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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply

☐ Initial return☒ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.Otherwise,
print
or type.See Specific
Instructions.

Name of foundation

R&H Rosen Family Foundation

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

PO Box 5003

City or town, state, and ZIP code

Bellevue**WA 98009-5003**

A Employer identification number

91-1304542

B Telephone number (see page 10 of the instructions)

425-454-3030C 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

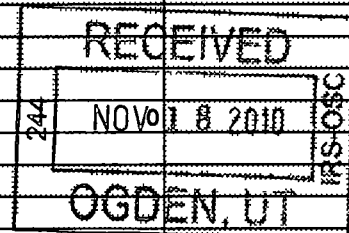
of year (from Part II, col (c),

line 16) **\$ 7,773,544**J Accounting method ☐ Cash ☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (Thetotal of amounts in columns (b), (c), and (d) may not necessarily equal
the amounts in column (a) (see page 11 of the instructions))(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 (attach schedule)	50,000			
	2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	8,837	8,495	8,837	
	4	Dividends and interest from securities	758	716	758	
	5a	Gross rents	1,447,615	172,470	1,447,615	
	b	Net rental income or (loss) 185,751				
	6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	21,908			
	b	Gross sales price for all assets on line 6a 96,761				
	7	Capital gain net income (from Part IV, line 2)		18,238		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns & allowances				
Operating and Administrative Expenses	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	Total. Add lines 1 through 11	1,529,118	199,919	1,457,210	
	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) See Stmt 2	22,060	2,300	2,300	19,760
	b	Accounting fees (attach schedule) Stmt 3	3,871	400	400	3,471
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)				
	19	Depreciation (attach schedule) and depletion	250,369	15,370	250,369	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 4	1,016,198	78,520	1,011,495	4,668
	24	Total operating and administrative expenses. Add lines 13 through 23	1,292,498	96,590	1,264,564	27,899
	25	Contributions, gifts, grants paid	485,250			485,250
	26	Total expenses and disbursements. Add lines 24 and 25	1,777,748	96,590	1,264,564	513,149
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-248,630			
	b	Net investment income (if negative, enter -0-)		103,329		
	c	Adjusted net income (if negative, enter -0-)			192,646	



For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2009)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	200,215	224,340	224,340
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	27,750		
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (att. schedule) ▶			
	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 (attach schedule)			
	b Investments—corporate stock (attach schedule) See Stmt 5	101,770		
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation (attach sch) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) See Statement 6	7,559,747	7,549,204	7,549,204
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item i)	7,889,482	7,773,544	7,773,544
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	7,889,482	7,773,544	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	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 (see page 17 of the instructions)	7,889,482	7,773,544	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,889,482	7,773,544	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,889,482
2 Enter amount from Part I, line 27a	2	-248,630
3 Other increases not included in line 2 (itemize) ▶ See Statement 7	3	190,862
4 Add lines 1, 2, and 3	4	7,831,714
5 Decreases not included in line 2 (itemize) ▶ See Statement 8	5	58,170
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,773,544

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Worksheet				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			2	18,238
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) 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

N/AWas 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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008			
2007			
2006			
2005			
2004			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1	2,067
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	2,067
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	2,067
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,000
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	5,000
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	35
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	2,898
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 2,898 Refunded	11	

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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
c 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: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) WA		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? 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	

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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 page 20 of the 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? Website address ▶ N/A	13	X	

14 The books are in care of ▶ **Stanley G Rosen** Telephone no ▶ **425-454-3030**
PO Box 5003
 Located at ▶ **Bellevue, WA** ZIP+4 ▶ **98009-5003**

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**

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 type="checkbox"/> Yes <input checked="" 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A ▶ <input type="checkbox"/>	1b	
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 2009?	N/A	1c	
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶ 20 , 20 , 20 , 20			
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 page 20 of the instructions)	N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 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 2009)	N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b	X

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>5b</p>	<p>6b</p>	<p>7b</p>
<p>b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here</p>	<p>N/A <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>5b</p>	<p>6b</p>	<p>7b</p>
<p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?</p> <p>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</p>	<p>N/A <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>5b</p>	<p>6b</p>	<p>7b</p>
<p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>6b</p>	<p>6b</p>	<p>6b</p>
<p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p> <p>If "Yes" to 6b, file Form 8870</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>6b</p>	<p>6b</p>	<p>6b</p>
<p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>7b</p>	<p>7b</p>	<p>7b</p>
<p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?</p>	<p>N/A <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>7b</p>	<p>7b</p>	<p>7b</p>

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions).

If none, enter "NONE."

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). 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 ▶**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 Grants made to thirty 501(c)(3) organizations in keeping with the purposes of this foundation	485,250
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	9,674
b	Average of monthly cash balances	1b	214,021
c	Fair market value of all other assets (see page 24 of the instructions)	1c	7,554,476
d	Total (add lines 1a, b, and c)	1d	7,778,171
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	7,778,171
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	116,673
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,661,498
6	Minimum investment return. Enter 5% of line 5	6	383,075

Part XI Distributable Amount (see page 25 of the 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	383,075
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,067
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,067
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	381,008
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	381,008
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	381,008

Part XII Qualifying Distributions (see page 25 of the 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	513,149
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	513,149
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	513,149

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				381,008
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 513,149				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				381,008
e Remaining amount distributed out of corpus	132,141			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	132,141			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	132,141			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	132,141			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a 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 page 28 of 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))

See Statement 11

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

See Statement 12

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 page 28 of the 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

Stan, Michele or Miriam Rosen 425-454-3030
PO Box 5003 Bellevue WA 98009-5003

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

See Statement 13

c Any submission deadlines

See Statement 14

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

See Statement 15

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 16				485,250
Total			▶ 3a	485,250
b Approved for future payment N/A				
Total			▶ 3b	

Schedule of Contributors

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

2009

Name of the organization

Employer identification number

R&H Rosen Family Foundation

91-1304542

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 an organization 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 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 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 (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions 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 990-EZ that received from any one contributor, during the year, 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

R&H Rosen Family Foundation

Employer identification number

91-1304542

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Rosen de Jonge Properties LLC PO Box 5003 Bellevue WA 98009-5003	\$ 50,000	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2009
For calendar year 2009, or tax year beginning _____, and ending _____		

Name R&H Rosen Family Foundation	Employer Identification Number 91-1304542
--	---

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) 1500sh HRPT Ppty Tr SBI	P	12/31/01	02/02/09
(2) 3500sh HRPT Ppty Tr SBI	P	12/31/01	02/02/09
(3) 1800sh Health Care REIT	P	12/31/01	01/27/09
(4) 500sh Senior Housing Ppty	P	12/31/01	02/02/09
(5) Ameriprise-Capital Gain Divs			
(6) Lynnwd E-Capital Gain Divs			
(7) North Creek-Capital Gain Divs			
(8) BelKirk-Capital Gain Divs			
(9) RH Sixth-Capital Gain Divs			
(10) RH Stvns-Capital Gain Divs			
(11) Woodnvl-Capital Gain Divs			
(12)			
(13)			
(14)			
(15)			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 4,808		13,411	-8,603
(2) 11,247		31,292	-20,045
(3) 68,939		30,150	38,789
(4) 8,054			8,054
(5) 20			20
(6) 1			1
(7) 2			2
(8) 2			2
(9) 3			3
(10) 11			11
(11) 4			4
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			-8,603
(2)			-20,045
(3)			38,789
(4)			8,054
(5)			20
(6)			1
(7)			2
(8)			2
(9)			3
(10)			11
(11)			4
(12)			
(13)			
(14)			
(15)			

