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

OMB No 1545-0052

2009

SCANNED SEP 29 2010

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 change

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

Name of foundation
KEITH & MARY KAY MCCAW FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
201 TERRY AVENUE NORTH SUITE A

City or town, state, and ZIP code
SEATTLE, WA 98109

A Employer identification number
91-1920617

B Telephone number (see page 10 of the instructions)
(206) 282-1001

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 [X] 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) ▶ $ 26,626,684.

J Accounting method [X] 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)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	438,465.	438,465.		
	4 Dividends and interest from securities	319,649.	319,649.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-89,709.			
	b Gross sales price for all assets on line 6a 6,435,522.				
	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	668,405.	758,114.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	272.			272.
	b Accounting fees (attach schedule)	3,800.			3,800.
	c Other professional fees (attach schedule) *	73,621.	73,621.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	11,479.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 3	35.			35.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	89,207.	73,621.		4,107.
	25 Contributions, gifts, grants paid	1,112,350.			1,112,350.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,201,557.	73,621.		1,116,457.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-533,152.			
	b **Net investment income** (if negative, enter -0-)		684,493.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 1 JSA ** ATCH 2 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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	4,224,485.	3,124,913.	3,124,913.
2 Savings and temporary cash investments	2,111,267.	600,584.	600,584.
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) **	6,108,801.	7,495,658.	7,495,658.
b Investments - corporate stock (attach schedule) ATCH 5	4,491,241.	5,172,930.	5,172,930.
c Investments - corporate bonds (attach schedule) ATCH 6	4,309,282.	5,525,131.	5,525,131.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) ATCH 7	3,523,833.	4,707,468.	4,707,468.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	24,768,909.	26,626,684.	26,626,684.
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 ▶)			
23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted	24,768,909.	26,626,684.	
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)	24,768,909.	26,626,684.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	24,768,909.	26,626,684.	

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	24,768,909.
2 Enter amount from Part I, line 27a	2	-533,152.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 8	3	2,390,927.
4 Add lines 1, 2, and 3	4	26,626,684.
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	26,626,684.

**ATCH 4

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) 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 | -89,706.

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	1,198,047.	24,957,412.	0.048004
2007	204,434.	26,849,106.	0.007614
2006	787,436.	22,239,407.	0.035407
2005	565,932.	12,761,919.	0.044345
2004	962,056.	8,072,250.	0.119181

2	**Total** of line 1, column (d)	2	0.254551
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050910
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	25,284,012.
5	Multiply line 4 by line 3	5	1,287,209.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,845.
7	Add lines 5 and 6	7	1,294,054.
8	Enter qualifying distributions from Part XII, line 4	8	1,116,457.

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

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 ▶ ☐ and enter "N/A" on line 1. 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	1	13,690.
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	13,690.
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	13,690.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 12,553.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	12,553.
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	1,137.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 0. **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?	1a		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)?	1b		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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	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	
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*	8b	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

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

		Line	Yes	No
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 ▶ NONE

14 The books are in care of ▶ DEBRA TAWNEY STROH Telephone no ▶ 206-282-1001

Located at ▶ 201 TERRY AVENUE NORTH, SUITE A, SEATTLE, WA ZIP + 4 ▶ 98109

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

		Line	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		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 ▶ ________ , ________ , ________ , ________

		Line	Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see 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

		Line	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		
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)*

		Yes	No
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)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
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? **6b**		X
	If "Yes" to 6b, file Form 8870		
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 9		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 ▶

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
ATTACHMENT 10		73,621.

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 NONE	
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 . . . . . ▶	

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	21,003,827.
b	Average of monthly cash balances	1b	4,665,221.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	25,669,048.
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	25,669,048.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	385,036.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,284,012.
6	**Minimum investment return.** Enter 5% of line 5	6	1,264,201.

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	1,264,201.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	13,690.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	13,690.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,250,511.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,250,511.
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	1,250,511.

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	1,116,457.
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	1,116,457.
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	1,116,457.

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				1,250,511.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only				
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 340,421.				
d	From 2007				
e	From 2008				
f	Total of lines 3a through e	340,421.			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 1,116,457.				
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				1,116,457.
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).)*	134,054.			134,054.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	206,367.			
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				
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	206,367.			
10	Analysis of line 9				
a	Excess from 2005				
b	Excess from 2006 206,367.				
c	Excess from 2007				
d	Excess from 2008				
e	Excess from 2009				

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

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))

MARY KAY MCCAW

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

NONE

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

Check here ▶ [X] 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 11				
Total . . . . ▶ **3a**				1,112,350.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	438,465.	
4 Dividends and interest from securities			14	319,649.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-89,709.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				668,405.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . . 13 668,405.

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee | Date 9-9-10 | Title President

Paid Preparer's Use Only

Preparer's signature | Date 8-12-10 | Check if self-employed ☐ | Preparer's identifying number (See Signature on page 30 of the instructions) P00043433

Firm's name (or yours if self-employed), address, and ZIP code: ERNST & YOUNG U.S. LLP, 2901 DOUGLAS BLVD, SUITE 300, ROSEVILLE, CA 95661

EIN ▶ 34-6565596

Phone no 916-218-1900

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)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					848.	
		SEE ATTACHMENT 12 PROPERTY TYPE: SECURITIES				P	VARIOUS	VAR 2009
463,037.		612,885.					-149,848.	
		SEE ATTACHMENT 12 PROPERTY TYPE: SECURITIES				P	VARIOUS	VAR 2009
1,202,011.		1,420,400.					-218,389.	
		SEE ATTACHMENT 13 PROPERTY TYPE: SECURITIES				P	VARIOUS	VAR 2009
1,756,263.		1,759,182.					-2,919.	
		SEE ATTACHMENT 13 PROPERTY TYPE: SECURITIES				P	VARIOUS	VAR 2009
3,014,212.		2,733,610.					280,602.	
TOTAL GAIN(LOSS)		....					-89,706.	

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	73,621.	73,621.
TOTALS	73,621.	73,621.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAX	11,479.
TOTALS	11,479.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
WASHINGTON FILING FEES	35.	35.
TOTALS	35.	35.

