation      | 9818                  |
| <b>Community Psychiatric Clinic</b><br>Wallingford House clubhouse serving patients with mental illness<br>\$ 15,000.00                                                                                                                                   | 3024<br>A0203024      | 5/8/2009        | \$15,000.00       | Foundation      | 9817                  |
| <b>Council on Foreign Relations</b><br>Annual Fund<br>\$ 5,000 00                                                                                                                                                                                         | 3054<br>A0203054      | 5/18/2009       | \$5,000.00        | Other           | 9851                  |
| <b>Crisis Clinic</b><br>Teen Link Program - General operating<br>\$ 5,000 00                                                                                                                                                                              | 3030<br>A0203030      | 5/8/2009        | \$5,000 00        | Foundation      | 9815                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                   | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| The Crozier Society<br>Sponsorship Archbishop Brunetti's 2009 Golf<br>Tournament<br>\$ 5,000 00                                                                                     | 3079<br>A0203079      | 5/22/2009       | \$5,000.00        | Other           | 9860                  |
| The Discovery Institute<br>Annual Membership<br>\$ 2,500 00                                                                                                                         | 3053<br>A0203053      | 5/13/2009       | \$2,500.00        | Other           | 9830                  |
| Elderwise<br>Three Programs Extension Programs, Training<br>long-term professionals and Adult Day Care<br>Report recvd 7/20/09<br>\$ 20,000 00                                      | 2656<br>A0202656      | 5/25/2009       | \$10,000.00       | Foundation      | 9834                  |
| Facing The Future: People and the Planet<br>Puget Sound Global Issues Education Outreach to<br>600 teachers and 30,000 students. Sennianual<br>Report recvd 8/25/08<br>\$ 15,000 00 | 2613<br>A0202613      | 5/25/2009       | \$7,500.00        | Foundation      | 9835                  |
| Ferndale Food Bank<br>Hire project engineer to design expansion of their<br>existing building<br>\$ 5,000.00                                                                        | 3042<br>A0203042      | 5/21/2009       | \$5,000.00        | Foundation      | 9853                  |
| HIS Ministry<br>Restricted to upgrading computers<br>\$ 2,500 00                                                                                                                    | 3023<br>A0203023      | 5/8/2009        | \$2,500.00        | Foundation      | 9814                  |
| Icicle Creek Theatre Festival<br>Support 2009 summer festival Report recvd<br>10/1/09<br>\$ 3,000 00                                                                                | 3043<br>A0203043      | 5/21/2009       | \$3,000.00        | Foundation      | 9855                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                  | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| Kirkland Interfaith Transitions in Housing<br>General Operating<br>\$ 15,000 00                                                                                                                    | 2669<br>A0202669      | 5/25/2009       | \$7,500 00        | Foundation      | 9837                  |
| Left Foot Organics<br>Operating Grant - employment and life-skills<br>training for developmentally disabled and at-risk<br>youth on organic farm<br>\$ 10,000 00                                   | 2635<br>A0202635      | 5/25/2009       | \$5,000.00        | Foundation      | 9838                  |
| National Multiple Sclerosis Society<br>In honor of Susie Wyckoff<br>\$ 2,500 00                                                                                                                    | 3035<br>A0203035      | 5/5/2009        | \$2,500.00        | Other           | 9810                  |
| North Seattle Community College<br>General operating support for Homewaters Project<br>teaching 4th - 6th grade students and teachers<br>about the environment Report recvd 3/2/09<br>\$ 20,000.00 | 2647<br>A0202647      | 5/25/2009       | \$10,000 00       | Foundation      | 9836                  |
| Northwest Associated Arts<br>Expand "Youth Choral Education Program"<br>\$ 10,000.00                                                                                                               | 2659<br>A0202659      | 5/25/2009       | \$5,000.00        | Foundation      | 9839                  |
| Oregon Shakespeare Festival<br>Chataque Guild<br>\$ 9,494 00                                                                                                                                       | 3037<br>A0203037      | 5/5/2009        | \$9,494.00        | Other           | 9812                  |
| Peace Community Center<br>Hill Top Scholars Program, encouraging students<br>to attend college.<br>\$ 20,000.00                                                                                    | 2616<br>A0202616      | 5/25/2009       | \$10,000 00       | Foundation      | 9840                  |
| Pierce County AIDS Foundation<br>Client Service Programs for one year<br>\$ 25,000 00                                                                                                              | 2643<br>A0202643      | 5/25/2009       | \$12,500 00       | Foundation      | 9841                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                      | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| <b>Pomegranate Center</b><br><i>Utilize youth in design and creation of entryways<br/>into "Skyway Park"</i><br>\$ 2,500 00                                                            | 3049<br>A0203049      | 5/21/2009       | \$2,500.00        | Foundation      | 9856                  |
| <b>PROVAIL</b><br><i>General Operating Support, providing educational<br/>programs, health care services for disabled people.</i><br>\$ 2,500.00                                       | 3044<br>A0203044      | 5/21/2009       | \$2,500.00        | Foundation      | 9857                  |
| <b>Seattle Education Access</b><br><i>College Success Program Report recvd 4/17/09</i><br>\$ 20,000.00                                                                                 | 2668<br>A0202668      | 5/25/2009       | \$10,000.00       | Foundation      | 9842                  |
| <b>Seattle MESA</b><br><i>General Operating</i><br>\$ 20,000 00                                                                                                                        | 2657<br>A0202657      | 5/25/2009       | \$10,000.00       | Foundation      | 9843                  |
| <b>Senior Services of Island County</b><br><i>Support two adult day services for seniors with<br/>dementia and adults with chronic conditions via<br/>scholarships</i><br>\$ 10,000 00 | 2640<br>A0202640      | 5/25/2009       | \$5,000 00        | Foundation      | 9844                  |
| <b>Technology Access Foundation</b><br><i>Tech Start Program (After-school for K thru 8th<br/>grade students) Report recvd 5/14/09</i><br>\$ 5,000 00                                  | 3032<br>A0203032      | 5/8/2009        | \$5,000.00        | Foundation      | 9820                  |
| <b>The Oregon Progress Forum</b><br><i>1st pymt on \$50,000 Pledge</i><br>\$ 50,000 00                                                                                                 | 3036<br>A0203036      | 5/5/2009        | \$25,000.00       | Other           | 9811                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                     | Grant No.<br>Ref. No. | Payment<br>Date              | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes               |
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| Washington State Coalition Against Domestic<br>Violence                                                                                               | 2626                  | 5/25/2009                    | \$5,000.00        | Foundation       | 9845                                |
| General Operations Report recvd 6/10/09<br>\$ 20,000 00                                                                                               | A0202626              |                              |                   |                  |                                     |
|                                                                                                                                                       |                       | Total May 2009<br>(39 items) | \$319,494.00      |                  |                                     |
| <b>June 2009</b>                                                                                                                                      |                       |                              |                   |                  |                                     |
| Agape<br>Outpatient chemical dependency treatment<br>\$ 5,000 00                                                                                      | 3046<br>A0203046      | 6/24/2009                    | \$5,000.00        | Foundation       | 9879                                |
| Annual Catholic Appeal/Sacred Heart<br>Annual Catholic Appeal<br>\$ 10,000 00                                                                         | 3089<br>A0203089      | 6/4/2009                     | \$10,000.00       | Other            | 9873                                |
| Archdiocese of Seattle<br>Purchase retirement apartment for Archbishop<br>Brunett in Skyline Retirement Community on First<br>Hill<br>\$ 1,000,000 00 | 2970<br>A0202970      | 6/24/2009                    | \$1,000,000.00    | Foundation Board | 9895                                |
| ArtsCorps<br>"Arts Education Program for Youth" - General<br>operating Report recvd 1/5/10<br>\$ 30,000 00                                            | 3083<br>A0203083      | 6/24/2009                    | \$15,000.00       | Foundation       | 9890                                |
| The Bush School<br>S34M Campaign to reconstruct lower campus<br>\$ 150,000 00                                                                         | 2876<br>A0202876      | 6/18/2009                    | \$124,240 00      | Foundation Board | 4,000 shares Paccar Stock @ \$31 06 |
| The Bush School<br>S34M Campaign to reconstruct lower campus<br>\$ 150,000 00                                                                         | 2876<br>A0202876      | 6/24/2009                    | \$25,760 00       | Foundation Board | 9898                                |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                                               | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes                     |
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| Cascade Valley Hospital Foundation<br><i>Purchase hospital equipment to support obese<br/>"bariatric" patients</i><br>\$ 10,000.00                                                                                              | 3078<br>A0203078      | 6/24/2009       | \$10,000.00       | Foundation       | 9887                                      |
| Catholic Community Services of Western<br>Washington<br><i>"Gift of Hope Challenge" One community wide<br/>request in lieu of individual requests from various<br/>catholic entities under their umbrella</i><br>\$ 500,000.00  | 2991<br>A0202991      | 6/18/2009       | \$86,968.00       | Foundation Board | 2,800 shares of Paccar Stock @<br>\$31.06 |
| Catholic Community Services of Western<br>Washington<br><i>"Gift of Hope Challenge" One community wide<br/>request in lieu of individual requests from various<br/>catholic entities under their umbrella.</i><br>\$ 500,000.00 | 2991<br>A0202991      | 6/24/2009       | \$13,032.00       | Foundation Board | 9905                                      |
| Chief Seattle Club<br><i>Operating Budget for American Indians and<br/>Alaska Natives</i><br>\$ 40,000.00                                                                                                                       | 3087<br>A0203087      | 6/24/2009       | \$20,000.00       | Foundation       | 9893                                      |
| Eagle Wing Ministries<br><i>General operating support \$40,000 in 09, \$30,000<br/>in 2010 and 2011 serving disabled and their<br/>families</i><br>\$ 20,000.00                                                                 | 3055<br>A0203055      | 6/24/2009       | \$10,000.00       | Foundation       | 9880                                      |
| Holly Ridge Center<br><i>"Infant Toddler Program" (Neurodevelopmental<br/>program for young children up to age 3)</i><br>\$ 5,000.00                                                                                            | 3085<br>A0203085      | 6/24/2009       | \$5,000.00        | Foundation       | 9891                                      |