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
Building C, Northcreek Northcrk Invest LLC		4/03/92	2/20/08	\$ 3,670	\$ 3,670	\$	\$	\$	\$ 3,670
Total				\$ 3,670	\$ 3,670	0	0	0	\$ 3,670

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Legal fees	\$ 22,060	\$ 2,300	\$ 2,300	\$ 19,760
Total	\$ 22,060	\$ 2,300	\$ 2,300	\$ 19,760

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
CPA fees	\$ 3,871	\$ 400	\$ 400	\$ 3,471
Total	\$ 3,871	\$ 400	\$ 400	\$ 3,471

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Bonney Lake Village 12% Schedule attached	\$ 115,913	\$	\$ 115,913	\$
Eastlake Business Pk 17.5% Schedule attached	81,063		81,063	
Hillside Plaza 2.703% Schedule attached	26,372		26,372	

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$	\$	\$	\$
Kent Business Campus 14% Schedule attached	164,102		164,102	
Kent Business Campus 2.5% Schedule attached	29,304		29,304	
Kirkland Way 8% Schedule attached	33,157		33,157	
Lynnwood East 11% Schedule attached	57,648		57,648	
Lynnwood Business Ctr 5% Schedule attached	11,505		11,505	
Quad 95 5% Schedule attached	18,556		18,556	
Park Heights 2.9195% Schedule attached	6,584		6,584	
Willows Park 2.9195% Schedule attached	6,941		6,941	
Northcreek Business Park 5% Schedule attached	8,528	8,528	8,528	
Stevens Hlth Center 5% Schedule attached	10,869		10,869	
RH Lynnwood Corporate 1.5% Schedule attached	16,508		16,508	
Delta Business Pk 5.375% Schedule attached	18,260		18,260	
Rosen Bel-Kirk Bldg 5% Schedule attached	93,283		93,283	

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$	\$	\$	\$
Smokey Pt Shopping 3.2204% Schedule attached	24,029		24,029	
Smokey Pt Shopping .8475% Schedule attached	6,324		6,324	
Sixth Ave Plaza 1.9802% Schedule attached	22,537		22,537	
Stevens Health Ctr 25.7143% Schedule attached	53,833		53,833	
Shane Plaza 4% Schedule attached	26,521		26,521	
Woodinville Warehouse 5% Schedule attached	23,124		23,124	
Mt. Si Shopping Ctr 8.5365% Schedule attached	70,438		70,438	
Mt Si Shopping Ctr 1.9512% Schedule attached	16,104		16,104	
Marymoor Warehouse 6.25% Schedule attached	12,173	12,173	12,173	
Military Road South 10% Schedule attached	43,237	43,237	43,237	
Bear Creek Plaza 6.25% Schedule attached	14,582	14,582	14,582	
Expenses				
Bank charges	339			339
Insurance	4,022			4,022
State licenses	45			10
Charitable contrib passthru-H	23			23

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Charitable contrib passthru-K	\$ 163	\$	\$	163
Charitable contrib passthru-K	29			29
Charitable contrib passthru-1	6			6
Charitable contrib passthru-N	6			6
Charitable contrib passthru-P	20			20
Charitable contrib passthru-R	8			8
Charitable contrib passthru-B	11			11
Charitable contrib passthru-S	31			31
Total	<u>\$ 1,016,198</u>	<u>\$ 78,520</u>	<u>\$ 1,011,495</u>	<u>\$ 4,668</u>

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Publicly traded securities	\$ 101,770	\$	Market	\$
Total	\$ 101,770	\$ 0		\$ 0

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Real estate LLCs & partnerships	\$ 7,559,747	\$ 7,549,204	Market	\$ 7,549,204
Total	\$ 7,559,747	\$ 7,549,204		\$ 7,549,204

Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
Book/tax difference in rental income	\$ 190,862
Total	\$ 190,862

Statement 8 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
Federal income tax	\$ 25,000
Book/Tax difference in realized gains	26,917
Unrealized losses, book	6,253
Total	\$ 58,170

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Federal Statements

Statement 9 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name

Address

City, State, Zip

Rosen de Jonge Properties LLC
PO Box 5003

Bellevue WA 98009-5003

Federal Statements

Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
Stanley Rosen PO Box 5003 Bellevue WA 98009-5003	President	2.00	0	0	0
Michele Rosen PO Box 5003 Bellevue WA 98009-5003	Vice Pres	2.00	0	0	0
Judith de Jonge PO Box 5003 Bellevue WA 98009-5003	Vice Pres	2.00	0	0	0
Miriam Rosen PO Box 5003 Bellevue WA 98009-5003	Secy/Treas	2.00	0	0	0
Jacob Rosen PO Box 5003 Bellevue WA 98009-5003	Director	0.00	0	0	0
Janet Gray PO Box 5003 Bellevue WA 98009-5003	Advisory Dir	0.00	0	0	0
Merrily Laytner PO Box 5003 Bellevue WA 98009-5003	Advisory Dir	0.00	0	0	0
Herb Pruzan PO Box 5003 Bellevue WA 98009-5003	Advisory Dir	0.00	0	0	0

Statement 11 - Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

<u>Name of Manager</u>	<u>Amount</u>
Judith de Jonge	\$ 13,000
Miriam Rosen	8,333
Jacob Rosen	8,333
Total	\$ 29,666

Statement 12 - Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

<u>Name of Manager</u>	<u>Amount</u>
Stanley Rosen	\$
Judith de Jonge	
Total	\$ 0

Statement 13 - Form 990-PF, Part XV, Line 2b - Application Format and Required ContentsDescription

There is no prescribed form. Applications should include a description of the organization, its mission and how it is carried out; current and prior year financial data, and current and future year budget. Applicants must demonstrate 501(c)(3) status.

Statement 14 - Form 990-PF, Part XV, Line 2c - Submission DeadlinesDescription

Applications can be made at any time. The grants are generally determined in November of the preceding year.

Statement 15 - Form 990-PF, Part XV, Line 2d - Award Restrictions or LimitationsDescription

Recipients must further the primary purpose of the organization which include providing for the religious, scientific, cultural and charitable needs of Jewish organizations and their constituents, as well as to other organizations which enhance the education and well-being of children and young adults.