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

ATTACHMENT 4

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FHLB BDS 7/27/11 1.625%	0.	151,434.	151,434.
FHLMC DEB DTD 10/17/03 4.875%	0.	213,423.	213,423.
FHLMC NT 9/21/12 2.125%	0.	202,127.	202,127.
FHLMC PREASSIGN 3/27/19 3.75%	0.	294,126.	294,126.
FNMA NT 9/16/14 3%	0.	202,535.	202,535.
US TREAS NTS 5/15/19 3.125%	0.	306,838.	306,838.
US TREAS NTS 7/31/11 1%	0.	500,762.	500,762.
US TREAS NTS 7/31/14 2.625%	0.	402,000.	402,000.
FNMA PREASSIGN 2/15/11 4.5%	461,599.	208,714.	208,714.
US TREAS NTS 8/15/12	0.	503,242.	503,242.
US TREAS NTS 9/30/11	0.	74,980.	74,980.
US TREAS NTS 12/31/13	0.	48,684.	48,684.
US TREAS NTS 1/31/11 0.875%	0.	802,500.	802,500.
US TREAS NTS 11/30/2012 3.375%	793,437.	762,527.	762,527.
US TREAS NTS 1/15/12	0.	299,719.	299,719.
FNMA NT 04/09/2010 2.5%	373,231.	568,516.	568,516.
FNMA PREASSIGN 12/11/13 2.875%	205,174.	382,508.	382,508.
US TREAS NTS 07/31/2013 3.375%	964,772.	524,844.	524,844.
US TREAS NTS 01/31/2013 2.875%	227,965.	528,049.	528,049.
FNMA PREASSIGN 10/15/14 4.625%	0.	460,483.	460,483.
US TREAS NTS 11/15/2017 4.25%	35,113.	57,647.	57,647.
FHLMC MTN 7/15/09 4.25%	233,947.	0.	0.
FHLMC DEB 11/15/13 4.875%	218,783.	0.	0.
US TREAS NTS 8/15/09 4.875%	826,580.	0.	0.
US TREAS NTS 2/15/09 4.5%	580,539.	0.	0.
FNMA PREASSIGN 10/15/14 4.625%	465,317.	0.	0.
US TREAS NTS 8/15/17 4.75%	319,168.	0.	0.
US TREAS NTS 4/30/12 4.5%	7,806.	0.	0.
US TREAS NTS 2/15/18 3.5%	28,002.	0.	0.
US TREAS NTS 5/15/18 3.875%	326,423.	0.	0.
US TREAS NTS 8/15/18 4%	40,945.	0.	0.
US OBLIGATIONS TOTAL	6,108,801.	7,495,658.	7,495,658.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 5

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ABBOTT LABORATORIES	146,501.	91,783.	91,783.
ALTERA CORP	0.	49,786.	49,786.
CISCO	110,514.	162,313.	162,313.
DANAHER	101,952.	117,312.	117,312.
AMAZON	0.	97,258.	97,258.
EXXON MOBIL	222,327.	165,702.	165,702.
CUMMINS	0.	84,153.	84,153.
GENERAL ELECTRIC	55,309.	50,686.	50,686.
GOLDMAN SACHS	0.	139,293.	139,293.
CVS CAREMARK	0.	43,967.	43,967.
ITT	78,480.	80,579.	80,579.
JOHNSON & JOHNSON	149,575.	105,954.	105,954.
MICROSOFT	92,826.	136,443.	136,443.
PROCTER & GAMBLE	197,824.	84,882.	84,882.
UNITED TECHNOLOGIES	51,456.	62,469.	62,469.
FEDEX	0.	48,401.	48,401.
WELLS FARGO	116,299.	97,704.	97,704.
GOOGLE	0.	133,296.	133,296.
BAXTER INTL INC	89,930.	0.	0.
PEPSICO INC	154,546.	117,648.	117,648.
SCHLUMBERGER LTD	85,080.	0.	0.
JOHNSON CONTROLS	0.	82,673.	82,673.
KOHLS	0.	53,660.	53,660.
VERIZON COMMUNICATIONS	143,397.	75,702.	75,702.
DISNEY WALT CO	55,296.	72,563.	72,563.
HEWLETT PACKARD CO	72,740.	136,244.	136,244.
KELLOGG CO	92,085.	103,740.	103,740.
MCKESSON	0.	96,875.	96,875.
MEDCO HEALTH SOLUTIONS INC	96,393.	133,891.	133,891.
MOSAIC	0.	55,548.	55,548.
TRANSOCEAN INC	28,067.	49,183.	49,183.

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NIKE	0.	53,517.	53,517.
ADOBE SYS INC	57,802.	99,858.	99,858.
NOBLE ENERGY	0.	50,922.	50,922.
BECTON, DICKINSON AND CO	96,208.	0.	0.
QUALCOMM	0.	70,084.	70,084.
MICROCHIP TECHNOLOGY INC	37,107.	0.	0.
AFLAC INC COMMON STOCK	55,008.	0.	0.
AIR PRODUCTS AND CHEMICALS	59,077.	94,435.	94,435.
TRAVELERS COS	0.	94,485.	94,485.
APPLE INC	45,662.	171,851.	171,851.
CHEVRON CORP	185,665.	118,180.	118,180.
EMERSON ELECTRIC CO	91,525.	96,489.	96,489.
NATIONAL OILWELL	21,752.	65,474.	65,474.
PG&E CORP	81,719.	87,068.	87,068.
UNITED HEALTHCARE	0.	73,609.	73,609.
JACOBS ENGR GROUP	69,745.	0.	0.
WATERS CORP	38,483.	0.	0.
EXELON	110,108.	0.	0.
SUNCOR	15,237.	52,259.	52,259.
ACCENTURE	127,881.	0.	0.
COSTCO WHOLESALE CORP	57,225.	64,495.	64,495.
COVIDIEN LTD COM STK	86,432.	0.	0.
F P L GROUP, INC.	67,442.	64,176.	64,176.
FIRST SOLAR INC	34,490.	0.	0.
CATERPILLAR INC	54,051.	0.	0.
SCHWAB CHARLES CORP	116,667.	85,913.	85,913.
SPECTRA ENERGY CORP	82,635.	100,089.	100,089.
TJX COS INC	44,843.	79,679.	79,679.
US BANCORP	86,733.	76,759.	76,759.
INTERNATIONAL BUSINESS MACHINE	146,438.	163,625.	163,625.
JPMORGAN CHASE	115,242.	201,891.	201,891.