| Payee Organization<br>Project Title, Grant Amount                                                                                                    | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| Independent Colleges of Washington<br>Support of ten independent colleges with<br>scholarships<br>\$ 30,000 00                                       | 3088<br>A0203088      | 6/24/2009       | \$15,000.00       | Foundation      | 9894                  |
| Intercommunity Mercy Housing<br>Operating funding to help develop housing for<br>low-income people<br>\$ 30,000 00                                   | 3073<br>A0203073      | 6/24/2009       | \$15,000.00       | Foundation      | 9886                  |
| KidsUp!<br>Open a Parent Child Center (A large play space<br>for children) in leased space<br>\$ 10,000 00                                           | 3075<br>A0203075      | 6/1/2009        | \$10,000 00       | Foundation      | 9861                  |
| Kokua<br>General operating support serving disabled.<br>Purchase a low-mileage van with rear entry<br>conversion Report rec'd 6/10/09<br>\$ 5,000 00 | 3058<br>A0203058      | 6/2/2009        | \$5,000.00        | Foundation      | 9868                  |
| Meydenbauer Bay Neighborhood Association<br>Support<br>\$ 999.00                                                                                     | 3090<br>A0203090      | 6/4/2009        | \$999.00          | Other           | 9874                  |
| Northwest School for Hearing-Impaired Children<br>Support academic programs<br>\$ 5,000 00                                                           | 3077<br>A0203077      | 6/24/2009       | \$5,000.00        | Foundation      | 9881                  |
| On The Boards<br>Operating Support<br>\$ 1,000 00                                                                                                    | 3111<br>A0203111      | 6/29/2009       | \$1,000.00        | Other           | 9907                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                         | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes         |
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| <b>Outdoors for All Foundation</b><br>General operating support for enriching outdoor<br>activities for disabled<br>\$ 20,000 00                          | 3057<br>A0203057      | 6/2/2009        | \$10,000.00       | Foundation       | 9866                          |
| <b>Overlake Hospital Foundation</b><br>Renovate Childbirth Center. Report rec'd<br>10/19/09<br>\$ 250,000 00                                              | 2948<br>A0202948      | 6/18/2009       | \$211,208.00      | Foundation Board | 6,800 shares Paccar @ \$31.06 |
| <b>Overlake Hospital Foundation</b><br>Renovate Childbirth Center Report rec'd<br>10/19/09<br>\$ 250,000 00                                               | 2948<br>A0202948      | 6/24/2009       | \$38,792.00       | Foundation Board | 9904                          |
| <b>Pets for the Elderly Foundation</b><br>Underwriting \$50 cost of adoption of a pet for<br>elderly citizens<br>\$ 3,000 00                              | 3086<br>A0203086      | 6/24/2009       | \$1,500.00        | Foundation       | 9892                          |
| <b>Ramier Scholars</b><br>General operating support, mentoring program for<br>low-income students of color from 6th grade thru<br>college<br>\$ 50,000 00 | 3062<br>A0203062      | 6/2/2009        | \$25,000.00       | Foundation       | 9870                          |
| <b>Readiness To Learn Whidbey Foundation</b><br>Services for homeless students in 4 school districts<br>\$ 20,000 00                                      | 3063<br>A0203063      | 6/1/2009        | \$10,000.00       | Foundation       | 9864                          |
| <b>Recording for the Blind &amp; Dyslexic, Inc.</b><br>Audio Textbooks and educational resources for<br>students<br>\$ 5,000 00                           | 3061<br>A0203061      | 6/2/2009        | \$5,000.00        | Foundation       | 9869                          |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                            | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes                      |
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| <b>Saint Martin's College</b><br>Construct new recreation and fitness center along<br>with track/soccer fields<br>\$ 500,000 00                                                                              | 2674<br>A0202674      | 6/18/2009       | \$217,420.00      | Foundation Board | 7,000 shares Paccar stock @ \$31.06        |
| <b>Saint Martin's College</b><br>Construct new recreation and fitness center along<br>with track/soccer fields<br>\$ 500,000 00                                                                              | 2674<br>A0202674      | 6/24/2009       | \$32,580.00       | Foundation Board | 9901                                       |
| <b>Seattle Children's PlayGarden</b><br>Construct Play Plaza portion of \$1.75M Capital<br>Project<br>\$ 100,000 00                                                                                          | 2731<br>A0202731      | 6/29/2009       | \$96,675.00       | Foundation Board | 3,000 shares of Paccar @ \$32.225          |
| <b>Seattle Children's PlayGarden</b><br>Construct Play Plaza portion of \$1.75M Capital<br>Project<br>\$ 100,000.00                                                                                          | 2731<br>A0202731      | 6/30/2009       | \$3,325.00        | Foundation Board | 9921                                       |
| <b>Seattle Girls' School</b><br>Purchase property currently occupied by school<br>(\$3.3M), as part of a larger campaign (\$5-\$7M) to<br>build an additional facility to double enrollment<br>\$ 200,000 00 | 2989<br>A0202989      | 6/24/2009       | \$172,177.50      | Foundation Board | 5,500 shares of Paccar Stock @<br>\$31.305 |
| <b>Seattle Girls' School</b><br>Purchase property currently occupied by school<br>(\$3.3M), as part of a larger campaign (\$5-\$7M) to<br>build an additional facility to double enrollment<br>\$ 200,000 00 | 2989<br>A0202989      | 6/30/2009       | \$27,822.50       | Foundation Board | 9909                                       |
| <b>Seattle Opera</b><br>Support<br>\$ 15,000 00                                                                                                                                                              | 3091<br>A0203091      | 6/10/2009       | \$15,000 00       | Other            | 9876                                       |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| Seattle Repertory Theatre<br><i>Producers Circle</i><br>\$ 15,000 00                                                                                             | 3110<br>A0203110      | 6/29/2009       | \$15,000.00       | Other           | 9906                  |
| Seattle Symphony<br><i>Pledge Support</i><br>\$ 100,000 00                                                                                                       | 2711<br>A0202711      | 6/24/2009       | \$50,000.00       | Other           | 9899                  |
| Starlight Starbright Children's Foundation<br><i>Two programs. "Hospital Happenings" and<br/>"Great Escapes"</i><br>\$ 10,000 00                                 | 3081<br>A0203081      | 6/24/2009       | \$5,000 00        | Foundation      | 9888                  |
| Sunshine Physically Challenged Foundation<br><i>Final stage of Phase II Upgrade of computer<br/>systems for 3 offices</i><br>\$ 5,000 00                         | 3065<br>A0203065      | 6/1/2009        | \$5,000.00        | Foundation      | 9863                  |
| Tacoma Public Schools<br><i>Community collaborative program "The Even<br/>Start", (Adult Basic Education, General Education<br/>Development"</i><br>\$ 10,000 00 | 3074<br>A0203074      | 6/1/2009        | \$10,000.00       | Foundation      | 9862                  |
| Treeswing<br><i>Purchase remaining portion of WEL-PRO fitness<br/>software for Seattle Schools</i><br>\$ 10,000.00                                               | 3068<br>A0203068      | 6/24/2009       | \$10,000 00       | Foundation      | 9883                  |
| University Presbyterian Church<br><i>Operating support for "English as a Second<br/>Language" Program</i><br>\$ 10,000 00                                        | 3069<br>A0203069      | 6/24/2009       | \$5,000 00        | Foundation      | 9884                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                             | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| VADIS<br>Renovate two duplexes for moderate to severely disabled individuals Report recvd 12/23/09<br>\$ 7,000.00                             | 3059<br>A0203059      | 6/24/2009       | \$7,000.00        | Foundation      | 9882                  |
| Washington State Coalition Against Domestic Violence<br>General Operations Report recvd 6/10/09<br>\$ 20,000.00                               | 2626<br>A0202626      | 6/1/2009        | \$5,000.00        | Foundation      | 9872                  |
| Westgate Elementary School<br>Playground Renovation<br>\$ 5,000.00                                                                            | 3082<br>A0203082      | 6/24/2009       | \$5,000.00        | Foundation      | 9889                  |
| Your Place Afterschool<br>Mentoring and Tutoring program for low-income single-parent teen girls Report recvd 6/30/09<br>\$ 5,000.00          | 3060<br>A0203060      | 6/2/2009        | \$2,500.00        | Foundation      | 9867                  |
| Youth for Christ<br>Teen Parent Program - Day Care Expenses to allow mothers to attend education classes Report recvd 11/17/09<br>\$ 3,500.00 | 3070<br>A0203070      | 6/24/2009       | \$3,500.00        | Foundation      | 9885                  |
| Total June 2009<br>(45 items)                                                                                                                 |                       |                 | \$2,366,499.00    |                 |                       |
| July 2009                                                                                                                                     |                       |                 |                   |                 |                       |
| 826 Seattle<br>Writing and education programs Report recvd 6/10/09<br>\$ 20,000.00                                                            | 2678<br>A0202678      | 7/7/2009        | \$10,000.00       | Foundation      | 9910                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                                       | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes           |
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| American Diabetes Association<br><i>Scholarships for low-income children with diabetes to attend camp Report recvd 9/1/09</i><br>\$ 20,000 00                                                                           | 3113<br>A0203113      | 7/31/2009       | \$10,000.00       | Foundation       | 9939                            |
| Blue Skies for Children<br><i>Enrichment activities such as art, music, dance, martial arts, team and individual sports for homeless, low-income and foster children in Whatcom and Skagit Counties</i><br>\$ 10,000.00 | 3125<br>A0203125      | 7/31/2009       | \$5,000.00        | Foundation       | 9941                            |
| Boys & Girls Clubs of Whatcom County<br><i>Construct new Club in Ferndale, WA. to replace building destroyed by fire 1/1/07 Report recvd 2/18/09 Should have permits by March or April 2009</i><br>\$ 250,000 00        | 2476<br>A0202476      | 7/16/2009       | \$220,325 00      | Foundation Board | 7,000 shares of Paccar @ 31 475 |
| Boys & Girls Clubs of Whatcom County<br><i>Construct new Club in Ferndale, WA to replace building destroyed by fire 1/1/07 Report recvd 2/18/09 Should have permits by March or April 2009</i><br>\$ 250,000 00         | 2476<br>A0202476      | 7/22/2009       | \$29,675 00       | Foundation Board | 9932                            |
| Chief Seattle Council, Boy Scouts of America<br><i>Campership Fund</i><br>\$ 2,000 00                                                                                                                                   | 3115<br>A0203115      | 7/10/2009       | \$2,000.00        | Other            | 9919                            |
| Children's Home Society of Washington<br><i>Increase number of users (to 50 from 30) allowed to access their computer system</i><br>\$ 5,000 00                                                                         | 3103<br>A0203103      | 7/22/2009       | \$5,000 00        | Foundation       | 9930                            |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                 | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes                       |
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| <b>Cocoon House (SnoPartners)</b><br><i>Capital Campaign to increase shelter capacity,<br/>make repairs and improvements and upgrade<br/>technology<br/>Report rec'd 7/7/08<br/>\$ 150,000.00</i> | 811<br>A0200811       | 7/23/2009       | \$155,677.50      | Foundation Board | 4,500 shs Paccar Stock @ \$34.595           |
| <b>Cocoon House (SnoPartners)</b><br><i>Capital Campaign to increase shelter capacity,<br/>make repairs and improvements and upgrade<br/>technology<br/>Report rec'd 7/7/08<br/>\$ 150,000.00</i> | 811<br>A0200811       | 7/29/2009       | (\$5,677.50)      | Foundation Board | Price of Stock over estimate                |
| <b>Digital Learning Commons</b><br><i>Student Achievement Training for 75 K thru 12<br/>educators<br/>\$ 15,000.00</i>                                                                            | 3095<br>A0203095      | 7/22/2009       | \$15,000.00       | Foundation       | 9925                                        |
| <b>Eastern European Counseling Center</b><br><i>Behavioral health services for Eastern Europeans<br/>in need of counseling<br/>\$ 5,000.00</i>                                                    | 3101<br>A0203101      | 7/22/2009       | \$5,000.00        | Foundation       | 9928                                        |
| <b>Epiphany School</b><br><i>Phase II - construct expanded campus for<br/>pre-kindergarten thru 5th grade school<br/>\$ 500,000.00</i>                                                            | 2964<br>A0202964      | 7/11/2009       | \$483,647.50      | Foundation Board | 14,500 shares of Paccar Stock @<br>\$33.355 |
| <b>Epiphany School</b><br><i>Phase II - construct expanded campus for<br/>pre-kindergarten thru 5th grade school<br/>\$ 500,000.00</i>                                                            | 2964<br>A0202964      | 7/13/2009       | \$16,352.50       | Foundation Board | 9918                                        |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                  | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes           |
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| <b>Family Works</b><br><i>Emergency food, family support services, and<br/>educational resources for low-income and<br/>homeless people</i><br>\$ 24,000 00                        | 3102<br>A0203102      | 7/22/2009       | \$12,000.00       | Foundation       | 9929                            |
| <b>Junior Achievement</b><br><i>Operating Support</i><br>\$ 12,000 00                                                                                                              | 2533<br>A0202533      | 7/13/2009       | \$6,000.00        | Foundation       | 9920                            |
| <b>Literacy Council of Kitsap</b><br><i>General operating support</i><br>\$ 6,000 00                                                                                               | 3128<br>A0203128      | 7/31/2009       | \$3,000.00        | Foundation       | 9943                            |
| <b>Little Bit Therapeutic Riding Center</b><br><i>SLIM Campaign for expanded services with<br/>purchase of new stables and doubling endowment</i><br>\$ 1,500,000 00               | 2611<br>A0202611      | 7/23/2009       | \$761,090.00      | Foundation Board | 22,000 shares Paccar @ \$34.595 |
| <b>Little Bit Therapeutic Riding Center</b><br><i>SLIM Campaign for expanded services with<br/>purchase of new stables and doubling endowment</i><br>\$ 1,500,000 00               | 2611<br>A0202611      | 7/31/2009       | \$29,880.00       | Foundation Board | 9945                            |
| <b>Mid-Puget Sound Fisheries Enhancement Group</b><br><i>Operating Support - agency does habitat<br/>restoration, education and fish production<br/>activities</i><br>\$ 20,000 00 | 2532<br>A0202532      | 7/31/2009       | \$10,000.00       | Foundation       | 9944                            |
| <b>New Futures</b><br><i>General operating grant for education programs,<br/>and social services to low-income families</i><br>\$ 20,000 00                                        | 2661<br>A0202661      | 7/7/2009        | \$10,000.00       | Foundation       | 9911                            |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                                      | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes              |
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| <b>Nonprofit Assistance Center</b><br><i>Leadership development program for<br/>refugee/immigrant women and girls on abuse and<br/>gender based issues</i><br>\$ 10,000.00                                             | 3099<br>A0203099      | 7/22/2009       | \$10,000.00       | Foundation       | 9927                               |
| <b>People for Puget Sound</b><br><i>General support for 08-09 fiscal year</i><br>\$ 25,000.00                                                                                                                          | 2692<br>A0202692      | 7/7/2009        | \$12,500.00       | Foundation       | 9912                               |
| <b>Potlatch Fund</b><br><i>Leadership and non-profit training for Indian<br/>Community (\$50,000 for general operating and<br/>\$50,000 for technical assistance)</i><br>\$ 50,000.00                                  | 3092<br>A0203092      | 7/22/2009       | \$25,000.00       | Foundation       | 9923                               |
| <b>Rauschenbusch Center for Spirit and Action</b><br><i>Operating expenses for bringing social justice<br/>issues to interfaith audiences Report rec'd 6/30/09</i><br>\$ 10,000.00                                     | 2727<br>A0202727      | 7/7/2009        | \$5,000.00        | Foundation       | 9913                               |
| <b>Recovery Cafe Home of the School for Recovery</b><br><i>\$8.8M Project to purchase, renovate and outfit a<br/>new permanent home</i><br>\$ 500,000.00                                                               | 3034<br>A0203034      | 7/16/2009       | \$424,912.50      | Foundation Board | 13,500 shares of Paccar @ \$31.475 |
| <b>Recovery Cafe Home of the School for Recovery</b><br><i>\$8.8M Project to purchase, renovate and outfit a<br/>new permanent home</i><br>\$ 500,000.00                                                               | 3034<br>A0203034      | 7/22/2009       | \$75,087.50       | Foundation Board | 9933                               |
| <b>Rochester Organization of Families</b><br><i>General operating (They assisted with the flooding<br/>damage in December 2007 and do not have<br/>sufficient funds in place for fiscal year 2009)</i><br>\$ 20,000.00 | 2728<br>A0202728      | 7/7/2009        | \$10,000.00       | Foundation       | 9914                               |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                     | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes                           |
