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2009

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

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 , 2009, and ending , 20

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

T.E.W. FOUNDATION

A Employer identification number

91-1817398

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

Room/suite

1000 SECOND AVENUE, 34TH FLOOR

B Telephone number (see page 10 of the instructions)

(206) 667-0300

City or town, state, and ZIP code

SEATTLE, WA 98104-1022

C If exemption application is
pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end
of year (from Part II, col (c), line
16) ▶ \$ 8,059,085.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see 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)

1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☐ if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	186,116.	186,116.		ATCH 1
5a	Gross rents	30,862.	30,862.		
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	331,464.			
b	Gross sales price for all assets on line 6a 2,224,941.		331,464.		
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	548,442.	548,442.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	2,178.			
b	Accounting fees (attach schedule)	2,000.	0.	0.	0.
c	Other professional fees (attach schedule)	24,000.	6,000.		18,000.
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	6,998.	2,045.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	46,853.	45,118.		
24	Total operating and administrative expenses. Add lines 13 through 23	82,029.	53,163.	0.	18,000.
25	Contributions, gifts, grants paid	298,500.			298,500.
26	Total expenses and disbursements. Add lines 24 and 25	380,529.	53,163.	0.	316,500.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	167,913.			
b	Net investment income (if negative, enter -0-)		495,279.		
c	Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 3 JSA ** ATCH 4

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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	13,511.	16,459.	16,459.
	2 Savings and temporary cash investments	141,413.	182,106.	182,106.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule) **	854,602.	703,907.	703,907.
	b Investments - corporate stock (attach schedule) <u>ATCH 7</u>	4,810,039.	6,155,139.	6,155,139.
	c Investments - corporate bonds (attach schedule) <u>ATCH 8</u>	403,769.	735,606.	735,606.
	11 Investments - land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) <u>ATCH 9</u>	48,817.	267,130.	252,848.	
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ <u>ATCH 10</u>)	4,326.	13,020.	13,020.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	6,276,477.	8,073,367.	8,059,085.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ <u>ATCH 11</u>)	0.	4,953.	
23 Total liabilities (add lines 17 through 22)	0.	4,953.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	6,276,477.	8,068,414.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here 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)	6,276,477.	8,068,414.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,276,477.	8,073,367.		

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	6,276,477.
2 Enter amount from Part I, line 27a	2	167,913.
3 Other increases not included in line 2 (itemize) ▶ <u>ATTACHMENT 12</u>	3	1,624,024.
4 Add lines 1, 2, and 3	4	8,068,414.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,068,414.

** ATCH 6

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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 PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			331,464.		
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.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.**1** Enter the appropriate amount in each column for each year, see 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	449,912.	8,618,725.	0.052202
2007	450,534.	9,917,288.	0.045429
2006	447,180.	9,114,536.	0.049062
2005	412,762.	8,744,105.	0.047205
2004	334,891.	8,606,790.	0.038910
2 Total of line 1, column (d)			0.232808
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			0.046562
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			7,124,327.
5 Multiply line 4 by line 3			331,723.
6 Enter 1% of net investment income (1% of Part I, line 27b)			4,953.
7 Add lines 5 and 6			336,676.
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			316,500.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	9,906.
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	
3 Add lines 1 and 2		3	9,906.
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	9,906.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6 a	6,088.	
b Exempt foreign organizations-tax withheld at source	6 b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6 c	6,500.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	12,588.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,682.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ 2,682. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a	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)?	1 b	X
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	1 c	X
c Did the foundation file Form 1120-POL for this year?		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	X
If "Yes," attach a detailed description of the activities.		
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	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4 a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4 b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
If "Yes," attach the statement required by General Instruction T		
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?	6	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	7	X
8 a 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	8 b	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	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	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?	13	X	

Website address **N/A**

14 The books are in care of **FOUNDATION MGMT GROUP, LLC** Telephone no. **206-667-0300**
 Located at **1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA** ZIP + 4 **98104-1022**

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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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)? ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years _____		
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.) ☐	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. _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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) ☐	3b	X
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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐

5b

X

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

If "Yes" to 6b, file Form 8870.

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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
ATTACHMENT 13		0.	0.	0.