Federal Statements

Statement 16 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name	Address	Relationship	Status	Purpose	Amount
American Jewish Joint New York NY 10017	711 - 3rd Ave, 10th Fl	None	TaxExempt	Annual fund	25,000
American Jewish World Svc New York NY 10018	45 W 36th St	None	TaxExempt	Annual fund	10,000
American Jewish World Svc New York NY 10018	45 W 36th St	None	TaxExempt	Sudan relief	10,000
American Society Technion Mercer Island WA 98040	PO Box 129	None	TaxExempt	Education in Ethiopia	6,250
Bellevue Art Museum Bellevue WA 98004	510 Bellevue Way NE	None	TaxExempt	Annual fund	5,000
Bellevue College Bellevue WA 98007	3000 Landerholm Circle SE	None	TaxExempt	Capital campaign	33,000
Camp Kalsman Seattle WA 98101	600 Stewart #838	None	TaxExempt	Capital campaign	70,000
Hillel Foundation at UW Seattle WA 98105	4745 - 17th Ave NE	None	TaxExempt	Annual Fund	10,000
Hillel Foundation at UW Seattle WA 98105	4745 - 17th Ave NE	None	TaxExempt	Capital campaign	50,000
Jewish Day School Bellevue WA 98008	15749 NE 4th	None	TaxExempt	Capital campaign	33,000
Jewish Day School Bellevue WA 98008	15749 NE 4th	None	TaxExempt	Annual fund	5,000
Jewish Family Service Seattle WA 98122	1601 - 16th Ave	None	TaxExempt	Family Matters campaign	66,000
Jewish Federation Seattle WA 98121	2031 - 3rd Ave	None	TaxExempt	Annual fund	25,000
Jewish Womens Archive Brookline MA 02446	138 Harvard St	None	TaxExempt	Fund for the Future	10,000
Juvenile Diabetes Rsrch Seattle WA 98101	1200 - 6th Ave #605	None	TaxExempt	Annual Fund	15,000
Kline Galland Center Seattle WA 98101	1200 University #100	None	TaxExempt	Capital campaign	20,000
MultiFaith Workis Seattle WA 98122	123 - 16th Ave	None	TaxExempt	Annual fund	2,500
New Israel Fund New York NY 10001	330 Seventh Ave 11th Flr	None	TaxExempt	Annual fund	10,000
Northwest Harvest Seattle WA 98104	711 Cherry St	None	TaxExempt	Annual fund	2,500

Federal Statements

**Statement 16 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Status	Purpose	Amount
Address	Relationship	Relationship	Status			
NW School Hearing Impair Shoreline WA 98133	15303 Westminster Way N	None	TaxExempt	Annual fund	1,000	
Pride Foundation Seattle WA 98122	1122 E Pike	None	TaxExempt	Scholarship fundraiser	5,000	
Seattle Academy Seattle WA 98122	1201 E Union	None	TaxExempt	Endowment fund	10,000	
Seattle Jewish Community Seattle WA 98125	12351 - 8th Ave NE	None	TaxExempt	Annual fund	5,000	
Seattle Jewish Film Seattle WA 98101	1402 - 3rd Ave #405	None	TaxExempt	Annual fund	5,000	
Shalom Bayit Seattle WA 98122	1501 - 17th Ave #105	None	TaxExempt	Annual fund	4,000	
Stroum Jewish Community Mercer Island WA 98040	3801 E Mercer Way	None	TaxExempt	Shalom Baby fund	5,000	
Temple B'nai Torah Bellevue WA 98008	15727 NE 4th St	None	TaxExempt	Financial Stability Fund	12,000	
United Way of King Cnty Seattle WA 98104	720 - 2nd Ave	None	TaxExempt	Safety Net services	10,000	
Univ of WA Jewish Studies Seattle WA 98195	Box 353340	None	TaxExempt	Hebrew instructorship	15,000	
Youth Care Seattle WA 98105	2500 NE 45th St	None	TaxExempt	Annual fund	5,000	
Total						485,250

Rita Herbert Rosen Family Foundation
Form 990 990-T for the Year 2009
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	Bonney Lake Village 12 0000%	Eastlake Biz Park Eastlake Biz Park 17 5000%	Mt Si Shopping 17 5000%	Hillside Plaza 2 7030%	Kent Business Campus 14 0000%	Kent Business Campus 2 5000%	Kirkland Way Investment Kirkland Way 8 0000%	Mt Si Shopping 8 0000%	Lynnwood East 11 0000%
Partnership rental activity, at 100% (entity level) % owned by Foundation *									
Gross rents	1,406,872	877,867	412,106	1,540,395	1,531,577	1,531,577	633,040	206,053	583,313
Rents, at Foundation's % owned	168,825	153,627	72,119	41,637	214,421	38,289	50,643	16,484	64,164
Advertising	329	639	263	1,498	1,762	1,762	539	131	439
Cleaning and maintenance	54,494	29,446	7,597	89,697	117,015	117,015	24,904	3,798	16,918
Commissions	225	673		9,674	8,549	8,549	1,384		350
Insurance	20,022	17,716	8,860	42,441	37,318	37,318	17,484	4,430	16,122
Legal & professional fees	7,422	2,796	8,834	7,318	15,397	15,397	5,248	4,417	19,189
Interest	371,785	128,879	261,991	282,614	336,744	336,744	144,224	130,995	111,825
Repairs	53,291	30,359	25,638	36,312	106,872	106,872	47,480	12,819	94,481
Taxes	155,586	62,228	15,351	188,405	118,940	118,940	55,942	7,675	57,302
Utilities	101,422	34,621	32,746	98,100	172,996	172,996	44,420	16,373	66,955
Depreciation - tax basis	218,637	124,776	226,972	171,532	324,720	324,720	51,107	113,485	141,252
Bank charges	554								
Grounds upkeep	9,571	8,151	3,520	6,821	44,951	44,951	6,161	1,760	6,459
Management fees	75,415	49,001	24,331	82,969	90,535	90,535	33,708	12,165	40,117
Miscellaneous	14,984	10,639	1,240	15,802	21,687	21,687	9,806	623	10,387
Painting	2,554			5,968	8,505	8,505			32,313
Pest Control	1,143	2,170		2,742	3,698	3,698	1,246		682
Security service	3,863	4,500		50,552	17,100	17,100	6,612		4,980
Supplies	7		85		8,639	8,639	1,428	43	
Association fees									
Ground lease									
Parking lot rent expense									
Amortization	52,725	39,599	1,093	42,731	61,451	61,451	14,401	546	22,802
Allocated loan fee amort			953					530	
Less Loan Fee Amort-Mt Si 29 85%		(953)					(530)		
Guaranteed payments	40,548	42,752	10,002	12,000				5,001	22,752
Organizational fees									
Total expenses	1,184,577	587,992	629,476	1,147,176	1,496,879	1,496,879	465,564	314,791	665,325
Less tax basis depreciation	(218,637)	(124,776)	(226,972)	(171,532)	(324,720)	(324,720)	(51,107)	(113,485)	(141,252)
Operating expenses	965,940	463,216	402,504	975,644	1,172,159	1,172,159	414,457	201,306	524,073
Expenses, at Foundation's % owned	115,913	81,063	70,438	26,372	164,102	29,304	33,157	16,104	57,648
Depreciation at Straight-Line									
5-year property	828	5,045	76,439	1,041	34,579	34,579	1,159	38,222	206
7-year property	11,694	2,839	3,149		7,384	7,384	1,975	1,575	6,524
15-year property	51,305	3,306	29,701	134	62,379	62,379		14,851	4,992
31 5-year property		71,274					43,204		
39-year property	153,858	10,703	56,008	147,309	172,260	172,260	5,930	28,004	78,742
Total	217,685	93,167	165,297	148,484	276,602	276,602	52,268	82,652	90,464
Depreciation, at Foundation's %	26,122	16,304	28,927	4,014	38,724	6,915	4,181	6,612	9,951
Section 754 depreciation		1,174			203				
Depreciation to Form 990-T		17,478			38,927				
Adjusted basis									
Beginning of year	6,836,108	2,185,840	3,928,252	5,320,923	7,955,831	7,955,831	1,621,494	1,947,639	3,797,172
End of year	6,677,201	2,153,942	3,765,801	5,202,727	7,813,097	7,813,097	1,569,226	1,866,410	3,887,706
Average	6,756,655	2,169,891	3,847,027	5,261,825	7,884,464	7,884,464	1,595,360	1,907,025	3,842,439
% owned by Foundation *	12 0000%	17 5000%	17 5000%	2 7030%	14 0000%	2 5000%	8 0000%	8 0000%	11 0000%
Foundation's share of average basis	810,799	379,731	673,230	142,227	1,103,825	197,112	127,629	152,562	422,668
Add average share of 754 adj basis		63,851			9,185				
		443,582			1,113,010				
Average acquisition indebtedness (Foundation's share)	650,633	361,460	748,871	97,507	772,911	138,020	184,910	171,169	297,000
Indebtedness %	80 2459%	81 4866%	100 0000% Limited	68 5573%	69 4433%	70 0211%	100 0000% Limited	100 0000% Limited	70 2679%