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| Ruth Dykeman Children's Center<br><i>Behavioral Rehabilitation Services for 150 to 200 youth recovering from abuse, neglect and behavior and emotional challenges</i><br>\$ 20,000 00 | 3093<br>A0203093      | 7/22/2009       | \$10,000.00       | Foundation       | 9924                                            |
| Seattle University<br><i>Fostering Scholars Scholarship Program Fund</i><br>\$ 18,000 00                                                                                              | 3112<br>A0203112      | 7/13/2009       | \$18,000.00       | Other            | 9916                                            |
| Seattle Youth Symphony Orchestra<br><i>Rent and staff Benaroya Hall for 3 concerts</i><br>\$ 7,500 00                                                                                 | 3121<br>A0203121      | 7/31/2009       | \$7,500.00        | Foundation       | 9938                                            |
| Seattle's Union Gospel Mission<br><i>Build a new 98 unit women's and children's shelter at S. Othello St and Martin Luther King Way South.</i><br>\$ 1,000,000.00                     | 2519<br>A0202519      | 7/23/2009       | \$515,465.50      | Foundation Board | 14,900 shares of Paccar @ \$34.595              |
| Seattle's Union Gospel Mission<br><i>Build a new 98 unit women's and children's shelter at S. Othello St and Martin Luther King Way South.</i><br>\$ 1,000,000.00                     | 2519<br>A0202519      | 7/28/2009       | (\$6,722.00)      | Foundation Board | Refund check from overpayment of stock transfer |
| Sightline Institute<br><i>Build up a "Green" jobs Sector</i><br>\$ 10,000 00                                                                                                          | 3084<br>A0203084      | 7/22/2009       | \$5,000.00        | Foundation       | 9922                                            |
| Society of St. Vincent de Paul<br><i>\$1.5M to construct Emergency Shelter for Homeless Women</i><br>\$ 250,000 00                                                                    | 2780<br>A0202780      | 7/23/2009       | \$259,462.50      | Foundation Board | 7,500 shares Paccar Stock @ \$34.595            |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                         | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes                       |
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| Society of St. Vincent de Paul<br>\$1.5M to construct Emergency Shelter for<br>Homeless Women<br>\$ 250,000.00                                                                                            | 2780<br>A0202780      | 7/31/2009       | (\$9,462.50)      | Foundation Board | Their check #1048 dated 8/3/2009            |
| Theatre Puget Sound<br>"2009 Live Theatre Week" Festival<br>\$ 2,500.00                                                                                                                                   | 3096<br>A0203096      | 7/22/2009       | \$2,500.00        | Foundation       | 9926                                        |
| Turning Pointe Domestic Violence Services<br>General Operating Support (Delayed completion<br>of shelter completion originally scheduled for<br>2006, raised operation costs by \$100,000<br>\$ 20,000.00 | 3123<br>A0203123      | 7/31/2009       | \$20,000.00       | Foundation       | 9942                                        |
| University Street Ministry<br>3 Core Programs<br>1 Teen Feed<br>2 Service Links for Youth<br>3 Street Talk Out each<br>\$ 15,000.00                                                                       | 3107<br>A0203107      | 7/31/2009       | \$7,500.00        | Foundation       | 9940                                        |
| Virginia Mason Hospital Foundation<br>\$100M Capital Campaign to construct new<br>extension to hospital (at corner of Seneca and<br>Boren where old Northcliffe Building exists<br>\$ 2,500,000.00        | 2590<br>A0202590      | 7/23/2009       | \$536,222.50      | Foundation Board | 15,500 shares of Paccar Stock @<br>\$34.595 |
| Widowed Information and Consultation Services<br>Operating Support Report recvd 6/26/09<br>\$ 5,000.00                                                                                                    | 2681<br>A0202681      | 7/7/2009        | \$2,500.00        | Foundation       | 9915                                        |
| Youth In Focus<br>Core photography classes for disadvantaged<br>youth<br>\$ 30,000.00                                                                                                                     | 3105<br>A0203105      | 7/22/2009       | \$15,000.00       | Foundation       | 9931                                        |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                             | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| <p><b>August 2009</b></p> <p>Total July 2009 <u>\$3,729,436.00</u><br/>(41 items)</p>                                                                                                         |                       |                 |                   |                 |                       |
| Assistance League of Bellingham<br>Operation School Bell providing new school clothing for children in need (\$85 average cost per child) over two years. Report recvd 1/6/10<br>\$ 10,000.00 | 3144<br>A0203144      | 8/26/2009       | \$5,000.00        | Foundation      | 9968                  |
| Changes Parent Support Network<br>General Operating Support - They work with parents and guardians of children engaged in self-destructive behaviors. Report recvd 1/13/09<br>\$ 2,500.00     | 3145<br>A0203145      | 8/26/2009       | \$2,500.00        | Foundation      | 9969                  |
| Country Doctor Community Health Centers<br>Provide care to patients without insurance<br>\$ 10,000.00                                                                                         | 3119<br>A0203119      | 8/11/2009       | \$5,000.00        | Foundation      | 9958                  |
| Federal Way Community Care Giving Network<br>Help homeless or people at-risk from losing their homes<br>\$ 5,000.00                                                                           | 3140<br>A0203140      | 8/26/2009       | \$5,000.00        | Foundation      | 9966                  |
| Friends of the Children of King County<br>Academic Enrichment Program providing a tutor and mentor for vulnerable children in Seattle's Central District \$1,995 per student<br>\$ 5,000.00   | 3143<br>A0203143      | 8/26/2009       | \$5,000.00        | Foundation      | 9967                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                                               | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| <b>Lopez Island Hospice &amp; Home Support</b><br><i>Provide hospice and home support services to<br/>community members experiencing illness, injury<br/>and/or loss Report recvd 1/20/10</i><br>\$ 2,500 00                    | 3147<br>A0203147      | 8/26/2009       | \$2,500.00        | Foundation      | 9970                  |
| <b>North Kitsap School District</b><br><i>Reading Offers Achievement &amp; Rewards Program<br/>Report recvd 6/12/09</i><br>\$ 8,000.00                                                                                          | 2708<br>A0202708      | 8/11/2009       | \$4,000.00        | Foundation      | 10010                 |
| <b>Northwest Justice Project</b><br><i>Housing Access Advocacy and Litigation Project<br/>Allowed to allocate 2nd portion of grant to<br/>Americorp Project to hire attorney for foreclosure<br/>assistance</i><br>\$ 25,000.00 | 2825<br>A0202825      | 8/11/2009       | \$12,500.00       | Foundation      | 9954                  |
| <b>Path with Art</b><br><i>Enhancing stability for previously homeless and<br/>low-income adults by offering arts classes</i><br>\$ 2,000 00                                                                                    | 3122<br>A0203122      | 8/11/2009       | \$2,000 00        | Foundation      | 9960                  |
| <b>Pediatric Interim Care Center</b><br><i>Unembursed cost of care for 5 drug-exposed<br/>infants Report recvd 7/27/09</i><br>\$ 20,000 00                                                                                      | 2743<br>A0202743      | 8/11/2009       | \$10,000 00       | Foundation      | 9955                  |
| <b>The Power of Hope</b><br><i>General operating support providing life and<br/>leadership skills for 14 to 18 year olds thru<br/>arts-based learning opportunities</i><br>\$ 20,000 00                                         | 2535<br>A0202535      | 8/11/2009       | \$10,000 00       | Foundation      | 9956                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                             | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| <b>Safeplace</b><br><i>General operations (They provide survivors of domestic and sexual violence help to escape violence in their lives)</i><br>\$ 20,000.00 | 2745<br>A0202745      | 8/11/2009       | \$10,000.00       | Foundation      | 9957                  |
| <b>Shared Housing Services</b><br><i>Referral/Match Home Share</i><br>\$ 5,000.00                                                                             | 3133<br>A0203133      | 8/26/2009       | \$5,000.00        | Foundation      | 9964                  |
| <b>Skagit Preschool &amp; Resource Center</b><br><i>Education and therapy materials for children with disabilities</i><br>\$ 5,000.00                         | 3137<br>A0203137      | 8/26/2009       | \$5,000.00        | Foundation      | 9963                  |
| <b>St. Andrew's Housing Group</b><br><i>General Operations</i><br>\$ 20,000.00                                                                                | 3132<br>A0203132      | 8/11/2009       | \$10,000.00       | Foundation      | 9961                  |
| <b>Stanford University</b><br><i>Hoover House Circle</i><br>\$ 100,000.00                                                                                     | 3136<br>A0203136      | 8/4/2009        | \$100,000.00      | Other           | 9948                  |
| <b>Taproot Theatre</b><br><i>New Touring Van</i><br>\$ 10,000.00                                                                                              | 3126<br>A0203126      | 8/11/2009       | \$10,000.00       | Foundation      | 9959                  |
| <b>The Village Project</b><br><i>Operating Budget (They provide violence prevention/self-esteem classes for children)</i><br>\$ 10,000.00                     | 2756<br>A0202756      | 8/3/2009        | \$5,000.00        | Foundation      | 9950                  |
| <b>Washington Policy Center</b><br><i>Benefactor Dinner</i><br>\$ 9,050.00                                                                                    | 3134<br>A0203134      | 8/4/2009        | \$9,050.00        | Other           | 9949                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                                            | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount                            | Payment<br>Fund | Check Number<br>Notes |
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| Washington Policy Center<br><i>Eastern Washington Office (Columbia Society)</i><br>\$ 1,000.00                                                                                                                               | 3135<br>A0203135      | 8/4/2009        | \$1,000.00                                   | Other           | 9947                  |
| Whistlestop Dance Company<br><i>Dance Infusion Program (Partnership w/3 Seattle Schools to enhance learning in and thru dance. Both students with disabilities and without disabilities will be included)</i><br>\$ 1,000.00 | 3139<br>A0203139      | 8/26/2009       | \$1,000.00                                   | Foundation      | 9965                  |
| <b>September 2009</b>                                                                                                                                                                                                        |                       |                 | Total August 2009<br>(21 items) \$219,550.00 |                 |                       |
| Pacific Northwest Art School<br><i>Update lighting in their building and provide safety lighting in the parking area</i><br>\$ 3,000.00                                                                                      | 3162<br>A0203162      | 9/22/2009       | \$3,000.00                                   | Foundation      | 10002                 |
| American Bird Conservancy<br><i>Capture, transport, and release an 8 to 10 additional pairs of Western Bluebirds from Fort Lewis to San Juan Island</i><br>\$ 10,000.00                                                      | 3152<br>A0203152      | 9/9/2009        | \$10,000.00                                  | Foundation      | 9976                  |
| Clothes For Kids<br><i>Clothes for Needy Children</i><br>\$ 12,000.00                                                                                                                                                        | 2751<br>A0202751      | 9/9/2009        | \$6,000.00                                   | Foundation      | 9987                  |
| FareStart<br><i>Graduate support and employment opportunities</i><br>\$ 25,000.00                                                                                                                                            | 3161<br>A0203161      | 9/22/2009       | \$25,000.00                                  | Foundation      | 10004                 |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes            |
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| <b>Friends of Youth</b><br><i>Fund programs in Residential Treatment, Homeless Services, Youth &amp; Family Services, and Youth Development and Employment</i><br>\$ 25,000.00                   | 2762<br>A0202762      | 9/9/2009        | \$12,500.00       | Foundation       | 9986                             |
| <b>Healthy Families Foundation</b><br><i>Short-term residential housing program for single women with counseling on self-sufficiency and management of finances and resources</i><br>\$ 5,000.00 | 3158<br>A0203158      | 9/22/2009       | \$5,000.00        | Foundation       | 10005                            |
| <b>Legal Voice</b><br><i>Senior Legal Wellness Project</i><br>\$ 5,000.00                                                                                                                        | 3169<br>A0203169      | 9/22/2009       | \$5,000.00        | Foundation       | 9996                             |
| <b>Literacy Council of Seattle</b><br><i>Increase the number of small classes they offer from 5 to 15</i><br>\$ 3,500.00                                                                         | 3153<br>A0203153      | 9/9/2009        | \$3,500.00        |                  | 9977                             |
| <b>Lutheran Alliance To Create Housing</b><br><i>General Operating Report recvd 12/29/09</i><br>\$ 10,000.00                                                                                     | 2868<br>A0202868      | 9/9/2009        | \$5,000.00        | Foundation       | 9985                             |
| <b>Lutherwood Camp and Retreat Center</b><br><i>Environmental Education Program</i><br>\$ 25,000.00                                                                                              | 2782<br>A0202782      | 9/22/2009       | \$12,500.00       | Foundation       | 9991                             |
| <b>Multi-Service Center</b><br><i>\$2.5M campaign to build a program services building</i><br>\$ 500,000.00                                                                                      | 2835<br>A0202835      | 9/2/2009        | \$223,040.00      | Foundation Board | 6,400 shs Paccar Stock @ \$34.85 |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                    | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes            |
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| <b>Multi-Service Center</b><br>\$2.5M campaign to build a program services<br>building<br>\$ 500,000.00                                                              | 2835<br>A0202835      | 9/9/2009        | \$26,960.00       | Foundation Board | 9988                             |
| <b>National Council of Jewish Women</b><br>Furniture Bank for domestic violence victims<br>\$ 10,000.00                                                              | 3164<br>A0203164      | 9/22/2009       | \$5,000.00        | Foundation       | 10000                            |
| <b>National Multiple Sclerosis Society</b><br>Fund nine scholars<br>\$ 25,000.00                                                                                     | 3168<br>A0203168      | 9/22/2009       | \$12,500.00       | Foundation       | 9997                             |
| <b>North Helpline</b><br>Free Healthcare Clinic<br>\$ 15,000.00                                                                                                      | 3155<br>A0203155      | 9/9/2009        | \$15,000.00       | Foundation       | 9978                             |
| <b>Pacific Asian Empowerment Program</b><br>Nutrition and health services to low-income Pacific<br>Asian residents in King County<br>\$ 15,000.00                    | 3163<br>A0203163      | 9/22/2009       | \$7,500.00        | Foundation       | 10001                            |
| <b>Plymouth Housing Group</b><br>Two Building Projects<br>1 First & Cedar Apartments (84 units)<br>2 Joining the Scargo & Lewiston Hotel (95 units)<br>\$ 300,000.00 | 2892<br>A0202892      | 9/2/2009        | \$243,950.00      | Foundation Board | 7,000 shs Paccar Stock @ \$34.85 |
| <b>Plymouth Housing Group</b><br>Two Building Projects<br>1 First & Cedar Apartments (84 units)<br>2 Joining the Scargo & Lewiston Hotel (95 units)<br>\$ 300,000.00 | 2892<br>A0202892      | 9/9/2009        | \$56,050.00       | Foundation Board | 9989                             |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                               | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| Powerful Schools<br>Literacy Program "Building a Literate<br>Community"<br>\$ 25,000 00                                                                                         | 2759<br>A0202759      | 9/9/2009        | \$12,500 00       | Foundation      | 9984                  |
| Prospect Enrichment Preschool<br>General operating support<br>Report recvd 1/14/09<br>\$ 10,000 00                                                                              | 2792<br>A0202792      | 9/9/2009        | \$5,000 00        | Foundation      | 9983                  |
| Providence Hospice and Home Care of Snohomish<br>County<br>Transitions Program for people with 12 months or<br>less to live, but who don't qualify for hospice.<br>\$ 10,000 00 | 3167<br>A0203167      | 9/22/2009       | \$5,000 00        | Foundation      | 9998                  |
| Seattle Children's Home<br>General operating support Report recvd 5/26/09<br>\$ 20,000 00                                                                                       | 2789<br>A0202789      | 9/9/2009        | \$10,000.00       | Foundation      | 9982                  |
| Seattle Goodwill Industries<br>General operating for job training programs<br>Report recvd 5/4/09<br>\$ 20,000 00                                                               | 2806<br>A0202806      | 9/22/2009       | \$10,000.00       | Foundation      | 9994                  |
| Senior Services<br>Transportation Program Report recvd 12/7/09<br>\$ 10,000 00                                                                                                  | 3150<br>A0203150      | 9/9/2009        | \$10,000.00       | Foundation      | 9975                  |