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
RESEARCH IN MOTION	20,696.	0.	0.
WALMART STORES	155,944.	139,237.	139,237.
SIGMA-ALDRICH	49,210.	58,867.	58,867.
BHP BILLITON ADR	0.	65,859.	65,859.
MCDONALDS	139,617.	0.	0.
COVIDIEN	0.	50,763.	50,763.
TEVA PHARAMCEUTICALS ADR	0.	117,416.	117,416.
ABB ADR	0.	46,222.	46,222.
TOTALS	4,491,241.	5,172,930.	5,172,930.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 6

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BHP BILLITON	0.	109,683.	109,683.
SHELL INTL	0.	271,696.	271,696.
STATOILHYDRO	0.	105,995.	105,995.
VERIZON NEW ENGLAND	25,295.	26,646.	26,646.
BP CAP MKTS	0.	127,816.	127,816.
AT&T	0.	106,330.	106,330.
PRINCIPAL LIFE 4/15/14	23,609.	25,435.	25,435.
BLACKROCK	0.	123,430.	123,430.
DU POND EI DE	0.	73,425.	73,425.
NATIONAL RURAL UTILS 2008	113,827.	130,438.	130,438.
HSEHD FIN CORP	0.	163,355.	163,355.
ORACLE	0.	180,477.	180,477.
PROCTER & GAMBLE	0.	79,858.	79,858.
CATERPILLAR FINL SVCS 2010	73,932.	78,027.	78,027.
CREDIT SUISSE FIRST BOSTON	101,821.	102,712.	102,712.
PROTECTIVE LIFE SECD TRS	95,197.	102,380.	102,380.
NATIONAL WESTMINSTER	14,984.	0.	0.
ALLSTATE LIFE GLOBAL 2009	100,314.	0.	0.
INTERNATIONAL LEASE FIN	86,236.	104,346.	104,346.
GENERAL ELEC CO	201,264.	285,649.	285,649.
JOHN DEERE CAP 2009	61,048.	0.	0.
MERRILL LYNCH & CO	50,108.	53,508.	53,508.
ABBOTT LABS	163,586.	165,448.	165,448.
BOTTLING GROUP LLC	60,864.	119,003.	119,003.
GOLDMAN SACHS GROUP INC	101,777.	117,456.	117,456.
TARGET CORP	50,651.	0.	0.
CITIGROUP	101,059.	0.	0.
LOWES COS INC	72,207.	76,935.	76,935.
PRINCIPAL LIFE 12/14/12	94,836.	106,056.	106,056.
CISCO SYS	129,466.	123,001.	123,001.
FLORIDA PWR	160,496.	161,885.	161,885.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 6 (CONT'D)

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MCDONALDS CORP	74,631.	76,257.	76,257.
UNITED TECHNOLOGIES	75,996.	133,206.	133,206.
INTERNATIONAL BUSINESS MACHS	100,722.	99,800.	99,800.
HOUSEHOLD FINANCIAL CORP	147,660.	0.	0.
MFB NORTHER HIGH YIELD	1,365,612.	1,661,137.	1,661,137.
WALGREEN CO	94,686.	74,285.	74,285.
NUCOR CORP	99,309.	107,511.	107,511.
WAL-MART STORES	77,869.	0.	0.
JOHN DEERE	71,249.	79,263.	79,263.
PEPSICO	37,211.	36,818.	36,818.
VERIZON COMMUNICATIONS	126,159.	135,864.	135,864.
WAL-MART STORES	83,433.	0.	0.
AMERICAN EXPRESS	72,168.	0.	0.
TOTALS	4,309,282.	5,525,131.	5,525,131.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 7

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MFB NORTHERN MID CAP	596,185.	828,762.	828,762.
MFB NORTHERN FDS SMALL CAP IND	672,525.	848,073.	848,073.
MFB NORTHERN EMERGING MARKETS	355,098.	608,740.	608,740.
MFB NORTHERN FDS INTL GROWTH	956,768.	1,228,774.	1,228,774.
MFB NORTHERN INTL EQUITY INDEX	943,257.	1,193,119.	1,193,119.
TOTALS	3,523,833.	4,707,468.	4,707,468.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED GAINS		2,390,927.
	TOTAL	2,390,927.

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MARY KAY MCCAW 201 TERRY AVENUE NORTH SUITE A SEATTLE, WA 98109	PRESIDENT & TREASURER 10.00	0.	0.	0.
DEBRA TAWNEY STROH 201 TERRY AVENUE NORTH SUITE A SEATTLE, WA 98109	VICE PRESIDENT 10.00	0.	0.	0.
JOSEPH D. WEINSTEIN 1201 THIRD AVENUE #2200 SEATTLE, WA 98101	SECRETARY 10.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 10

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
NORTHERN TRUST BANK 1414 4TH AVENUE SEATTLE, WA 98101	INVESTMENT MANAGERS	73,621.
	TOTAL COMPENSATION	73,621.