*weighted average where applicable

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	<u>L & R Investments</u>		<u>1000 - 1st Ave S Assoc</u>		<u>Northcreek</u>	<u>Pac Sys</u>	<u>RH Lynnwood</u>	<u>Rosen</u>
	<u>Lynnwood</u>	<u>Quad</u>	<u>Park</u>	<u>Willows</u>	<u>Stevens</u>	<u>Delta</u>	<u>Corporate</u>	<u>Bel-Kirk</u>
Partnership rental activity, at 100% (entity level) % owned by Foundation *	<u>Biz Center</u>	<u>95</u>	<u>Heights</u>	<u>Park</u>	<u>Hlth Ctr</u>	<u>Business Pk</u>	<u>1 5000%</u>	<u>5 0000%</u>
	<u>5 0000%</u>	<u>5 0000%</u>	<u>2 9195%</u>	<u>2 9195%</u>	<u>5 0000%</u>	<u>6 2500%</u>		
Gross rents	293,439	638,119	276,365	335,839	245,678	441,475	1,577,595	2,570,697
Rents, at Foundation's % owned	<u>14,672</u>	<u>31,906</u>	<u>8,068</u>	<u>9,805</u>	<u>12,284</u>	<u>27,592</u>	<u>23,664</u>	<u>128,535</u>
Advertising	735	539	291	187	765	182	4,241	539
Cleaning and maintenance	15,364	15,559	27,150	13,946	30,085	942	125,683	145,185
Commissions	607		1,452	2,333	553			1,514
Insurance	5,813	14,079	7,613	10,016	5,795		22,049	51,695
Legal & professional fees	3,195	13,852	954	3,085	2,924	781	10,382	52,538
Interest	66,019	138,861	48,964	70,769	84,970	152,011	384,408	439,237
Repairs	27,470	14,255	25,618	37,197	10,187	6,385	69,818	144,453
Taxes	16,406	34,399	20,585	24,873	19,431	41,247	126,450	145,515
Utilities	19,444	31,258	23,407	22,513	25,911		95,495	201,834
Depreciation - tax basis	30,133	75,674	42,145	22,060	85,226	101,729	605,186	387,952
Bank charges	277	277	277	277		423		
Grounds upkeep	4,896	17,820	6,735	4,639	6,549		15,051	28,386
Management fees	17,338	33,803	15,250	18,854	15,923	23,598	94,880	144,682
Miscellaneous	7,445	5,853	3,534	1,583	1,542	837	5,572	4,931
Painting	13,806		16,621	8,790			2,687	3,971
Pest Control	436	1,558	359	663	449		1,242	2,043
Security service			2,377	1,561	3,060		5,004	12,000
Supplies			2,257		2,791		9,559	15,261
Association fees						41,608		
Ground lease								353,138
Parking lot rent expense							21,000	
Amortization	15,907	34,074	16,669	11,038	6,449	1,791	107,026	118,732
Allocated loan fee amort								
Less Loan Fee Amort-Mt Sl 29 85%								
Guaranteed payments	14,936	14,936	5,419	5,420		22,360		
Organizational fees								
Total expenses	260,227	446,797	267,677	259,804	302,610	393,894	1,705,733	2,253,606
Less tax basis depreciation	<u>(30,133)</u>	<u>(75,674)</u>	<u>(42,145)</u>	<u>(22,060)</u>	<u>(85,226)</u>	<u>(101,729)</u>	<u>(605,186)</u>	<u>(387,952)</u>
Operating expenses	230,094	371,123	225,532	237,744	217,384	292,165	1,100,547	1,865,654
Expenses, at Foundation's % owned	<u>11,505</u>	<u>18,556</u>	<u>6,584</u>	<u>6,941</u>	<u>10,869</u>	<u>18,260</u>	<u>16,508</u>	<u>93,283</u>
Depreciation at Straight-Line								
5-year property	1,540		2,169	610	8,545	31,460	184,523	43,728
7-year property	46		9,543	1,466	11,301	1,112	9,757	5,692
15-year property	1,000	6,717	5,503	843	5,545	16,105	54,991	91,487
31 5-year property								
39-year property	<u>19,316</u>	<u>44,114</u>	<u>30,330</u>	<u>12,166</u>	<u>40,446</u>	<u>63,265</u>	<u>318,233</u>	<u>227,114</u>
Total	21,902	50,831	47,545	15,085	65,837	111,942	567,504	368,021
Depreciation, at Foundation's %	1,095	2,542	1,388	440	3,292	6,996	8,513	18,401
Section 754 depreciation						<u>152</u>		
Depreciation to Form 990-T						7,148		
Adjusted basis								
Beginning of year	841,896	2,040,353	1,274,819	483,520	1,903,802	3,156,210	15,546,916	6,886,474
End of year	<u>846,735</u>	<u>2,007,437</u>	<u>1,225,237</u>	<u>482,881</u>	<u>1,890,357</u>	<u>3,044,266</u>	<u>15,246,928</u>	<u>7,000,388</u>
Average	844,316	2,023,895	1,250,028	483,201	1,897,080	3,100,238	15,396,922	6,943,431
% owned by Foundation *	<u>5 0000%</u>	<u>5 0000%</u>	<u>2 9195%</u>	<u>2 9195%</u>	<u>5 0000%</u>	<u>6 2500%</u>	<u>1 5000%</u>	<u>5 0000%</u>
Foundation's share of average basis	42,216	101,195	36,495	14,107	94,854	193,765	230,954	347,172
Add average share of 754 adj basis						<u>4,198</u>		
						197,963		
Average acquisition indebtedness (Foundation's share)	41,978	88,967	21,470	31,310	76,123	159,727	114,253	370,170
Indebtedness %	99 4362%	87 9164%	58 8300%	100 0000%	80 2528%	80 6853%	49 4700%	100 0000%
				Limited				Limited