| Stewardship Partners<br>General Operating<br>\$ 20,000 00                                                                                                                       | 2753<br>A0202753      | 9/9/2009        | \$10,000 00       | Foundation      | 9981                  |
| Street Youth Ministries<br>General operating support helping homeless youth<br>\$ 30,000 00                                                                                     | 3165<br>A0203165      | 9/22/2009       | \$15,000.00       | Foundation      | 9999                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount               | Payment<br>Fund | Check Number<br>Notes |
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| <b>Teens In Public Service</b><br><i>General operating for teen internships and increases in interns</i><br>\$ 20,000 00                                                         | 2802<br>A0202802      | 9/22/2009       | \$10,000.00                     | Foundation      | 9995                  |
| <b>Voices (Education Project)</b><br><i>"Stories of Arrival Youth Voices", will serve students and English Language Learners at Foster High School in Tukwila</i><br>\$ 4,000.00 | 3160<br>A0203160      | 9/22/2009       | \$4,000.00                      | Foundation      | 10003                 |
| <b>Washington State Arts Alliance Foundation</b><br><i>Statewide Arts Conference 4/27 - 4/29/09 Report recvd 7/17/09</i><br>\$ 10,000 00                                         | 2786<br>A0202786      | 9/9/2009        | \$5,000 00                      | Foundation      | 9980                  |
| <b>World Affairs Council</b><br><i>Global Classroom during 08-09 academic year Report recvd 9/23/09</i><br>\$ 20,000 00                                                          | 2801<br>A0202801      | 9/22/2009       | \$10,000.00                     | Foundation      | 9993                  |
| <b>Youth Venture</b><br><i>General Operating Report received 2/04/09</i><br>\$ 10,000 00                                                                                         | 2798<br>A0202798      | 9/22/2009       | \$5,000.00                      | Foundation      | 9992                  |
| <b>October 2009</b>                                                                                                                                                              |                       |                 | Total September 2009 (31 items) |                 |                       |
|                                                                                                                                                                                  |                       |                 | \$789,000.00                    |                 |                       |
| <b>Book-It Repertory Theatre</b><br><i>Arts Education Program, serving youth K-12, parents, educators, and librarians Report recvd 4/15/09</i><br>\$ 10,000 00                   | 2826<br>A0202826      | 10/14/2009      | \$5,000 00                      | Foundation      | 10026                 |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                                                               | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| Camp Fire USA Juan de Fuca Council<br>\$ 15,000.00                                                                                                                                                                                              | 2811<br>A0202811      | 10/14/2009      | \$5,000.00        | Foundation      | 10027                 |
| Elderhealth Northwest<br>Chronic & Terminal Disease Management<br>\$ 10,000.00                                                                                                                                                                  | 3174<br>A0203174      | 10/12/2009      | \$10,000.00       | Foundation      | 10016                 |
| Hopelink<br>2009 Reaching Out Luncheon<br>\$ 2,000.00                                                                                                                                                                                           | 3181<br>A0203181      | 10/5/2009       | \$2,000.00        | Other           | 10014                 |
| Humanities Washington<br>35th Anniversary Matching Challenge (Increase<br>programming, move offices, lobby legislature,<br>establish poet laureate, and help 7 ethnic groups<br>with histories<br>Report recvd 8/11/09<br>\$ 25,000.00          | 2812<br>A0202812      | 10/14/2009      | \$12,500.00       | Foundation      | 10028                 |
| Kids Discovery Museum<br>Campaign for new facility for museum<br>\$ 7,500.00                                                                                                                                                                    | 3178<br>A0203178      | 10/12/2009      | \$7,500.00        | Foundation      | 10018                 |
| Port Townsend Marine Science Center<br>Toward a matching grant for educational<br>programming based on the articulated skeleton of<br>a female orca whose body was so toxic, scientists<br>had to recalcitate their instruments<br>\$ 20,000.00 | 3159<br>A0203159      | 10/1/2009       | \$10,000.00       | Foundation      | 10011                 |
| RISE & SHINE FOUNDATION<br>Ventur Program for children suffering a loss from<br>HIV/AIDS<br>\$ 20,000.00                                                                                                                                        | 3179<br>A0203179      | 10/12/2009      | \$10,000.00       | Foundation      | 10019                 |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                            | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| Seattle University<br><i>Voices in Motion, Social Media for Global Justice</i><br>\$ 1,000 00                                                                                | 3190<br>A0203190      | 10/12/2009      | \$1,000.00        | Other           | 10022                 |
| The Talented Youth<br><i>Operating support (Hire executive director and support staff) Lead initiative "The National Film Festival for Talented Youth"</i><br>\$ 20,000 00   | 2822<br>A0202822      | 10/14/2009      | \$10,000.00       | Foundation      | 10029                 |
| YWCA Pierce County<br><i>Green standards renovation of new domestic violence shelter (Wilsonson Apartments) Of SAM campaign, they've raised \$2,237,000</i><br>\$ 25,000 00  | 3177<br>A0203177      | 10/12/2009      | \$12,500.00       | Foundation      | 10017                 |
| Total October 2009<br>(11 items)                                                                                                                                             |                       |                 | \$85,500.00       |                 |                       |
| <b>November 2009</b>                                                                                                                                                         |                       |                 |                   |                 |                       |
| Amara Parenting & Adoption Services<br><i>Provide permanency for children in foster care, awaiting placement in an adoptive home</i><br>\$ 25,000 00                         | 3213<br>A0203213      | 11/23/2009      | \$12,500 00       | Foundation      | 10063                 |
| Bainbridge Island Arts and Humanities Council<br><i>"Teen Empowerment through the Arts", serving 7 schools on Bainbridge and 4 schools in Kitsap County"</i><br>\$ 10,000 00 | 3203<br>A0203203      | 11/23/2009      | \$5,000.00        | Foundation      | 10073                 |
| Bayview Retirement Community<br><i>Replace 50 in-room televisions</i><br>\$ 4,000 00                                                                                         | 3200<br>A0203200      | 11/23/2009      | \$4,000 00        | Foundation      | 10069                 |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes                         |
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| Big Brothers Big Sisters of Island County<br><i>Attentioning services for low-income, high-risk teen<br/>and pre-teen girls living on Whidbey Island<br/>Report recvd 9/29/09</i><br>\$ 5,000 00 | 2866<br>A0202866      | 11/16/2009      | \$2,500.00        | Foundation       | 10042                                         |
| Boys & Girls Clubs of South Puget Sound<br><i>Construction of Regional HOPE Center<br/>Report Update Recvd 12/17/07</i><br>\$ 500 000 00                                                         | 2210<br>A0202210      | 11/23/2009      | \$250,944.00      | Foundation Board | 6,400 shares Paccar @ \$39.21 or<br>\$250,944 |
| Breast Cancer Prevention Fund<br><i>Outreach and Mammography Programs</i><br>\$ 10,000 00                                                                                                        | 3228<br>A0203228      | 11/23/2009      | \$10,000.00       | Foundation       | 10055                                         |
| Central District Forum<br><i>General operations and programming</i><br>\$ 10,000 00                                                                                                              | 3229<br>A0203229      | 11/23/2009      | \$5,000.00        | Foundation       | 10057                                         |
| The Children's Museum, Seattle<br><i>Renovate theater with expanded light and sound<br/>board, stage backdrops, costumes and props</i><br>\$ 7,500 00                                            | 3195<br>A0203195      | 11/2/2009       | \$7,500.00        | Foundation       | 10039                                         |
| Climate Solutions<br><i>General Operating Support</i><br>\$ 20,000 00                                                                                                                            | 3211<br>A0203211      | 11/23/2009      | \$10,000.00       | Foundation       | 10064                                         |
| Domestic Violence Services of Snohomish County<br><i>General Operating Support</i><br>\$ 5,000 00                                                                                                | 3199<br>A0203199      | 11/23/2009      | \$5,000.00        | Foundation       | 10070                                         |
| Eastside Domestic Violence<br><i>Operating Support</i><br>\$ 20,000 00                                                                                                                           | 3214<br>A0203214      | 11/23/2009      | \$10,000.00       | Foundation       | 10062                                         |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                                     | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number,<br>Notes |
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| Environmental Science Center<br><i>Toward construction of environmental science<br/>learning center at Burien's "Seahurst Park"</i><br>\$ 25,000 00                                                                   | 3226<br>A0203226      | 11/23/2009      | \$25,000.00       | Foundation      | 10054                  |
| Explorations in Math<br><i>Development of engagement and membership<br/>models, a two year project</i><br>\$ 15,000.00                                                                                                | 3182<br>A0203182      | 11/2/2009       | \$15,000.00       | Foundation      | 10036                  |
| Gilda's Club of Seattle<br><i>"Noogieland" program for children, teens and<br/>families living with cancer</i><br>\$ 15,000 00                                                                                        | 3205<br>A0203205      | 11/23/2009      | \$7,500.00        | Foundation      | 10068                  |
| Homeless Outreach Mobilization Effort<br><i>General Operating support to assist homeless men<br/>transition to permanent housing</i><br>\$ 10,000 00                                                                  | 2867<br>A0202867      | 11/16/2009      | \$5,000.00        | Foundation      | 10043                  |
| Institutes for Journalism & Natural Resources<br><i>Train journalists on natural resource and<br/>environment issues in Puget Sound Basin</i><br>\$ 7,500 00                                                          | 3189<br>A0203189      | 11/2/2009       | \$7,500 00        | Foundation      | 10033                  |
| Marianne's House<br><i>Operating Expenses for Day Activity Center for<br/>adults with developmental disabilities</i><br>\$ 5,000 00                                                                                   | 3193<br>A0203193      | 11/2/2009       | \$5 000 00        | Foundation      | 10038                  |
| The Mockingbird Society<br><i>General operating for Youth "LEAD" program for<br/>foster care youth (Leadership, Employment,<br/>Education and Advocacy) Report rec'd 5/6/09,<br/>another 11/25/09</i><br>\$ 15,000 00 | 2859<br>A0202859      | 11/16/2009      | \$7,500 00        | Foundation      | 10044                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                    | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes                                   |
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| <b>Mother Baby Center</b><br><i>Pre-natal and post-delivery services to extremely low-income women</i><br>\$ 10,000 00                                               | 2842<br>A0202842      | 11/16/2009      | \$5,000 00        | Foundation       | 10045                                                   |
| <b>National Trust for Historic Preservation</b><br><i>"Preservation Greenlab", promoting energy conservation in existing buildings</i><br>\$ 25,000 00               | 3204<br>A0203204      | 11/23/2009      | \$25,000.00       | Foundation       | 10052<br>Only to be used within the State of Washington |
| <b>Open Arms Perinatal Services</b><br><i>General operating for "Doula Services" to low-income pregnant women</i><br>\$ 10,000 00                                    | 2860<br>A0202860      | 11/16/2009      | \$5,000.00        | Foundation       | 10046                                                   |
| <b>Pacific Science Center</b><br><i>S13M "Mercer Slough Environmental Education Center Expansion Project."</i><br>\$ 100,000 00                                      | 2832<br>A0202832      | 11/23/2009      | \$78,420.00       | Foundation Board | 2,000 shares of Paccar @ \$39.21 or \$78,420.00         |
| <b>Pacific Science Center</b><br><i>S13M "Mercer Slough Environmental Education Center Expansion Project."</i><br>\$ 100,000 00                                      | 2832<br>A0202832      | 11/24/2009      | \$21,580.00       | Foundation Board | 10081                                                   |
| <b>PCC Farmland Trust</b><br><i>Farmland Stewardship Program (For 8 parcels they manage, as well as one new farm for 2009) Report rec'd 10/30/09</i><br>\$ 25,000 00 | 2863<br>A0202863      | 11/16/2009      | \$12,500 00       | Foundation       | 10047                                                   |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                                               | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| Pierce College Foundation<br>21st Century Learning Campaign - providing<br>program enhancements to transform 2 new<br>buildings for science, technology, engineering,<br>math, nursing and arts<br>\$ 25,000.00 | 3196<br>A0203196      | 11/23/2009      | \$25,000.00       | Foundation      | 10053                 |
| Pierce County Library Foundation<br>Job Resource Skill Centers in six Pierce County<br>Libraries for unemployed persons<br>\$ 15,000.00                                                                         | 3188<br>A0203188      | 11/23/2009      | \$7,500.00        | Foundation      | 10072                 |
| Plymouth Healing Communities<br>General Operating<br>\$ 25,000.00                                                                                                                                               | 2855<br>A0202855      | 11/16/2009      | \$12,500.00       | Foundation      | 10048                 |
| Providence Health System<br>12 Supportive Housing Programs for low-income<br>seniors and disabled adults<br>\$ 20,000.00                                                                                        | 3208<br>A0203208      | 11/23/2009      | \$10,000.00       | Foundation      | 10067                 |
| Refugee Women's Alliance<br>Hire part-time Program Assistant and Tutor to<br>deliver Burmese and Bhutinese Refugee Youth<br>\$ 10,000.00                                                                        | 3210<br>A0203210      | 11/23/2009      | \$10,000.00       | Foundation      | 10065                 |
| Sanctuary Art Center<br>Music Programs for Homeless and Street-involved<br>Youth<br>\$ 6,000.00                                                                                                                 | 3209<br>A0203209      | 11/23/2009      | \$3,000.00        | Foundation      | 10066                 |
| Seattle Art Museum<br>SIM pledge over 4 years, honoring Ann P<br>Wickoff's efforts on behalf Sculpture Park<br>\$ 1,000,000.00                                                                                  | 2136<br>A0202136      | 11/24/2009      | \$250,000.00      | Other           | 10077                 |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                                 | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes                                  |
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| Seattle Art Museum<br><i>Special Fund Pledge June 09</i><br>\$ 500,000 00                                                                                                         | 3230<br>A0203230      | 11/24/2009      | \$500,000 00      | Other            | 10078                                                  |
| Seattle Art Museum<br><i>President's Circle Pledge</i><br>\$ 25,000.00                                                                                                            | 3231<br>A0203231      | 11/24/2009      | \$25,000 00       | Other            | 10079                                                  |
| The Sharehouse<br><i>Furniture Bank for previously homeless Rent on<br/>warehouse/office space, fuel for truck, etc</i><br>\$ 5,000 00                                            | 3224<br>A0203224      | 11/23/2009      | \$5,000 00        | Foundation       | 10059                                                  |
| The Sisters of St. Francis of Philadelphia<br><i>Expand and renovate St Ann Convent/Retirement<br/>Center in Tacoma for the Sisters</i><br>\$ 300,000.00                          | 3124<br>A0203124      | 11/23/2009      | \$274,470.00      | Foundation Board | 7,000 shares of Paccar Stock @<br>\$38.21 or \$274,470 |
| The Sisters of St. Francis of Philadelphia<br><i>Expand and renovate St Ann Convent/Retirement<br/>Center in Tacoma for the Sisters</i><br>\$ 300,000.00                          | 3124<br>A0203124      | 11/24/2009      | \$25,530 00       | Foundation Board | 10080                                                  |
| South Whidbey Good Cheer, Inc.<br><i>Next phase of capital campaign - add elevator and<br/>widen staircase to 2nd floor to add additional<br/>space for sales</i><br>\$ 10,000 00 | 3191<br>A0203191      | 11/2/2009       | \$10,000 00       | Foundation       | 10037                                                  |
| Spectrum Dance Theatre<br><i>"Farewell, a Fantastical Contemplation on<br/>America's relationship with China (Dance<br/>Production)"</i><br>\$ 5,000 00                           | 3227<br>A0203227      | 11/23/2009      | \$5,000 00        | Foundation       | 10056                                                  |