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN RED CROSS - KING AND KITSAP COUNTIES PO BOX 3097 SEATTLE, WA 98114-3097	NONE 501(C)(3)	DISASTER RELIEF ASSISTANCE	10,000
CONRNISH COLLEGE OF THE ARTS 1000 LENORA STREET SEATTLE, WA 98121	NONE 501(C)(3)	SCHOLARSHIP FUND	1,000
SEATTLE CHILDREN'S HOME 2142 TENTH AVENUE WEST SEATTLE, WA 98119	NONE 501(C)(3)	CHILDREN'S & FAMILIES COMMUNITY ASSISTANCE PROGRAM	1,000
THE SMILE TRAIN 41 MADISON AVENUE, 28TH FLOOR NEW YORK, NY 10010	NONE 501(C)(3)	CLEFT REPAIR SURGERY ASSISTANCE FOR CHILDREN	5,000.
TEAM SURVIVOR NORTHWEST 200 NE PACIFIC STREET, SUITE 101 SEATTLE, WA 98105	NONE 501(C)(3)	FITNESS & HEALTH EDUCATION PROGRAMS FOR CANCER SURVIVORS	5,000
CITY TERM AT THE MASTER'S SCHOOL 49 CLINTON AVENUE DOBSON FERRY, NY 10522	NONE 501(C)(3)	SCHOLARSHIP FUND	5,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SNOW LEOPARD'S TRUST 4649 SUNNYSIDE AVENUE N, SUITE 325 SEATTLE, WA 98103-9986	NONE 501(C)(3)	PROTECTION FOR SNOW LEOPARDS	5,000
PINKY'S PASSION FOR A PARKINSON'S CURE 1829 N 177TH STREET SHORELINE, WA 98133	NONE 501(C)(3)	PARKINSON'S RESEARCH	250
BEHIND THE BADGE FOUNDATION PO BOX 2047 ISSAQUAH, WA 98027	NONE 501(C)(3)	LINE OF DUTY FAMILY SUPPORT FOR LAW ENFORCEMENT OFFICERS	5,000
SEATTLE CHILDREN'S THEATRE 201 THOMAS STREET SEATTLE, WA 98109-4535	NONE 501(C)(3)	PERFORMANCE ARTS	15,000
THE BLOEDEL RESERVE - ENDOWMENT FUND 7571 NE DOLPHIN DRIVE BAINBRIDGE ISLAND, WA 98110	NONE 501(C)(3)	PRESERVE THE RESERVE ENDOWMENT FUND	5,000
CANINE COMPANIONS FOR INDEPENDENCE PO BOX 446 SANTA ROSA, CA 95402-0466	NONE 501(C)(3)	COMPANION ANIMAL TRAINING	5,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDHAVEN 316 BROADWAY SEATTLE, WA 98122-5325	NONE 501(C)(3)	SHELTER/CARE FOR CHILDREN	10,000
CHILDREN'S HOSPITAL FOUNDATION PO BOX 50020-S-200 SEATTLE, WA 98145-5020	NONE 501(C)(3)	MEDICAL CARE FOR CHILDREN ENDOWMENT FUND	5,000
COYOTE CENTRAL 2719 E MADISON, SUITE 201 SEATTLE, WA 98112	NONE 501(C)(3)	ARTS PROGRAM FOR CHILDREN	5,000
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE 501(C)(3)	MEDICAL CARE IN 3RD WORLD COUNTRIES	10,000.
EASTSIDE DOMESTIC VIOLENCE PROGRAM PO BOX 6398 BELLEVUE, WA 98008-0398	NONE 501(C)(3)	DOMESTIC VIOLENCE SHELTER	50,000
THE FILM SCHOOL 2828 BOYER AVENUE E SEATTLE, WA 98102	NONE 501(C)(3)	FILM SCHOOL	5,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRED HUTCHINSON CANCER RESEARCH INSTITUTE PO BOX 19024 SEATTLE, WA 98109-1024	NONE 501(C)(3)	CANCER RESEARCH	5,000
JUVENILE DIABETES RESEARCH FOUNDATION 1200 SIXTH AVENUE, SUITE 605 SEATTLE, WA 98101	NONE 501(C)(3)	JUVENILE DIABETES RESEARCH	10,000
KETCHUM/SUN VALLEY VOLUNTEER FIREFIGHTERS' ASSOC PO BOX 966 KETCHUM, ID 83340	NONE 501(C)(3)	PROGRAM FOR VOLUNTEER FIREFIGHTERS	1,000
SUSAN G KOMEN BREAST CANCER FOUNDATION PO BOX 650309 DALLAS, TX 75265-0309	NONE 501(C)(3)	BREAST CANCER RESEARCH	5,000
N O A H ANIMAL ADOPTION CENTER 31300 BRANDSTROM ROAD STANWOOD, WA 98292	NONE 501(C)(3)	ANIMAL SHELTER CARE	5,000
NORTHWEST HARVEST PO BOX 12272 SEATTLE, WA 98102	NONE 501(C)(3)	FOOD BANK	100,000.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PACIFIC NORTHWEST BALLET 301 MERCER STREET SEATTLE, WA 98109	NONE 501(C)(3)	PERFORMING ARTS - ENDOWMENT FUND	5,000.
PEOPLE FOR PUGET SOUND 911 WESTERN AVENUE, SUITE 580 SEATTLE, WA 98104	NONE 501(C)(3)	PRESERVING PUGET SOUND	5,125
PRATT FINE ARTS CENTER 1902 SOUTH MAIN SEATTLE, WA 98144	NONE 501(C)(3)	ARTS SCHOOL - ENDOWMENT FUND	5,000
RECOVERY CAFE 2301 SECOND AVENUE SEATTLE, WA 98121	NONE 501(C)(3)	DRUG/ALCOHOL/MENTAL DISEASE ASSISTANCE - BUILDING FUND	100,000
SEATTLE AQUARIUM SOCIETY 1415 WESTERN AVENUE, SUITE 505 SEATTLE, WA 98101-2051	NONE 501(C)(3)	MARINE LIFE AQUARIUM EDUCATION & PRESERVATION - ENDOWMENT FUND	5,000
SEATTLE OPERA FOUNDATION PO BOX 9248 SEATTLE, WA 98109	NONE 501(C)(3)	PERFORMING ARTS - ENDOWMENT FUND	5,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SENIOR SERVICES 2208 SECOND AVENUE SEATTLE, WA 98121	NONE 501(C)(3)	SENIOR SERVICE ASSISTANCE	5,000
WOODLAND PARK ZOO 601 N 59TH STREET SEATTLE, WA 98103	NONE 501(C)(3)	ZOO/WILDLIFE PRESERVATION/EDUCATION ENDOWMENT FUND	10,000
YWCA 1118 FIFTH AVENUE SEATTLE, WA 98101	NONE 501(C)(3)	WOMEN'S ASSISTANCE PROGRAM ENDOWMENT FUND	10,000
EPIPHANY SCHOOL 3710 EAST HOWELL STREET SEATTLE, WA 98122	NONE 501(C)(3)	ANNUAL FUND	5,000
PURRFECT PALS CAT SHELTER & SANCTUARY 230 MCRAE ROAD NE ARLINGTON, WA 98223	NONE 501(C)(3)	ANIMAL SHELTER	1,000
TREEHOUSE 2100 24TH AVENUE S, #200 SEATTLE, WA 98144-4632	NONE 501(C)(3)	FOSTER CHILDREN ASSISTANCE	5,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WORLD WILDLIFE FUND 1250 24TH ST NW PO BOX 96555 WASHINGTON, DC 20077-7789	NONE 501(C)(3)	ENDANGERED SPECIES FUND	1,000.
CHRIST THE KING CHURCH 2111 RIVERSIDE DRIVE MT VERNON, WA 98274	NONE 501(C)(3)	EDUCATION MINISTRY	750
CONSERVATION INTERNATIONAL 313 E MADISON STREET, #201 SEATTLE, WA 98112-4263	NONE 501(C)(3)	LAND CONSERVATION	5,000
LAKESIDE SCHOOL 14050 FIRST AVENUE NE SEATTLE, WA 98103	NONE 501(C)(3)	UNDERWROTE R O A R FUNDRAISER	1,000
SAMA FOUNDATION 1900 N NORTHLAKE WAY, SUITE 115 SEATTLE, WA 98103	NONE 501(C)(3)	SCIENCE & MANAGMENT OF ADDICTIONS RESEARCH	5,000
SMILES FOREVER PO BOX 217 RENTON, WA 98057	NONE 501(C)(3)	WOMEN IN POVERTY ASSISTANCE	5,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BAILEY-BOUSHAY HOUSE 2720 E MADISON SEATTLE, WA 98112	NONE 501(C)(3)	HIV/AIDS CARE CENTER	5,000
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD BETHESDA, MD 20814	NONE 501(C)(3)	MEDICAL RESEARCH	25,000
HEREDITARY DISEASE FOUNDATION 3960 BROADWAY, SIXTH FLOOR NEW YORK, NY 10032	NONE 501(C)(3)	MEDICAL RESEARCH	5,000
INTERNATIONAL RESCUE COMMITTEE SEATTLE 100 S KING, SUITE 570 SEATTLE, WA 98104	NONE 501(C)(3)	SHELTER	5,000
SEATTLE UNION GOSPEL MISSION PO BOX 202 SEATTLE, WA 98111-9945	NONE 501(C)(3)	HOMELESS SHELTER	5,000
SUN VALLEY SKI EDUCATION FOUNDATION PO BOX 228 SUN VALLEY, ID 83353	NONE 501(C)(3)	EDUCATION PROGRAM	5,000.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE USO PO BOX 96860 WASHINGTON, DC 20077-7677	NONE 501(C)(3)	MILITARY MORALE SUPPORT	5,000
UNIVERSITY OF WASHINGTON FOUNDATION BOX 359505 SEATTLE, WA 98195-9505	NONE 501(C)(3)	UW MEDICAL FUND	5,000
BIKE WORKS SEATTLE - R HARRISON MATCH 3709 S FERDINAND SEATTLE, WA 98118	NONE 501(C)(3)	YOUTH EDUCATION	125
KEXP 90 3 113 DEXTER AVENUE N SEATTLE, WA 98109	NONE 501(C)(3)	PUBLIC RADIO	100
UNIVERSITY OF WASHINGTON FOUNDATION BOX 359505 SEATTLE, WA 98195-9505	NONE 501(C)(3)	ARCS ENDOWMENT FOR MEDICAL RESEARCH	100,000
EPIPHANY SCHOOL 3710 EAST HOWELL STREET SEATTLE, WA 98122	NONE 501(C)(3)	BUILDING FUND, PHASE 2	500,000
		TOTAL CONTRIBUTIONS PAID	1,112,350.