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 ☐

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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 NONE

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 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 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	6,944,684.
b	Average of monthly cash balances	1b	224,180.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	63,955.
d	Total (add lines 1a, b, and c)	1d	7,232,819.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,232,819.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	108,492.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,124,327.
6	Minimum investment return. Enter 5% of line 5	6	356,216.

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	356,216.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	9,906.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,906.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	346,310.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	346,310.
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	346,310.

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	316,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	316,500.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	316,500.

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				346,310.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			21,408.	
b Total for prior years. 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 316,500.				
a Applied to 2008, but not more than line 2a			21,408.	
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				295,092.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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.				51,218.
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	0.			
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 0.				

Form 990-PF (2009)

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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

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

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 rolled 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))

N/A

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

N/A

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

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

c Any submission deadlines

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

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 ATTACHMENT 14				
Total. ▶ 3a				298,500.
b Approved for future payment				
Total. ▶ 3b				

Form 990-PF (2009)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
180,823.		SEE ATTACHMENT A PROPERTY TYPE: SECURITIES 272,499.				P	VARIOUS -91,676.	VARIOUS
2,025,068.		SEE ATTACHMENT A PROPERTY TYPE: SECURITIES 1,620,978.				P	VARIOUS 404,090.	VARIOUS
4,386.		CARDINAL HEALTH LITIGATION PROCEEDS PROPERTY TYPE: SECURITIES 0.				P	VARIOUS 4,386.	VARIOUS
749.		POWERSHARES DB COMMODITY K-1 PROPERTY TYPE: SECURITIES 0.				P	VARIOUS 749.	VARIOUS
1,422.		POWERSHARES DB COMMODITY K-1 PROPERTY TYPE: SECURITIES 0.				P	VARIOUS 1,422.	VARIOUS
4,997.		POWERSHARES DB COMM - SEC. 1256 GAIN PROPERTY TYPE: SECURITIES 0.				P	VARIOUS 4,997.	VARIOUS
7,496.		POWERSHARES DB COMM - SEC. 1256 GAIN PROPERTY TYPE: SECURITIES 0.				P	VARIOUS 7,496.	VARIOUS
TOTAL GAIN(LOSS)							<u>331,464.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
AUBURN SHOPPING CENTER K-1 INTEREST	1.	1.
WELLS FARGO #3173 INTEREST INCOME	28,992.	28,992.
US GOVERNMENT INTEREST	36,002.	36,002.
WELLS FARGO #3173 DIVIDEND INCOME	121,042.	121,042.
POWERSHARES DB COMMODITY INTEREST INC.	79.	79.
CB RICHARD ELLIS		
TOTAL	<u>186,116.</u>	<u>186,116.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	2,000.	0.	0.	0.
TOTALS	<u>2,000.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES	24,000.	6,000.	18,000.
TOTALS	<u>24,000.</u>	<u>6,000.</u>	<u>18,000.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX EXPENSE	2,045.	2,045.
FEDERAL EXCISE TAX	4,953.	
TOTALS	<u>6,998.</u>	<u>2,045.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BROKER AND COMMISSION FEES	44,658.	44,658.
DUES AND SUBSCRIPTIONS	1,710.	
LICENSE FEES	25.	
MISCELLANEOUS	460.	460.
TOTALS	<u>46,853.</u>	<u>45,118.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>ATTACHMENT 6</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WELLS FARGO #3173	703,907.	703,907.
US OBLIGATIONS TOTAL	<u>703,907.</u>	<u>703,907.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7DESCRIPTIONENDING
BOOK VALUEENDING
FMV

WELLS FARGO #3173

6,155,139.

6,155,139.

TOTALS

6,155,139.6,155,139.

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ATTACHMENT 8</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WELLS FARGO #3173	735,606.	735,606.
TOTALS	<u>735,606.</u>	<u>735,606.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ATTACHMENT 9</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVEST. IN AUBURN SHOPPING LP	55,888.	55,888.
POWERSHARES DB COMMODITY INDEX	211,242.	196,960.
TOTALS	<u>267,130.</u>	<u>252,848.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DISTRIBUTION RECEIVABLE	4,326.	4,326.
PREPAID FEDERAL EXCISE TAX	6,088.	6,088.
ACCRUED INTEREST PAID	193.	193.
DIVIDEND RECEIVABLE	2,413.	2,413.
TOTALS	<u>13,020.</u>	<u>13,020.</u>

FORM 990PF, PART II - OTHER LIABILITIESATTACHMENT 11DESCRIPTIONENDING
BOOK VALUE

FEDERAL EXCISE TAX PAYABLE

4,953.