| Payee Organization<br>Project Title, Grant Amount                                                                                                                  | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund  | Check Number<br>Notes                              |
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| The Tacoma Rescue Mission<br>\$9.7M campaign to construct Adams Square<br>Family Center<br>\$ 100,000.00                                                           | 2874<br>A0202874      | 11/23/2009      | \$78,420.00       | Foundation Board | 2,000 shares Paccar Stock @ \$39.21<br>or \$78,420 |
| The Tacoma Rescue Mission<br>\$9.7M campaign to construct Adams Square<br>Family Center<br>\$ 100,000.00                                                           | 2874<br>A0202874      | 11/24/2009      | \$21,580.00       | Foundation Board | 10083                                              |
| Thrive by Five Washington<br>Kindergarten Transition Program for 3 elementary<br>schools (White Center, Mount View, and Beverly<br>Park)<br>\$ 20,000.00           | 3183<br>A0203183      | 11/2/2009       | \$10,000.00       | Foundation       | 10032                                              |
| Trust for Public Land<br>Promote Puget Sound's ecological health and<br>create more shoreline parks for public access<br>Operating Budget<br>\$ 100,000.00         | 3106<br>A0203106      | 11/16/2009      | \$33,334.00       | Foundation Board | 10041                                              |
| Urban ArtWorks<br>General Operating<br>\$ 15,000.00                                                                                                                | 2844<br>A0202844      | 11/16/2009      | \$7,500.00        | Foundation       | 10049                                              |
| UW School of Law<br>Law Students Representing Immigrants (\$4,500 for<br>oversee of volunteer program and \$8,000 for<br>capacity building project)<br>\$ 3,000.00 | 3198<br>A0203198      | 11/23/2009      | \$3,000.00        | Foundation       | 10071                                              |
| Washington Environmental Council<br>General operating<br>Report recvd 5/4/09<br>\$ 10,000.00                                                                       | 2845<br>A0202845      | 11/16/2009      | \$5,000.00        | Foundation       | 10050                                              |