*weighted average where applicable

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Partnership rental activity, at 100% (entity level) % owned by Foundation *	Smokey Point <u>Shopping</u> 3 2204%	Smokey Point <u>Shopping</u> 0 8475%	Sixth Avenue <u>Plaza</u> 1 9802%	Stevens Health <u>Center</u> 25 7143%	Shane <u>Plaza</u> 4 0000%	Woodinville <u>Warehouse</u> 5 0000%	990-T <u>Total</u>
Gross rents	1,073,998	1,073,998	1,687,150	236,043	658,986	685,120	
Rents, at Foundation's % owned	<u>34,587</u>	<u>9,102</u>	<u>33,409</u>	<u>60,697</u>	<u>26,359</u>	<u>34,256</u>	<u>1,275,145</u>
Advertising	549	549	841	735	580	1,368	
Cleaning and maintenance	38,871	38,871	61,871	28,905	21,405	24,840	
Commissions	1,150	1,150		531		1,925	
Insurance	28,443	28,443	32,882	5,568	11,652	16,805	
Legal & professional fees	6,891	6,891	21,688	2,899	21,086	4,132	
Interest	262,153	262,153	418,778	81,650	379,493	173,861	
Repairs	110,507	110,507	62,262	9,788	31,183	56,963	
Taxes	85,667	85,667	198,881	18,669	72,433	73,517	
Utilities	44,248	44,248	103,647	24,895	27,930	9,131	
Depreciation - tax basis	126,027	126,027	305,598	97,176	277,167	101,251	
Bank charges				386			
Grounds upkeep	8,416	8,416	38,869	6,292	16,484	2,901	
Management fees	60,183	60,183	91,912	15,298	35,765	37,277	
Miscellaneous	13,126	13,126	12,528	1,485	1,611	8,086	
Painting	9,773	9,773				5,627	
Pest Control	1,988	1,988	1,152	431		1,837	
Security service	6,000	6,000	46,452	2,940	10,325		
Supplies				2,682		388	
Association fees	3,464	3,464					
Ground lease							
Parking lot rent expense							
Amortization	21,474	21,474	46,371	6,195	33,066	34,062	
Allocated loan fee amort							
Less Loan Fee Amort-Mt S 29 85%							
Guaranteed payments	43,252	43,252				9,750	
Organizational fees							
Total expenses	872,182	872,182	1,443,732	306,525	940,180	563,721	
Less tax basis depreciation	<u>(126,027)</u>	<u>(126,027)</u>	<u>(305,598)</u>	<u>(97,176)</u>	<u>(277,167)</u>	<u>(101,251)</u>	
Operating expenses	746,155	746,155	1,138,134	209,349	663,013	462,470	
Expenses, at Foundation's % owned	<u>24,029</u>	<u>6,324</u>	<u>22,537</u>	<u>53,833</u>	<u>26,521</u>	<u>23,124</u>	<u>932,975</u>
Depreciation at Straight-Line							
5-year property	85	85	-	8,188	84,928	42	
7-year property	901	901	36,460	10,857	19,772	-	
15-year property	37,999	37,999	82,235	5,328	59,759	1,396	
31 5-year property							
39-year property	91,776	91,776	159,292	54,144	145,537	95,211	
Total	130,761	130,761	277,987	78,517	309,996	96,649	
Depreciation, at Foundation's %	4,211	1,108	5,505	20,190	12,400	4,832	
Section 754 depreciation	<u>92</u>					<u>715</u>	
Depreciation to Form 990-T	4,303					5,547	<u>234,999</u>
Adjusted basis							
Beginning of year	5,189,382	5,189,382	10,643,733	2,517,851	9,771,995	3,520,458	
End of year	<u>5,060,312</u>	<u>5,060,312</u>	<u>10,493,328</u>	<u>2,489,671</u>	<u>9,479,884</u>	<u>3,430,405</u>	
Average	5,124,847	5,124,847	10,568,531	2,503,761	9,625,940	3,475,432	
% owned by Foundation *	<u>3 2204%</u>	<u>0 8475%</u>	<u>1 9802%</u>	<u>25 7143%</u>	<u>4 0000%</u>	<u>5 0000%</u>	
Foundation's share of average basis	165,041	43,433	209,278	643,825	385,038	173,772	
Add average share of 754 adj basis	<u>4,713</u>			<u>186</u>		<u>32,388</u>	
	169,754			644,011		206,160	<u>6,805,449</u>
Average acquisition indebtedness (Foundation's share)	141,011	37,109	144,606	376,106	265,042	144,606	<u>5,434,959</u>
Indebtedness %	83 0679%	85 4396%	69 0976%	58 4006%	68 8353%	70 1426%	