TOTALS

4,953.

ATTACHMENT 12FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

CUMULATIVE ADJUSTMENT TO SECURITIES

1,624,024.

TOTAL

1,624,024.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ANN P WYCKOFF 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022	TRUSTEE 2.00	0.	0.	0.
PAUL L WYCKOFF 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022	TRUSTEE & CO-CHAIR 2.00	0.	0.	0.
MARTHA WYCKOFF 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022	TRUSTEE & SECRETARY 2.00	0.	0.	0.
SHEILA WYCKOFF-DICKEY 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022	TRUSTEE & TREASURER 2.00	0.	0.	0.
SUSAN WYCKOFF POHL 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022	TRUSTEE 2.00	0.	0.	0.
THEILINE WYCKOFF CRAMER 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022	TRUSTEE 2.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ALISON WYCKOFF MILLIMAN 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022	TRUSTEE & CO-CHAIR 2.00	0.	0.	0.
	GRAND TOTALS	<u>0.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT
----------------------------	--

PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
----------------------------------	--------

SEE ATTACHMENT B

TO PROVIDE SUPPORT TO EXEMPT ORGANIZATIONS

298,500.

TOTAL CONTRIBUTIONS PAID

298,500

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust .

T.E.W. FOUNDATION

Employer identification number

91-1817398

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -85,930.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►					5 -85,930.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 417,394.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►					12 417,394.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		-85,930.
14 Net long-term gain or (loss):			
a Total for year	14a		417,394.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		331,464.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	()
a The loss on line 15, column (3) or		
b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box ☐ No. Enter the amount from line 23.	25		
26 Subtract line 25 from line 24.	26		
27 Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (.15)		30	
31 Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		31	
32 Add lines 30 and 31		32	
33 Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)		34	

Schedule D (Form 1041) 2009

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

2009

Name of estate or trust .

T.E.W. FOUNDATION

Employer identification number

91-1817398

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	-85,930.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	417,394.
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Schedule D-1 (Form 1041) 2009

Short term gains and losses

This category includes all assets held 12 months or less

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
ISHARES TR	464287887	400	08/15/08	01/09/09	\$17,244.66	\$26,986.80	\$-9,742.14
AMERICAN EXPRESS COMPANY	025816109	2000	04/30/08	01/09/09	\$38,579.78	\$96,138.40	\$-57,558.62
UNITED PARCEL SVC INC CL B	911312106	660	04/30/08	03/03/09	\$25,617.11	\$48,425.39	\$-22,808.28
UNITED PARCEL SVC INC CL B	911312106	340	07/09/08	03/03/09	\$13,196.70	\$20,267.06	\$-7,070.36
FIRST SOLAR INC	336433107	25	10/23/08	05/21/09	\$4,818.37	\$3,041.22	\$1,777.15
PFIZER INC COM	717081103	0.5	10/16/09	10/21/09	\$8.99	\$8.76	\$0.23
AMAZON COM INC	023135106	150	08/14/09	12/03/09	\$21,754.44	\$12,490.28	\$9,264.16
EXELON CORP	30161N101	1200	01/09/09	12/18/09	\$59,602.46	\$65,141.00	\$-5,538.54
Total short term gain/loss:	Report on Form 1040, Schedule D, line 1, Column d, e and f					\$272,498.91	\$-91,676.40

Long term gains and losses

This category includes all assets held more than 12 months

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
GENENTECH INC	368710406	600	05/17/07	01/09/09	\$52,034.40	\$47,124.00	\$4,910.40