| Payee Organization<br>Project Title, Grant Amount                                                                                  | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
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| Washington Women's Employment & Education<br><i>Job Training and Skill Building Annual Report<br/>recvd 1/20/10</i><br>\$ 5,000 00 | 3219<br>A0203219      | 11/23/2009      | \$5,000 00        | Foundation      | 10061                 |
| Way Back Inn<br><i>Seed money for assisting homeless families into<br/>permanent housing Report recvd 3/24/09.</i><br>\$ 5,000 00  | 2841<br>A0202841      | 11/16/2009      | \$2,500.00        | Foundation      | 10051                 |
| Whidbey General Hospital Foundation<br><i>Motorized Hospital Gurney for emergency room</i><br>\$ 5,000.00                          | 3222<br>A0203222      | 11/23/2009      | \$5,000 00        | Foundation      | 10060                 |
| YMCA Oasis Teen Shelter<br><i>Overnight Youth Shelter and Drop-in Center</i><br>\$ 20,000.00                                       | 3185<br>A0203185      | 11/2/2009       | \$20,000.00       | Foundation      | 10035                 |
| Young Life<br><i>Operations Budget for teens and young adults with<br/>disabilities</i><br>\$ 7,500 00                             | 3187<br>A0203187      | 11/2/2009       | \$7,500.00        | Foundation      | 10034                 |
| Total November 2009<br>(50 items)                                                                                                  |                       |                 | \$1,904,278.00    |                 |                       |
| Grand Total<br>(390 items)                                                                                                         |                       |                 | \$15,439,590 34   |                 |                       |
| Grant Checks written off:                                                                                                          |                       |                 |                   |                 |                       |
| Date                                                                                                                               |                       | Check No.       |                   |                 |                       |
| 6/29/2009                                                                                                                          |                       | 9907            |                   |                 |                       |
| 9/22/2009                                                                                                                          |                       | 10003           |                   |                 |                       |
| 2/1/2008                                                                                                                           |                       | 9221            |                   |                 |                       |
| 7/21/2008                                                                                                                          |                       | 9455            |                   |                 |                       |
| Total Net Grants Paid                                                                                                              |                       |                 | \$15,428,490.34   |                 |                       |