*weighted average where applicable

Rita Herbert Rosen Family Foundation
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	Military Road South	Military Road South	Northcreek Biz Pk	Marymoor Warehouse	Pac Sys Bear Creek Plaza	990 Total
Partnership rental activity, at 100% (entity level) % owned by Foundation *	4 0000%	6 0000%	5 0000%	6 2500%	6 2500%	
Gross rents	824,525	824,525	332,165	677,377	497,173	
Rents, at Foundation's % owned	<u>32,981</u>	<u>49,472</u>	<u>16,608</u>	<u>42,336</u>	<u>31,073</u>	<u>1,447,615</u>
Advertising	439	439	439	784	464	
Cleaning and maintenance	22,221	22,221	860	13,100	17,255	
Commissions			891		5,854	
Insurance	12,573	12,573	7,114	17,554	9,947	
Legal & professional fees	2,525	2,525	3,435	2,223	3,636	
Interest	178	178			2,153	
Repairs	84,219	84,219	15,328	8,868	31,209	
Taxes	45,332	45,332	34,993	42,067	28,547	
Utilities	66,737	66,737	18,722	19,261	32,365	
Depreciation - tax basis	74,333	74,333	38,998	16,546	79,241	
Bank charges					422	
Grounds upkeep	2,364	2,364	13,171	15,041	7,037	
Management fees	46,909	46,909	18,115	36,317	26,383	
Miscellaneous	5,462	5,462	2,949	1,144	3,336	
Painting					1,790	
Pest Control	984	984		1,350	1,060	
Security service				3,600		
Supplies					1,177	
Association fees			17,304			
Ground lease	18,162	18,162				
Parking lot rent expense						
Amortization	28,267	28,267	18,433	15,356	38,323	
Allocated loan fee amort						
Less Loan Fee Amort-Mt S1 29 85%						
Guaranteed payments	96,000	96,000	18,800	18,108	22,360	
Organizational fees						
Total expenses	506,705	506,705	209,552	211,319	312,559	
Less tax basis depreciation	<u>(74,333)</u>	<u>(74,333)</u>	<u>(38,998)</u>	<u>(16,546)</u>	<u>(79,241)</u>	
Operating expenses	432,372	432,372	170,554	194,773	233,318	
Expenses, at Foundation's % owned	<u>17,295</u>	<u>25,942</u>	<u>8,528</u>	<u>12,173</u>	<u>14,582</u>	<u>1,011,495</u>
Depreciation at Straight-Line						
5-year property						
7-year property						
15-year property						
31 5-year property						
39-year property						
Total						
Depreciation, at Foundation's %	2,973	4,460	1,950	1,034	4,953	
Section 754 depreciation						
Depreciation to Form 990-T						<u>250,369</u>
Adjusted basis						
Beginning of year						
End of year						
Average						
% owned by Foundation *						
Foundation's share of average basis						
Add average share of 754 adj basis						<u>1,261,864</u>
Average acquisition indebtedness						
(Foundation's share)						
Indebtedness %						

*weighted average where applicable

STATE OF WASHINGTON



SECRETARY OF STATE

THE RITA AND HERBERT ROSEN FAMILY
FOUNDATION
JEWISH FEDERATION OF GREATER SEATTLE
2031 THIRD AVE
SEATTLE WA 98121

AMENDMENT

I, Sam Reed, Secretary of State of the State of Washington and
custodian of its seal, hereby certify that documents meeting
Washington statutory requirements have been filed and processed
with the Secretary of State on behalf of:

THE RITA AND HERBERT ROSEN FAMILY FOUNDATION

A Washington Non-Profit Corporation
UBI: 601 813 666
Filing Date: December 31, 2008
Effective Date: December 31, 2008



Given under my hand and the seal of the State
of Washington at Olympia, the State Capital.

Sam Reed, Secretary of State

FILED
SECRETARY OF STATE

ARTICLES OF AMENDMENT

DEC 31 2008

OF

STATE OF WASHINGTON

ARTICLES OF INCORPORATION

OF

THE RITA AND HERBERT ROSEN FAMILY FOUNDATION

Articles of Amendment of Articles of Incorporation of The Rita and Herbert Rosen Family Foundation a Washington nonprofit corporation (the "Corporation"), are herein executed by the Corporation, pursuant to the provisions of RCW 24.03.165 and RCW 24.03.170, as follows:

1. The name of the Corporation is The Rita and Herbert Rosen Family Foundation.
2. The amendment to the Articles of Incorporation of this Corporation deletes the language of Articles III through XII in their entirety and replaces such Articles with the following language:

ARTICLE III

Purposes

The Corporation is organized to operate as a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), exclusively for charitable, educational, or religious purposes, and to make distributions out of its net income, or assets, or both, to organizations which are described in Section 501(c)(3) of the Code and are exempt from federal taxation under Section 501(a) of the Code.

ARTICLE IV

Powers

The Corporation shall have all powers granted by the Washington Nonprofit Corporation Act, RCW 24.03, as amended (including any additional powers granted by amendments to said Act after the formation of the Corporation), which are consistent with the qualification of the Corporation under Section 501(c)(3) of the Code.

ARTICLE V

Limitations

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any officer, director, trustee, or private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered in the furtherance of the charitable purposes of the Corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code that is a private foundation as defined in Section 509(a) of the Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future federal tax laws.

ARTICLE VI

Private Foundation Status

It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code that is a private foundation as defined in Section 509(a) of the Code. The following provisions shall apply in the management of the Corporation's affairs:

A. Each year, the Corporation shall distribute the income of the Corporation at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;

B. The Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code);

C. The Corporation shall sell, exchange, distribute, or otherwise dispose of excess business holdings (as defined in Section 4943(c) of the Code);

D. The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and

E. The Corporation shall not make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE VII

Members

The Corporation shall have one class of members. The rights of the Members shall be as set forth in the Bylaws of the Corporation.

ARTICLE VIII

Directors

A. The Corporation shall have at least five (5) Directors, the actual number to be prescribed in the Bylaws. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. The Board of Directors shall consist of five (5) Directors.

B. The names and addresses of the persons who are to serve as the Directors are:

Michelle Rosen
3364 Lakewood Avenue South
Seattle, Washington 98144

Stanley G. Rosen
3364 Lakewood Avenue South
Seattle, Washington 98144

Judith Patricia deJonge
1920 - 7th Avenue West
Seattle, Washington 98119

Mimi Rosen
2310 - 130th Avenue Northeast, Suite 201
Bellevue, Washington 98005

Jack Rosen
2310 - 130th Avenue Northeast, Suite 201
Bellevue, Washington 98005

C. The term of each director shall be until the next annual meeting of the Members and until a successor shall have been elected and is qualified, unless the director is removed in accordance with the provisions of the Bylaws.

ARTICLE IX

Limitation on Director Liability

To the fullest extent permitted by Washington law as now or hereafter in effect, no director shall have any personal liability to the Corporation for monetary damages for conduct as a director, provided that this provision shall not be deemed to eliminate or limit the liability of a director for:

- A. Any breach of the director's duty of loyalty to the Corporation;
- B. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- C. Any unlawful distribution;
- D. Any transaction from which the director derived an improper personal benefit; or
- E. Any act or omission in violation of the Washington Nonprofit Corporation Act.

Any amendment to or repeal of this Article shall not adversely affect any right of a Director of the Corporation hereunder with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

ARTICLE X

Indemnification of Directors

To the fullest extent permitted by Washington law as now or hereafter in effect, the Corporation is authorized to indemnify any Director of the Corporation. The Board of Directors shall be entitled to determine the terms of such indemnification, including advance of expenses, and to give effect thereto through the adoption of Bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of a Director of the Corporation hereunder with respect to any right to indemnification that arises prior to such amendment or repeal.

ARTICLE XI

Dissolution

No director or officer of the Corporation will be entitled to share in the distribution of any of the corporate assets upon dissolution or final liquidation of the Corporation or the winding up of its affairs. Upon any dissolution, final liquidation or winding up, all the remaining net assets of the Corporation will be distributed by the Board of Directors of the Corporation to an organization or organizations selected by the Board of Directors, provided that such organization

or organizations are qualified as exempt from taxation under Sections 501(a) and 501(c)(3) of the Code.

ARTICLE XII

Reserved Rights

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter permitted by law not inconsistent with its qualification under Section 501(c)(3) of the Code or any successor statute.