Long term gains and losses

This category includes all assets held more than 12 months

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
PEPSICO INC	713448108	350	07/29/03	01/09/09	\$18,389.32	\$16,135.00	\$2,254.32
KIMBERLY-CLARK CORP COM	494368103	800	04/23/98	01/09/09	\$40,448.57	\$40,636.24	\$-187.67
KIMBERLY-CLARK CORP COM	494368103	100	12/23/97	01/09/09	\$5,056.07	\$4,780.16	\$275.91
KIMBERLY-CLARK CORP COM	494368103	100	10/28/97	01/09/09	\$5,056.07	\$4,927.75	\$128.32
MC DONALDS CORPORATION COMMON	580135101	1500	07/23/87	01/09/09	\$90,270.24	\$10,020.00	\$80,250.24
GENERAL DYNAMICS CORPORATION	369550108	500	06/04/03	01/09/09	\$29,035.23	\$17,257.38	\$11,777.85
JOHNSON & JOHNSON COM	478160104	400	03/14/85	01/09/09	\$23,664.94	\$992.88	\$22,672.06
PEPSICO INC	713448108	150	01/17/99	01/09/09	\$7,881.14	\$5,824.22	\$2,056.92
ISHARES TR	464287606	1700	11/21/07	01/09/09	\$93,858.85	\$146,164.98	\$-52,306.13
ISHARES TR	464287887	800	02/01/06	01/09/09	\$34,489.32	\$50,072.00	\$-15,582.68
EXXON MOBIL CORP	30231G102	500	08/18/87	01/09/09	\$38,955.38	\$4,808.38	\$34,147.00
UNITED STATES TREAS NTS	912828EG1	100000	09/15/05	02/03/09	\$105,140.63	\$99,480.47	\$5,660.16
ZIMMER HLDGS INC	98956P102	300	09/16/05	02/05/09	\$11,566.11	\$21,822.00	\$-10,255.89
ZIMMER HLDGS INC	98956P102	900	08/18/05	02/05/09	\$34,698.32	\$73,845.00	\$-39,146.68
ISHARES TR	464287861	500	06/04/03	03/03/09	\$11,160.33	\$13,315.00	\$-2,154.67
GENENTECH INC	368710406	400	05/17/07	03/25/09	\$38,000.00	\$31,416.00	\$6,584.00
GENENTECH INC	368710406	300	08/27/07	03/25/09	\$28,500.00	\$21,942.00	\$6,558.00
GENERAL DYNAMICS CORPORATION	369550108	1200	01/28/03	04/28/09	\$60,668.04	\$39,846.00	\$20,822.04
WALGREEN COMPANY COMMON	931422109	2200	03/01/02	04/28/09	\$63,600.36	\$87,032.00	\$-23,431.64
GENERAL DYNAMICS CORPORATION	369550108	300	06/04/03	04/28/09	\$15,167.01	\$10,354.42	\$4,812.59
MICROSOFT CORP COM	594918104	1000	01/01/50	04/28/09	\$20,159.48	\$4,427.07	\$15,732.41
ISHARES TR	464287861	550	06/04/03	04/28/09	\$15,069.61	\$14,646.50	\$423.11
EMC CORP(MASS) USD 0 01	268648102	1000	08/28/01	05/21/09	\$11,681.69	\$17,020.00	\$-5,338.31
INTEL CORPORATION	458140100	400	05/31/96	05/21/09	\$6,052.16	\$3,753.13	\$2,299.03
ORACLE CORPORATION	68389X105	1000	04/11/96	05/21/09	\$18,529.62	\$3,222.15	\$15,307.47