THE NORCLIFFE FOUNDATION OUTSTANDING MAJOR PLEDGES 11/30/09

REMAINING

|                                 |                |                                                    |
|---------------------------------|----------------|----------------------------------------------------|
| BELLINGHAM TECHNICAL COLLEGE \$ | 200,000/1 yr   | Upon permit & start of const by 12/31/2011         |
| (200,000/1 yr)                  |                |                                                    |
| BOYS & GIRLS CLUBS OF SOUTH     |                |                                                    |
| PUGET SOUND                     | 249,056/1 yr   | 11/23/2010                                         |
| (\$500,000/2 yrs)               |                |                                                    |
| CASA LATINA                     | 250,000/1 yr   | Upon permit & start of const Phase II by 3/31/2010 |
| (\$250,000/1 yr)                |                |                                                    |
| MULTI-SERVICE CENTER            | 250,000/1 yr   | 9/9/2010.                                          |
| (\$500,000/2 yrs)               |                | by 12/31/09                                        |
| NW SCHOOL OF ARTS, HUMANITIES & | 75,000/3 yrs   | 1/30/10, 11 & 12                                   |
| (\$25,000/each yr for 4 yrs)    |                |                                                    |
| PHINNEY NEIGHBORHOOD ASSOC.     | 500,000/1 yr   | Upon permit & start of const. by 12/31/2011        |
| (\$500,000/1 yr)                |                |                                                    |
| PLYMOUTH HOUSING GROUP          | 300,000/1 yr   | Upon permit & start of const by 6/30/2010          |
| (\$300,000/1 yr)                |                |                                                    |
| POPE JOHN PAUL II HIGH SCHOOL   | 100,000/1 yr   | Upon permit & start of const by 9/30/2010          |
| (\$100,000/1 yr)                |                |                                                    |
| SAINT MARTIN'S UNIVERSITY       | 250,000/1 yr   | 6/24/2010                                          |
| (\$500,000/2 yrs)               |                |                                                    |
| SAN JUAN COMMUNITY HOME         | 100,000/1 yr   | Upon permit & start of const by 12/31/2010         |
| (\$100,000/1 yr)                |                |                                                    |
| SEATTLE CHILDREN'S THEATRE      | 50,000/2 yrs   | 2/13/10 & 11                                       |
| (\$100,000/4 yrs)               |                |                                                    |
| SEATTLE COMMUNITY COLLEGES      | 200,000/1 yr   | Upon permit & start of const by 12/31/2010         |
| (\$200,000/1 yr)                |                |                                                    |
| SEATTLE OPERA                   | 500,000/1 yr   | Upon permit & start of const by 12/31/2011         |
| (\$500,000/1 yr)                |                |                                                    |
| SOLID GROUND                    | 300,000/2 yrs  | Upon permit & start of const by 9/30/2010          |
| (\$300,000/2 yrs)               |                |                                                    |
| SWEDISH MEDICAL CENTER          | 1,000,000/1 yr | Upon permit & start of const. by 6/30/2010         |
| (\$1,000,000/1 yr)              |                |                                                    |
| TREEHOUSE                       | 50,000/2 yrs   | 02/13/10 & 11                                      |
| (\$100,000/4 yrs)               |                |                                                    |
| TRUST FOR PUBLIC LAND           | 66,666/2 yrs   | 11/17/10 & 11/17/11                                |
| \$100,000/3 yrs)                |                |                                                    |
| UNIVERSITY PREPARATORY ACADEMY  | 500,000/2 yrs  | Upon permit & start of const 12/31/2011 & 2012     |
| (\$500,000/2 yrs)               |                |                                                    |
| VILLA ACADEMY                   | 250,000/1 yr   | 03/31/10                                           |
| (\$500,000/2 yrs)               |                |                                                    |

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|                                               |                 |                    |
|-----------------------------------------------|-----------------|--------------------|
| VIRGINIA MASON HOSPITAL<br>\$2,500,000/5 yrs) | 1,472,521/3 yrs | 05/31/10, 11, & 12 |
| WOODLAND PARK ZOO<br>(\$1,000,000/3 yrs)      | 666,667/2 yrs   | 03/31/10, and 11   |