3. The amendment to the Articles of Incorporation of this Corporation adds new Articles XIII and XIV to read in their entirety as follows:

ARTICLE XIII

Registered Office and Registered Agent

A. The registered agent of the Corporation in the State of Washington is JGB Service Corporation.

B. The location and post office address of the registered agent and the registered office of the Corporation in the State of Washington is JGB Service Corporation, 600 University Street, Suite 3600, Seattle, Washington 98101.

ARTICLE XIV

Incorporator

The name and post office address of the incorporator of the Corporation is as follows:

Herbert Rosen
3364 Lakewood Avenue South
Seattle, Washington 98144

4. The Corporation's members have voting rights.


5. The date of the meeting of the members at which the amendment was adopted was November 5, 2008. A quorum was present at the meeting, and such amendment received at least two-thirds of the votes which the members present at such meeting were entitled to cast.

6. The amendment shall be effective as of the close of business on December 31, 2008.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment in an official and authorized capacity under penalty of perjury this 23rd day of December, 2008.

THE RITA AND HERBERT ROSEN FAMILY
FOUNDATION

By: _____


Stanley G. Rosen
President

CONSENT TO APPOINTMENT AS REGISTERED AGENT

The undersigned hereby consents to serve as registered agent for The Rita and Herbert Rosen Family Foundation in the State of Washington.

DATED this 29th day of October, 2008.

JGB SERVICE CORPORATION

By: 

Marishka T. Marten
Assistant Secretary

600 University Street, Suite 3600
Seattle, WA 98101

BYLAWS
OF
THE RITA AND HERBERT ROSEN FAMILY FOUNDATION

(A non-profit corporation incorporated under the
Washington Non-Profit Corporation Act, RCW 24.03)

ARTICLE 1

MEMBERSHIP

1.1 Members. The Members of The Rita and Herbert Rosen Family Foundation (the "Corporation") shall be: Michelle Rosen, Stanley G. Rosen, Judith Patricia deJonge, Mimi Rosen, and Jack Rosen. Their successors shall be designated in accordance with Section 7 of Article 2. Each member and his or her successor shall continue as a member until his or her resignation, incapacity, or death.

1.2 Voting Rights. Each Member shall be entitled to one vote upon each matter coming before any meeting of the Membership, which vote may be exercised either in person or by written proxy.

ARTICLE 2

MEMBERSHIP MEETINGS

2.1 Annual Meeting. The annual meeting of the Members of the Corporation for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held at such date and time within the first six (6) months following the end of the fiscal year of the Corporation as may be fixed by the Board of Directors, or by an officer of the Corporation authorized by the Board, and as stated in the notice of the meeting. Meetings of Members shall be held at the principal office of the Corporation unless the Board of Directors determines that a meeting should be held at some other place. Special meetings of the Members may be called by the President, or, in the case of the President's absence, death or disability, by the Vice-President, or by a Member.

2.2 Notice of Meetings. Written notice of the place, day and hour of the annual membership meeting and written notice of the day, place, hour and purpose or purposes of special membership meetings shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary or the officer or persons calling the meeting, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the corporation, with postage thereon prepaid.

2.3 Waiver of Notice. Except where expressly prohibited by law or the Articles of Incorporation, notice of the day, place, hour and purpose or purposes of any Membership meeting may be waived in writing by any Member at any time, either before or after the meeting, and attendance at the meeting in person or by proxy shall constitute a waiver of such notice of the meeting unless prior to or upon commencement of such meeting such person in attendance asserts that proper notice was not given.

2.4 Proxies. The holder of any proxy for a Member shall present evidence of his appointment by an instrument in writing signed by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution. Revocation of a Member's proxy shall not be effective until written notice thereof has actually been received by the secretary of the corporation.

2.5 Telephonic Participation. The Members may permit any or all of the Members to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in a meeting by this means is deemed to be present in person at the meeting.

2.6 Quorum. The Members present at any meeting of Members shall constitute a quorum of Members for the transaction of business and the vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which there is a quorum, shall be the act of the Corporation, except as otherwise provided herein, by law or by the Articles of Incorporation. The Members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

2.7 Successor Members. Each Member may, from time to time, designate a person as his or her successor, to serve after such Member ceases to be a Member. Each such designation shall be made in writing, delivered to the Secretary of the Corporation, and, if more than one instrument is delivered to the Secretary, the one last received from the person entitled to make such designation shall be controlling. When any person ceases to be a Member, dies, or becomes incapacitated, the person so designated as such Member's successor shall become a Member. If no successor is designated or a designated successor is unwilling or unable to serve, a successor shall be designated by the unanimous written action of the remaining Members, or by a majority vote of the remaining Members at any meeting of Members.

2.8 Action Without a Meeting. Any action which might be taken at any meeting of the Members may be taken without such meeting by a writing or writings signed by all the Members. The writing or writings evidencing such action without a meeting shall be filed with the Secretary of the Corporation and inserted in the permanent records relating to meetings of the Members.

ARTICLE 3

BOARD OF DIRECTORS

3.1 Number and Qualification. The business affairs and property of the Corporation shall be managed by a Board of Directors, consisting of five (5) persons, who need not be Members. The Board of Directors, by amendment of these Bylaws, may increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent director, or reducing the number of directors to less than five (5).

3.2 Election – Term of Office. The Directors shall be elected by the Members at each annual membership meeting, to hold office for a one (1) - year term and until their respective successors are elected and qualified unless removed in accordance with the laws of Washington. In the event of failure to elect directors at any annual membership meeting, or in the event of failure to hold any annual membership meeting as provided by these Bylaws, Directors may be elected at a special meeting of the membership called for that purpose.

3.3 Vacancies. Except as otherwise provided by law, vacancies in the Board of Directors, whether caused by resignation, death, retirement, disqualification, removal or otherwise, may be filled by a majority of the remaining directors attending any meeting of the Board of Directors, even though less than a quorum is present. A director thus elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified.

3.4 Quorum and Voting. At any meeting of the Board of Directors, the presence in person of a majority of the directors shall constitute a quorum for the transaction of business. Advisory Directors shall not be counted for quorum purposes. If a quorum is present, the act of a majority of the directors present at such meeting shall be the act of the Board of Directors and of this corporation except as may be otherwise specifically provided by statute, by the Articles of Incorporation, or by these Bylaws. The directors present at a duly convened meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum. Abstention from voting on a motion by a director present at a meeting at which there is a quorum shall be counted as a vote against the motion.

3.5 Annual Meeting. The first meeting of the Board of Directors following the annual membership meeting shall be known as the annual meeting thereof, and shall be held immediately after the annual membership meeting or immediately after any special membership meeting at which members of the Board of Directors are elected. Said meeting shall be held at the same place as such membership meeting unless some other place shall be specified by resolution of the Members.

3.6 Regular Meetings. Regular meetings of the Board of Directors shall be held at such place, day and hour as shall from time to time be fixed by resolution of the Board.

3.7 Special Meetings. Special meetings of the Board of Directors may be held at any place at any time whenever called by the President, or any two or more directors.