Long term gains and losses

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
CITRIX SYS INC COM	177376100	275	10/23/07	05/21/09	\$8,223.02	\$11,365.75	\$-3,142.73
PEPSICO INC	713448108	200	01/17/99	05/21/09	\$10,279.00	\$7,765.62	\$2,513.38
JOHNSON & JOHNSON COM	478160104	200	03/14/85	05/21/09	\$10,971.71	\$496.44	\$10,475.27
ABBOTT LABORATORIES	002824100	300	05/02/85	05/21/09	\$12,960.47	\$895.53	\$12,064.94
DANAHER CORP COMMON	235851102	500	05/17/96	05/21/09	\$29,342.40	\$5,071.62	\$24,270.78
INTEL CORPORATION	458140100	600	12/14/94	05/21/09	\$9,078.25	\$2,273.44	\$6,804.81
CREDIT SUISSE FB USA INC	22541LAN3	100000	08/24/04	06/01/09	\$100,000.00	\$102,326.00	\$-2,326.00
WAL-MART STORES 10AUG2009	931142BE2	100000	08/19/99	08/10/09	\$100,000.00	\$100,181.00	\$-181.00
BEST BUY INC COM	086516101	500	11/20/02	08/14/09	\$18,179.63	\$8,207.63	\$9,972.00
ABBOTT LABORATORIES	002824100	200	05/02/85	08/14/09	\$8,813.97	\$597.02	\$8,216.95
VARIAN MED SYS INC	92220P105	400	03/24/05	08/14/09	\$14,679.82	\$14,080.00	\$599.82
FEDERAL HOME LN BKS UNSECD	3133M9FC1	100000	09/10/99	08/14/09	\$100,000.00	\$98,332.00	\$1,668.00
TAIWAN SEMICONDUCTOR ADR	874039100	0.29	01/17/07	08/17/09	\$2.96	\$3.28	\$-0.32
SAP AKTIENGESELLSCHAFT ADR	803054204	1150	11/16/05	10/01/09	\$55,737.46	\$48,461.00	\$7,276.46
SAP AKTIENGESELLSCHAFT ADR	803054204	350	01/17/07	10/01/09	\$16,963.57	\$17,461.50	\$-497.93
EXXON MOBIL CORP	30231G102	2000	08/18/87	10/02/09	\$133,136.57	\$19,233.50	\$113,903.07
APPLE COMPUTER INC COM	037833100	100	02/08/08	10/02/09	\$18,513.27	\$12,460.00	\$6,053.27
WYETH (WYE)	983024100	500	01/17/07	10/02/09	\$24,084.38	\$25,675.00	\$-1,590.62
TAIWAN SEMICONDUCTOR ADR	874039100	6089	01/17/07	10/02/09	\$62,897.75	\$69,100.86	\$-6,203.11
CISCO SYS INC	17275R102	1000	01/17/99	10/02/09	\$22,769.41	\$25,511.72	\$-2,742.31
VARIAN MED SYS INC	92220P105	200	03/24/05	10/02/09	\$7,985.79	\$7,040.00	\$945.79
AUTOMATIC DATA PROCESSING INC COMMC	053015103	500	01/13/89	10/02/09	\$19,477.49	\$2,250.06	\$17,227.43
WYETH (WYE)	983024100	300	08/27/07	10/15/09	\$15,075.68	\$14,154.00	\$921.68
WYETH (WYE)	983024100	1000	01/17/07	10/15/09	\$50,252.28	\$51,350.00	\$-1,097.72
VARIAN MED SYS INC	92220P105	1500	03/24/05	11/03/09	\$64,288.34	\$52,800.00	\$11,488.34

Long term gains and losses

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
AUTOMATIC DATA PROCESSING INC COMMC	053015103	1500	01/13/89	11/03/09	\$60,628.44	\$6,750.19	\$53,878.25
JOHNSON & JOHNSON COM	478160104	300	03/14/85	12/03/09	\$19,256.53	\$744.66	\$18,511.87
ITT INDS INC	450911102	1400	06/03/05	12/03/09	\$72,364.13	\$66,472.00	\$5,892.13
ABBOTT LABORATORIES	002824100	200	05/02/85	12/03/09	\$10,841.72	\$597.02	\$10,244.70
TARGET CORP	87612E106	300	07/29/03	12/03/09	\$13,881.39	\$11,544.00	\$2,337.39
CARNIVAL CORP	143658300	200	06/04/03	12/03/09	\$6,595.95	\$6,298.83	\$297.12
CARNIVAL CORP	143658300	500	07/29/03	12/03/09	\$16,489.87	\$17,005.00	\$-515.13
MICROSOFT CORP COM	594918104	500	01/01/50	12/03/09	\$14,964.61	\$2,213.54	\$12,751.07
MEDTRONIC INC	585055106	100	08/26/04	12/18/09	\$4,299.89	\$5,057.00	\$-757.11
MEDTRONIC INC	585055106	300	01/17/07	12/18/09	\$12,899.66	\$16,338.00	\$-3,438.34
Total long term gain/loss:	Report on Form 1040 Schedule D, line 8. Column d, e, and f				\$2,025,068.30	\$1,620,977.94	\$404,090.36