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|                             |                                  |
|-----------------------------|----------------------------------|
| <b><u>Fiscal Years:</u></b> | <b><u>\$ 7,329,910/4 yrs</u></b> |
| 2010                        | \$ 3,790,723                     |
| 2011                        | 2,791,666                        |
| 2012                        | <u>747,521</u>                   |

\$ 7,329,910

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ADDITIONAL MULTI-YEAR PLEDGES:

November 30, 2009

|                                                          |                |          |
|----------------------------------------------------------|----------------|----------|
| AMARA PARENTING & ADOPTION<br>(\$25,000/2 yrs)           | \$ 12,500/1 yr | 11/23/10 |
| AMERICAN DIABETES<br>(\$20,000/2 yrs)                    | \$ 10,000/1 yr | 07/31/10 |
| AMERICAN RED CROSS/King/Pierce CoS<br>(\$10,000/2 yrs)   | \$ 5,000/1 yr  | 01/21/10 |
| ARTIST TRUST<br>(\$20,000/2 yrs)                         | \$ 10,000/1 yr | 03/23/10 |
| ARTS CORPS<br>(\$30,000/2 yrs)                           | \$ 15,000/1 yr | 06/24/10 |
| ASSISTANCE LEAGUE OF B'HAM<br>(\$10,000/2 yrs)           | \$ 5,000/1 yr  | 08/26/10 |
| BAINBRIDGE IS. ARTS & HUMAN.<br>(\$10,000/2 yrs)         | \$ 5,000/1 yr  | 11/23/10 |
| BLUE SKIES FOR CHILDREN<br>(\$10,000/2 yrs)              | \$ 5,000/1 yr  | 07/31/10 |
| BROADWAY BOUND CHILDREN'S<br>THEATRE<br>(\$40,000/2 yrs) | \$ 20,000/1 yr | 05/21/10 |
| CHIEF SEATTLE CLUB<br>(\$40,000/2 yrs)                   | \$ 20,000/1 yr | 06/24/10 |
| CENTRAL DISTRICT FORUM<br>(\$10,000/2 yrs)               | \$ 5,000/1 yr  | 11/23/10 |
| CENTRAL HOUSE<br>(\$20,000/2 yrs)                        | \$ 10,000/1 yr | 01/05/10 |
| CLIMATE SOLUTIONS<br>(\$20,000/2 yrs)                    | \$ 10,000/1 yr | 11/23/10 |
| COLLEGE ACCESS NOW<br>(\$20,000/2 yrs)                   | \$ 10,000/1 yr | 04/28/10 |
| COUNTRY DOCTOR COMMUNITY<br>(\$20,000/2 yrs)             | \$ 5,000/1 yr  | 08/11/10 |

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|                                                            |                |          |
|------------------------------------------------------------|----------------|----------|
| EAGLE WING MINISTRIES<br>(\$20,000/2 yrs)                  | \$ 10,000/1 yr | 06/24/10 |
| EASTSIDE DOMESTIC VIOLENCE<br>(\$20,000/2 yrs)             | \$ 10,000/1 yr | 11/23/10 |
| EVERETT SYMPHONY<br>(\$10,000/2 yrs)                       | \$ 5,000/1 yr  | 01/21/10 |
| FAMILY WORKS<br>(\$24,000/2 yrs)                           | \$ 12,000/1 yr | 07/22/10 |
| FRESH PAINT OUTREACH MINISTRIES<br>(\$25,000/2 yrs)        | \$ 12,500/1 yr | 01/05/10 |
| GILDA'S CLUB SEATTLE<br>(\$15,000/2 yrs)                   | \$ 7,500/1 yr  | 11/23/10 |
| INDEPENDENT COLLEGES<br>(\$30,000/2 yrs)                   | \$ 15,000/1 yr | 06/24/10 |
| LISTEN & TALK<br>(\$5,000/2 yrs)                           | \$ 2,500/1 yr  | 04/28/10 |
| LITERACY COUNCIL OF KITSAP<br>(\$6,000/2 yrs)              | \$ 3,000/1 yr  | 07/31/10 |
| LUTHERAN ALLIANCE TO CREATE<br>HOUSING<br>(\$10,000/2 yrs) | \$ 5,000/1 yr  | 12/01/09 |
| MERCY HOUSING<br>(\$30,000/2 yrs)                          | \$ 15,000/1 yr | 06/24/10 |
| MORNINGSIDE<br>(\$25,000/2 yrs)                            | \$ 12,500/1 yr | 04/14/10 |

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|                                                    |                |          |
|----------------------------------------------------|----------------|----------|
| NATL. COUNCIL OF JEWISH WOMENS<br>(\$10,000/2 yrs) | 5,000/1 yr     | 09/22/10 |
| NATL. MULTIPLE SCLEROSIS<br>(\$25,000/2 yrs)       | \$ 12,500/1 yr | 09/22/10 |
| NATL PARKS CONSERVATION<br>(\$25,000/2 yrs)        | \$ 12,500/1 yr | 01/21/10 |
| NORTHWEST FAMILY LIFE<br>(\$20,000/2 yrs)          | \$ 10,000/1 yr | 04/28/10 |
| NW MARITIME CTR & WOODEN<br>(\$250,000/3 yrs)      | \$ 83,334/1 yr | 02/20/10 |
| OUTDOORS FOR ALL FOUNDATION<br>(\$20,000/2 yrs)    | \$ 10,000/1 yr | 06/01/10 |
| PAC. ASIAN EMPOWERMENT<br>(\$15,000/2 yrs)         | \$ 7,500/1 yr  | 09/22/10 |
| PARENT TRUST<br>(\$20,000/2 yrs)                   | \$ 10,000/1 yr | 03/09/10 |
| PETS FOR THE ELDERLY<br>(\$3,000/2 yrs)            | \$ 1,500/1 yr  | 06/24/10 |
| PIERCE CO. LIBRARY FNDN<br>(\$15,000/2 yrs)        | \$ 7,500/1 yr  | 11/23/10 |
| POST-PRISON EDUCATION PROGM<br>(\$10,000/2 yrs)    | \$ 5,000/1 yr  | 04/28/10 |
| POTLATCH FUND<br>(\$50,000/2 yrs)                  | \$ 25,000/1 yr | 07/22/10 |
| PROVIDENCE HEALTH & SERVS.<br>(\$20,000/2 yrs)     | \$ 10,000/1 yr | 11/23/10 |

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|                                                 |                |          |
|-------------------------------------------------|----------------|----------|
| PROVIDENCE HOSPICE<br>(\$10,000/2 yrs)          | \$ 5,000/1 yr  | 09/22/10 |
| RAINIER SCHOLARS<br>(\$50,000/2 yrs)            | \$ 25,000/1 yr | 06/02/10 |
| READINESS TO LEARN WHIDBEY<br>(\$20,000/2 yrs)  | \$ 10,000/1 yr | 06/01/10 |
| RISE n' SHINE<br>(\$20,000/2 yrs)               | \$ 10,000/1 yr | 10/12/10 |
| RISING OUT OF THE SHADOWS<br>(\$30,000/2 yrs)   | \$ 15,000/1 yr | 01/05/10 |
| RUTH DYKEMAN CHILDREN'S CTR<br>(\$20,000/2 yrs) | \$ 10,000/1 yr | 07/22/10 |
| SACRED HEART SHELTER<br>(\$15,000/2 yrs)        | \$ 7,500/1 yr  | 03/23/10 |
| SAFE CROSSINGS FOUNDATION<br>(\$20,000/2 yrs)   | \$ 10,000/1 yr | 03/23/10 |
| SALVATION ARMY/TACOMA<br>(\$20,000/2 yrs)       | \$ 10,000/1 yr | 01/21/10 |
| SANCTUARY ART CENTER<br>(\$6,000/2 yrs)         | \$ 3,000/1 yr  | 11/23/10 |
| SIGHTLINE<br>(\$10,000/2 yrs)                   | \$ 5,000/1 yr  | 07/22/10 |
| STARLIGHT CHILDREN'S FNDN<br>(\$10,000/2 yrs)   | \$ 5,000/1 yr  | 06/24/10 |
| ST. ANDREWS HOUSING GROUP<br>(\$20,000/2 yrs)   | \$ 10,000/1 yr | 08/11/10 |

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|                                                                        |                |          |
|------------------------------------------------------------------------|----------------|----------|
| STREET YOUTH MINISTRIES<br>(S30,000/2 yrs)                             | \$ 15,000/1 yr | 09/22/10 |
| THRIVE BY FIVE WASHINGTON<br>(S20,000/2 yrs)                           | \$ 10,000/1 yr | 11/02/10 |
| UNIVERSITY PRESBYTERIAN<br>CHURCH/Language Institute<br>(10,000/2 yrs) | \$ 5,000/1 yr  | 06/24/10 |
| UNIV. STREET MINISTRY<br>(S15,000/2 yrs)                               | \$ 7,500/1 yr  | 07/31/10 |
| WA. PUBLIC AFFAIRS NETWORK<br>(S10,000/2 yrs)                          | \$ 5,000/1 yr  | 01/05/10 |
| WHIDBEY INSTITUTE AT CHINOOK<br>(S10,000/2 yrs)                        | \$ 5,000/1 yr  | 12/01/09 |
| YWCA Pierce County<br>(S25,000/2 yrs)                                  | \$ 12,500/1 yr | 10/12/10 |
| YOUR PLACE AFTERSCHOOL<br>(S5,000/2 yrs)                               | \$ 2,500/1 yr  | 06/02/10 |
| YOUTH IN FOCUS<br>(S30,000/2 yrs)                                      | \$ 15,000/1 yr | 07/22/10 |

Total

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\$660,334