2009 Tax Information Statement

Payer's Name and Address
THE NORTHERN TRUST COMPANY
P.O BOX 803878
CHICAGO, IL 60680

Account Number:
Recipient's Tax ID number: XX-XXX0617
Payer's Federal ID number: 36-7158276
Questions? (312)444-7391

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
KEITH & MARY KAY MCCAW
FAMILY FDN
ATTN: DEB STROH
201 TERRY AVE. N. STE. A
SEATTLE, WA 98109-5208

2009 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums.

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Short Term Sales Reported on 1099-B								
170 0000	002824100	ABBOTT LABORATORIES	04/04/2008	01/16/2009	8,494.85	9,331 30	-836 45	0.00
130 0000	166764100	CHEVRONTEXACO CORP COM	11/13/2008	01/16/2009	9,319.65	9,058 80	260 85	0 00
160 0000	30161N101	EXELON CORP	10/06/2008	01/16/2009	8,752 78	9,067 07	314 29	0 00
125 0000	30231G102	EXXON MOBIL CORP	03/06/2008	01/16/2009	9,756 20	10,716 50	-960.30	0 00
125 0000	302571104	FPL GROUP INC	07/29/2008	01/16/2009	6,209 97	7,962 91	-1,752.94	0.00
30 0000	336433107	FIRST SOLAR INC COM	05/28/2008	01/16/2009	4,342.48	8,051 86	-3,709 38	0 00
130 0000	459200101	INTL BUSINESS MACHINES CORP	08/07/2008	01/16/2009	11,049 94	16,787 64	-5,737 70	0 00
120 0000	594918104	MICROSOFT CORP COM	03/06/2008	01/16/2009	2,353.87	3,351.41	-997 54	0.00
510 0000	760975102	RESEARCH IN MOTION LTD	04/25/2008	01/16/2009	25,928.25	61,084 23	-35,155 98	0 00
370 0000	847560109	SPECTRA ENERGY CORP COM STK	08/13/2008	01/16/2009	5,461.17	9,612 19	-4,151 02	0 00
165 0000	931142103	WAL MART STORES INC	09/04/2008	01/16/2009	8,510.65	9,985 82	-1,475 17	0 00
170 0000	G2552X108	#REORG/COVIDEN LTD PLAN OF REORG TO COVIDEN PLC SEC # 2052566 EFF 6/4/09	09/30/2008	01/16/2009	6,247 48	9,056 94	-2,809.48	0.00
1210 0000	149123101	CATERPILLAR INC	05/28/2008	01/27/2009	39,710 29	100,295.21	-60,584.92	0 00
905 0000	774341101	ROCKWELL COLLINS INC	01/16/2009	03/16/2009	28,188 06	33,882 30	-5,694 24	0 00