3.8 Notice of Meetings. No notice of the annual meeting of the Board of Directors shall be required. Notice of the time and place of all meetings of the Board of Directors other than the annual meetings shall be given by the Secretary, or by the person calling the meeting, by mail or by personal communication over the telephone or otherwise, not more than fifty (50) days nor less than two (2) days prior to the day upon which the meeting is to be held. However, no notice of any regular meeting need be given, if the time and place thereof shall have been fixed by resolution of the Board of Directors and a copy of such resolution mailed to every director at least three (3) days before the first meeting held pursuant thereto. Notice of any meeting of the Board of Directors may be waived in writing by any director at any time, either before or after such meeting, and attendance at such meeting in person shall constitute a waiver of notice of the time, day, place and purpose of such meeting except where a director attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened.

3.9 Telephonic Participation. The Board of Directors may permit any or all of the Directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

3.10 Directors' Action Without a Meeting. The Board of Directors may take any action which it could properly take at a meeting without such a meeting if a consent in writing setting forth the action so taken shall be signed by all the directors. Such consent shall have the same effect as a unanimous vote.

3.11 Board Committees. The Board of Directors may create one or more committees of the board of directors and appoint members of the board to serve on them or designate the method of selecting committee members. Each committee shall consist of two or more Directors who serve at the pleasure of the Board of Directors. The creation of a committee and the appointment of Directors to the committee or designation of a method of selecting committee members must be approved by a majority of all Directors in office when the action is taken. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees and their members as well. Committees of the Board of Directors may, to the extent specified by the Board of Directors, exercise the authority of the Board of Directors; provided, however, that no committee of the Board of Directors may:

(a) Authorize distributions, provided that this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the corporation's purposes;

(b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;

(c) Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or

(d) Adopt, amend, or repeal the Articles of Incorporation or Bylaws.

3.12 Advisory Committees. The Board of Directors may create one or more advisory committees. Members of these committees need not be members of the Board of Directors, but at least one Director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of, the Board of Directors, but may make recommendations to the Board of Directors.

3.13 Advisory Directors. The Board of Directors may create a class of directors to be known as Advisory Directors and may appoint as many individuals as Advisory Directors as the Board of Directors may determine from time to time. Advisory Directors shall be entitled to attend all regular and special meetings of the Board of Directors and shall be notified of all such meetings in accordance with Section 3.8 hereof. Advisory Directors may vote on all matters coming before the Board of Directors, except Advisory Directors shall not have the right to vote to elect or replace Directors, or to represent the Board of Directors on Board Committees or on Advisory Committees established in accordance with Sections 3.11 and 3.12, respectively. In all other respects, Advisory Directors shall have all rights and privileges of Directors, including the right of indemnification pursuant to ARTICLE 5 hereof, to the same extent as Directors. Advisory Directors shall not, however, be counted for quorum purposes pursuant to Section 3.4 hereof.

3.14 Compensation. Directors and members of committees may receive reimbursement of such expenses as may be determined by resolution of the Board of Directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as directors.

ARTICLE 4

OFFICERS

4.1 Officers Enumerated – Election. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the Board of Directors may designate, all of whom shall be elected by the Board of Directors at each annual meeting of directors, to hold office until the next annual meeting of directors, if not removed earlier by a vote of the Directors. The officers shall hold office until the date fixed in accordance with these Bylaws for the annual meeting of the Board of Directors next following the election of such officers, and until their successors are elected and qualified; provided, however, that any officer may be removed with or without cause by the Board of Directors.

4.2 Duties. The officers of the Corporation shall have such authority and perform such duties as are customarily incident to their respective offices, and such other and further duties as

are prescribed in these Bylaws and as may from time to time be required of them by the Board of Directors.

ARTICLE 5

INDEMNIFICATION OF DIRECTORS AND OFFICERS

5.1 Grant of Indemnification. In the event that any person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any threatened, pending, or completed action, suit or proceeding, whether formal or informal, civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a Director of the Corporation or who, while a Director of the Corporation, is or was serving at the request of the Corporation as a Director, officer, employee or agent of this or another Corporation or of a partnership, joint venture, trust, other enterprise, or employee benefit plan, whether the basis of such proceeding is alleged action in an official capacity as a director or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by applicable law, as then in effect, against all expense, liability and loss (including attorneys' fees, costs, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director and shall inure to the benefit of his or her heirs, executors and administrators.

5.2 Limitations on Indemnification. Notwithstanding Section 5.1 hereof, no indemnification shall be provided hereunder to any such person to the extent that such indemnification would be prohibited by Washington law, nor shall the Corporation indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person except where such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

5.3 Advancement of Expenses. The right to indemnification conferred in this section shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition, except where the Board of Directors shall have adopted a resolution expressly disapproving such advancement of expenses.

5.4 Nonexclusivity. The right to indemnification provided in Section 5.1 hereof shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under Washington law or any agreement, vote of the Members or of disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrator of such person.

5.5 Insurance and Other Security. The Corporation may maintain insurance, at its expense, to the extent permitted by RCW 24.03, to protect itself and any individual who is or

was a director, officer, employee or agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by the individual in that capacity or arising from his or her status as an officer, director, agent, or employee, whether or not the Corporation would have the power to indemnify such person against the same liability under Washington law. The Corporation may enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this section and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this section.

ARTICLE 6

BOOKS, RECORDS AND REPORTS

6.1 Records of Meetings and Membership Registers. The Corporation shall keep current and complete records of all proceedings of the Board of Directors and the membership and shall keep at its registered office or principal place of business a record of its membership giving the names and addresses of all Members.

6.2 Copies of Resolutions. Any person dealing with the Corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors or members, when certified by the President or Secretary.

6.3 Books of Account. The Corporation shall keep appropriate and complete books of account.

6.4 Examination of Records. Upon presenting a written demand requesting examination and providing a detailed statement of the purpose of such examination, any Member of record shall have the right to examine for any proper purpose, in person or by his attorney or agent, during usual business hours, the corporation's list of its members, records of accounts and minutes of membership meetings and make extracts therefrom, subject to a reasonable charge for the expense incurred by the corporation in connection with said examination.

ARTICLE 7

FISCAL YEAR


The fiscal year of the corporation shall end of the last day of December, or on such other date as may be fixed from time to time by the Board of Directors.

ARTICLE 8


MISCELLANEOUS

8.1 Amendment. These Bylaws may be altered, amended or repealed by the Board of Directors, except that the Membership described in Article I and the exclusive right of the Members to elect the Board of Directors pursuant to Section 3.2 may not be altered, amended or repealed without the written consent of all Members.

BYLAWS ADOPTED THIS 23rd DAY OF Dec., 2008 TO BE
EFFECTIVE AS OF THE CLOSE OF BUSINESS ON DECEMBER 31, 2008.



Stanley G. Rosen
President



Mimi Rosen
Secretary

ARTICLE 8

MISCELLANEOUS

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Stanley G. Rosen
President



Mimi Rosen
Secretary