T.E.W. FOUNDATION
GRANTS AND ALLOCATIONS PAID DURING 2009

<u>Recipient Name and Address</u>	<u>Relationship to Substantial Contributor and Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Virginia Mason Foundation PO Box 1930 Seattle, WA 98111	None Exempt	To provide support to Exempt Organization	10,000.00
Seattle Children's Home 2142 - 10th Avenue West Seattle, WA 98119	None Exempt	To provide support to Exempt Organization	30,000.00
Northwest African American Museum 2300 S Massachusetts St Seattle, WA 98144	None Exempt	To provide support to Exempt Organization	15,000.00
Northwest Maritime Center 380 Jefferson St. Port Townsend, WA 98368	None Exempt	To provide support to Exempt Organization	10,000.00
Seattle Midwifery School 4000 NE 41st Street, D3 Seattle, WA 98105	None Exempt	To provide support to Exempt Organization	10,000.00
PATH 2566 NW Leary Way Seattle, WA 98107	None Exempt	To provide support to Exempt Organization	10,000.00
Seattle Academy 1201 E Union St. Seattle, WA 98122	None Exempt	To provide support to Exempt Organization	55,000.00
Catholic Relief Services 8411 - 42nd Avenue SW Seattle, WA 98136	None Exempt	To provide support to Exempt Organization	10,000.00
Arts Council of Mongolia - US 2025 - 23rd Avenue E Seattle, WA 98112	None Exempt	To provide support to Exempt Organization	1,000.00

**T.E.W. FOUNDATION
GRANTS AND ALLOCATIONS PAID DURING 2009**

<u>Recipient Name and Address</u>	<u>Relationship to Substantial Contributor and Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Cascade Land Conservancy 615 Second Avenue, Suite 600 Seattle, WA 98104	None Exempt	To provide support to Exempt Organization	60,000.00
KIPP Foundation 135 Main St., Suite 1700 San Francisco, CA 94105	None Exempt	To provide support to Exempt Organization	2,500.00
New Seed International PO Box 1459 Mercer Island, WA 98040	None Exempt	To provide support to Exempt Organization	25,000.00
Oceana Project 1350 Connecticut Ave NW, Fifth Fl. Washington, DC 20036	None Exempt	To provide support to Exempt Organization	2,500.00
Puget Sound Community School 600 S. Dearborn Seattle, WA 98134	None Exempt	To provide support to Exempt Organization	20,000.00
Seattle Academy of Arts & Sciences 1201 E Union St. Seattle, WA 98122	None Exempt	To provide support to Exempt Organization	10,000.00
Seattle Children's Hospital PO Box 5371, M/S 200 Seattle, WA 98145	None Exempt	To provide support to Exempt Organization	2,500.00
St Edward School 4200 S. Mead St. Seattle, WA 98118	None Exempt	To provide support to Exempt Organization	5,000.00
Successful Schools in Action 2212 Queen Anne Ave N. Suite 280 Seattle, WA 98109	None Exempt	To provide support to Exempt Organization	5,000.00

**T.E.W. FOUNDATION
GRANTS AND ALLOCATIONS PAID DURING 2009**

<u>Recipient Name and Address</u>	<u>Relationship to Substantial Contributor and Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
YMCA of Greater Seattle 909 Fourth Ave Seattle, WA 98104	None Exempt	To provide support to Exempt Organization	15,000.00
		Total Grants Paid	<u>298,500.00</u>

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

Part I only ☐

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization T.E.W. FOUNDATION	Employer Identification number 91-1817398
	Number, street, and room or suite number if a P.O. box, see instructions 1000 SECOND AVENUE, 34TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SEATTLE, WA 98104-1022	

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

- | | | |
|---|--|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

- The books are in the care of ► FOUNDATION MGMT GROUP, LLC

Telephone No ► 206 667-0300

FAX No ► 206 682-1874

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ☒ calendar year 2009 or
 ► ☐ tax year beginning _____, _____, and ending _____, _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 12,588.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 6,088.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 6,500.

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev 4-2009)