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ATTACHMENT 12

2009 Tax Information Statement

Account Number:
Recipient's Tax ID number: XX-XXX0617
Payer's Federal ID number: 36-7158276
Questions? (312)444-7391
☐ Corrected ☐ 2nd TIN notice

Payer's Name and Address
THE NORTHERN TRUST COMPANY
P O BOX 803878
CHICAGO, IL 60680

Recipient's Name and Address
KEITH & MARY KAY MCCAW
FAMILY FDN
ATTN: DEB STROH
201 TERRY AVE. N. STE. A
SEATTLE, WA 98109-5208

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
1155 0000	G2552X108	#REORG/COVIDEN LTD PLAN OF REORG TO COVIDEN PLC SEC # 2052566 EFF 6/4/09	09/30/2008	04/02/2009	38,354.22	61,533 90	-23,179 68	0 00
520 0000	166764100	CHEVRONTEXACO CORP COM	11/13/2008	04/16/2009	34,144.92	36,235 21	-2,090 29	0 00
260 0000	166764100	CHEVRONTEXACO CORP COM	11/13/2008	05/14/2009	17,629.00	18,117.61	-488 61	0 00
360 0000	459200101	INTL BUSINESS MACHINES CORP	08/07/2008	05/27/2009	37,594.19	46,488.85	-8,894.66	0 00
2650 0000	808513105	CHARLES SCHWAB CORP NEW	09/04/2008	05/27/2009	45,849 12	62,891.92	-17,042.80	0 00
320 0000	30161N101	EXELON CORP	10/06/2008	09/02/2009	15,682 00	18,134 15	-2,452 15	0 00
1510 0000	237194105	DARDEN RESTAURANTS INC	02/10/2009	11/09/2009	49,460 74	41,994.46	7,466 28	0 00
372 0000	023135106	AMAZON COM INC	05/27/2009	12/08/2009	49,997 26	29,244.41	20,752.85	0 00
Total Short Term Sales Reported on 1099-B					**463,037 07**	**612,884.69**	**-149,847.62**	**0 00**
Long Term 15% Sales Reported on 1099-B								
70 0000	071813109	BAXTER INTL INC	03/01/2007	01/16/2009	3,840 88	3,481 80	359 08	0 00
240 0000	235851102	DANAHER CORP	02/03/2006	01/16/2009	12,943 13	14,352 00	1,408 87	0 00
150 0000	254687106	WALT DISNEY CO	01/12/2007	01/16/2009	3,220 48	5,182.28	1,961 80	0 00
235 0000	291011104	EMERSON ELECTRIC CO	01/12/2007	01/16/2009	7,914 76	10,363 50	-2,448 74	0 00
750 0000	30161N101	EXELON CORP	02/24/2006	01/16/2009	41,028.67	43,710 00	-2,681 33	0 00
15 0000	30231G102	EXXON MOBIL CORP	01/12/2007	01/16/2009	1,170.74	1,068 45	102 29	0 00
80 0000	450911102	ITT INDS INC	01/12/2007	01/16/2009	3,771 98	4,801.60	-1,029 62	0 00
115 0000	478160104	JOHNSON & JOHNSON	11/06/2006	01/16/2009	6,575 66	7,899 07	-1,323 41	0 00

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Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
150.0000	487836108	KELLOGG CO	01/12/2007	01/16/2009	6,681 46	7,563 00	881.54	0 00
115 0000	580135101	MCDONALDS CORP	01/23/2007	01/16/2009	6,851 66	5,161 65	1,690.01	0.00
205 0000	58405U102	MEDCO HEALTH SOLUTIONS INC	01/12/2007	01/16/2009	8,875 40	5,895.80	2,979 60	0 00
180 0030	594918104	MICROSOFT CORP COM	01/12/2007	01/16/2009	3,530 81	5,520 60	-1,989 79	0 00
140 0000	69331C108	PG&E CORP	05/31/2007	01/16/2009	5,258 37	6,928.01	-1,669.64	0 00
120 0000	713448108	PEPSICO INC	01/12/2007	01/16/2009	6,159 57	7,776 00	-1,616.43	0 00
100 0000	742718109	PROCTER & GAMBLE CO	01/12/2007	01/16/2009	5,770.97	6,463 00	-692 03	0 00
720 0000	806857108	SCHLUMBERGER LTD ISIN #AN8068571086	02/02/2006	01/16/2009	28,691.84	43,394 50	-14,702 66	0 00
60 0000	913017109	UNITED TECHNOLOGIES CORP	02/03/2006	01/16/2009	3,072.58	3,468 60	-396.02	0 00
145 0000	92343V104	VERIZON COMMUNICATIONS	01/12/2007	01/16/2009	4,354.33	5,380 49	-1,026.16	0 00
335 0000	G1150G111	ACCENTURE LTD BERMUDA CL A	01/12/2007	01/16/2009	10,904.19	12,472 05	-1,567 86	0 00
645 0000	580135101	MCDONALDS CORP	05/12/2006	02/10/2009	37,064 84	28,008 23	9,056 61	0 00
830 0000	941848103	WATERS CORP	03/01/2007	02/10/2009	33,047.34	46,278 81	-13,231 47	0 00
220 0000	941848103	WATERS CORP	03/01/2007	02/11/2009	8,580.02	12,266 67	-3,686 65	0 00
1200 0000	001055102	AFLAC INC	10/19/2007	03/16/2009	18,975 61	68,516 40	-49,540.79	0 00
740 0000	478160104	JOHNSON & JOHNSON	11/06/2006	03/20/2009	38,076.86	50,028 98	-11,952.12	0 00
745 0000	713448108	PEPSICO INC	05/30/2006	04/02/2009	39,571 50	47,180.73	-7,609 23	0 00
15 0000	002824100	ABBOTT LABORATORIES	04/04/2008	04/16/2009	638 70	823 35	-184.65	0 00
860 0000	002824100	ABBOTT LABORATORIES	01/12/2007	04/16/2009	36,618 81	46,251 40	9,632 59	0 00

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Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
20 0000	G1150G111	ACCENTURE LTD BERMUDA CL A	01/12/2007	04/16/2009	547.54	744 60	-197 06	0.00
1445 0000	G1150G111	ACCENTURE LTD BERMUDA CL A	01/12/2007	04/16/2009	39,559 76	53,797 35	-14,237 59	0.00
65 0000	166764100	CHEVRONTEXACO CORP COM	01/12/2007	05/14/2009	4,407 25	4,499.30	-92 05	0.00
215 0000	30231G102	EXXON MOBIL CORP	01/12/2007	05/14/2009	14,967.98	15,314.45	-346 47	0.00
785 0000	742718109	PROCTER & GAMBLE CO	02/03/2006	05/14/2009	40,089.16	49,774.40	-9,685 24	0.00
1400 0000	075887109	BECTON DICKINSON & CO	11/07/2006	05/27/2009	94,097 18	101,767 00	-7,669 82	0.00
1900 0000	595017104	MICROCHIP TECHNOLOGY INC.	01/06/2006	05/27/2009	41,457 88	64,857 11	-23,399.23	0 00
915 0000	742718109	PROCTER & GAMBLE CO	01/18/2006	08/13/2009	47,621 97	54,059 60	-6,437 63	0 00
750.0000	30161N101	EXELON CORP	11/16/2004	09/02/2009	36,754.68	35,009 50	1,745 18	0 00
220 0000	336433107	FIRST SOLAR INC COM	05/28/2008	09/02/2009	25,801.82	59,046 97	-33,245 15	0 00
2100 0000	G1151C101	ACCENTURE PLC SHS CL A NEW	02/07/2005	09/02/2009	70,266 08	61,510 99	8,755 09	0 00
1485 0000	580135101	MCDONALDS CORP	05/12/2006	09/10/2009	81,604 14	52,231 16	29,372 98	0 00
1800 0000	92343V104	VERIZON COMMUNICATIONS	01/12/2007	10/22/2009	52,436 79	65,153.70	-12,716.91	0 00
1870 0000	949746101	WELLS FARGO & CO NEW	05/08/2006	11/09/2009	51,609 55	63,369 25	-11,759 70	0 00
1600 0000	071813109	BAXTER INTL INC	02/03/2006	12/08/2009	88,434.05	76,022 70	12,411 35	0 00
1450 0000	469814107	JACOBS ENGR GROUP INC	07/12/2007	12/08/2009	49,306.71	92,080 22	-42,773 51	0 00
1280 0000	806857108	SCHLUMBERGER LTD ISIN #AN8068571086	01/18/2006	12/15/2009	79,857.15	70,924.50	8,932.65	0 00
Total Long Term 15% Sales Reported on 1099-B					1,202,010.85	1,420,399 77	-218,388.92	0 00

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2009 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums.

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Short Term Sales Reported on 1099-B								
90000 0000	931422AD1	WALGREEN CO NT 4 875% DUE 08-01-2013 BEO	07/22/2008	01/08/2009	93,414 60	89,258.40	4,156.20	0.00
100000 0000	912828JG6	UNITED STATES TREAS NTS UNITED STATES TREAS NOTES 3.375% DUE 07-31-2013 REG	07/25/2008	01/30/2009	107,769.20	101,532 37	6,236.83	0 00
375000.0000	912828EV8	US TREAS NTS 4.5 DUE 02-15-2009 REG	09/25/2008	02/17/2009	375,000.00	379,263.95	-4,263 95	0 00
25000 0000	912828HR4	UNITED STATES TREAS NTS UNITED STATES TREAS NTS 3 5% DUE 02-15-2018 REG	04/03/2008	03/06/2009	26,519 43	24,877.93	1,641 50	0 00
100000 0000	912828HZ6	US TREAS NTS 3 875 NTS 15/05/2018 USD1000 3 875 DUE 05-15-2018 REG	07/25/2008	03/06/2009	109,171.48	98,105 87	11,065.61	0.00
100000 0000	912828JY7	US TREAS NTS .875 DUE 01-31-2011 REG 0.75 DUE 01-31-2011 REG	02/13/2009	05/01/2009	100,085 60	99,953.46	132.14	0 00
7000 0000	912828GQ7	UNITED STATES TREAS NTS DTD 00159 4 5% DUE 04-30-2012 REG	10/15/2008	07/08/2009	7,607.55	7,506.43	101.12	0 00
200000 0000	3134A4US1	FHLMC NT 4 25 07-15-2009	01/22/2009	07/15/2009	200,000.00	203,570.00	-3,570.00	0 00
125000 0000	912828FP0	UNITED STATES TREAS NTS DTD 00134 4 875%DUE 08-15-2009 REG	01/22/2009	08/17/2009	125,000.00	128,159.60	-3,159 60	0.00
35000 0000	912828JH4	UNITED STATES TREAS NTS 4% NTS 15/08/18 USD1000 4% DUE 08-15-2018 REG	10/02/2008	08/18/2009	36,476 42	35,643.11	833.31	0 00

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ATTACHMENT 13

2009 Tax Information Statement

Account Number:
Recipient's Tax ID number: XX-XXX0617
Payer's Federal ID number: 36-7158276
Questions? (312)444-7391
☐ Corrected ☐ 2nd TIN notice

Payer's Name and Address
THE NORTHERN TRUST COMPANY
P O BOX 803878
CHICAGO, IL 60680

Recipient's Name and Address
KEITH & MARY KAY MCCAW
FAMILY FDN
ATTN: DEB STROH
201 TERRY AVE. N. STE. A
SEATTLE, WA 98109-5208

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
275000 0000	912828HH6	UNITED STATES TREAS NTS DTD 00176 4 25% DUE 11-15-2017 REG	01/22/2009	09/16/2009	294,528.20	312,147 59	-17,619 39	0.00
50000 0000	254687AW6	DISNEY WALT CO 4 5% DUE 12-15-2013 BEO	01/23/2009	10/01/2009	53,366.50	51,367.50	1,999.00	0.00
76000 0000	912828KQ2	UNITED STATES TREAS NTS DTD 00231 3 125%DUE 05-15-2019 REG	07/08/2009	11/04/2009	73,541.57	74,230.93	-689 36	0.00
100000 0000	912828LW8	UNITED STATES TREAS NTS T-NT 1% DUE 09-30-2011 REG	09/24/2009	11/04/2009	100,194.98	100,105.81	89 17	0.00
50000 0000	931142CL5	WAL-MART STORES INC NT 4 25% DUE 04-15-2013 BEO	01/23/2009	12/08/2009	53,587 00	53,459 00	128 00	0 00
Total Short Term Sales Reported on 1099-B					**1,756,262.53**	**1,759,181.95**	**-2,919.42**	**0.00**
Long Term 15% Sales Reported on 1099-B								
120000 0000	17275RAC6	CISCO SYS INC SR NT 5.5% DUE 02-22 2016 REG	03/15/2007	02/10/2009	127,417 20	123,278.60	4,138 60	0 00
193000 0000	912828EV8	US TREAS NTS 4.5 DUE 02-15-2009 REG	02/01/2006	02/17/2009	193,000.00	192,849 00	151 00	0.00
60000 0000	24422EPY9	DEERE JOHN CAP CORP MEDIUM TERM NTS-BKTRANCHE TR 00335 4 875 3-16-09BEO	01/05/2006	03/16/2009	60,000.00	59,974.80	25.20	0 00
80000.0000	931142BT9	WAL-MART STORES INC 4 55 DUE 05-01-2013 BEO	01/31/2008	04/02/2009	84,716.00	82,270 40	2,445 60	0.00
100000 0000	172967BJ9	CITIGROUP INC NT GLOBAL 6 DUE 02-21-2012BEO	09/08/2006	04/20/2009	92,488 00	103,433.00	-10,945 00	0.00
100000 0000	02003MAA2	ALLSTATE LIFE GLOBAL FDG SECD MEDIUM TERMTN 4.5 DUE 05-29-2009	09/22/2004	05/29/2009	100,000.00	100,061 00	-61.00	0.00

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FAMILY FDN
ATTN: DEB STROH
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SEATTLE, WA 98109-5208

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
100000 0000	45920QES9	INTL BUSINESS MACHS CORP MEDIUM TRANCHE # TR 00113 4.375 DUE 06-01-2009 BEO	01/31/2008	06/01/2009	100,000 00	101,954 00	-1,954 00	0 00
50000 0000	87612EAJ5	TARGET CORP NOTES	01/19/2006	06/15/2009	50,000 00	50,889 00	-889.00	0.00
225000 0000	3134A4US1	FHLMC NT 4.25 07-15-2009	03/14/2006	07/15/2009	225,000 00		225,000 00	0.00
70000 0000	025816AY5	AMERICAN EXPRESS CO NT 7% DUE 03-19-2018REG	03/12/2008	07/29/2009	71,301 30	69,791.84	1,509.46	0 00
790000.0000	912828FP0	UNITED STATES TREAS NTS DTD 00134 4 875%DUE 08-15-2009 REG	08/08/2006	08/17/2009	790,000 00	793,396 67	-3,396 67	0 00
263000.0000	912828HA1	UNITED STATES TREAS NTS 4 75 DUE 08-15-2017 BEO	08/27/2007	08/18/2009	289,915.35	266,991.92	22,923.43	0 00
185000.0000	912828HZ6	US TREAS NTS 3 875 NTS 15/05/2018 USD1000 3 875 DUE 05-15-2018 REG	07/25/2008	08/18/2009	191,322.50	181,495 86	9,826 64	0 00
292000 0000	912828JG6	UNITED STATES TREAS NTS UNITED STATES TREAS NOTES 3 375% DUE 07-31-2013 REG	07/25/2008	08/18/2009	307,636.99	291,020 04	16,616.95	0 00
15000 0000	638539AH9	NATL WESTMINSTER BK PLC SUB NT 7 375 DUE10-01-2009 BEO	09/22/2004	10/01/2009	15,000.00	17,407.20	-2,407.20	0.00
225000 0000	31359MF40	FNMA PREASSIGN 00507 4 5 02-15-2011	08/01/2007	11/05/2009	236,033.78	223,609.25	12,424.53	0.00
75000 0000	931142CL5	WAL-MART STORES INC NT 4.25% DUE 04-15-2013 BEO	04/08/2008	12/08/2009	80,380 50	75,187 50	5,193 00	0.00
Total Long Term 15% Sales Reported on 1099-B					3,014,211 62	2,733,610.08	280,601.54	0.00

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FEDERAL FOOTNOTES

PART VII-B, LINE 1A(3)
A DISQUALIFIED PERSON FURNISHES FACILITIES AND PERSONNEL WITHOUT CHARGE TO ADMINISTER AND MANAGE THE KEITH AND MARY KAY MCCAW FAMILY FOUNDATION'S OPERATIONS, WHICH ARE NOT ACTS OF SELF-DEALING UNDER SEC. 4941(D)(2)(C).