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Return of Private Foundation

OMB No 1545-0052

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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Use the IRS label. Otherwise, print or type See Specific Instructions.	Name of foundation APEX FOUNDATION		A Employer identification number 91-1950397
	Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 245		B Telephone number (425) 460-2500
	City or town, state, and ZIP code BELLEVUE, WA 98009		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 116,265,808.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		145,190.	144,603.		STATEMENT 1
4 Dividends and interest from securities		1,537,639.	1,537,639.		STATEMENT 2
5a Gross rents		37,157.	34,808.		STATEMENT 3
b Net rental income or (loss) <55,584.>					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		<1,291,233.>			
b Gross sales price for all assets on line 6a 11,882,144.					
7 Capital gain net income (from Part IV, line 2)			0.		
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)					
11 Other income		3,531.	2,072.		STATEMENT 5
12 Total. Add lines 1 through 11		432,284.	1,719,122.		
13 Compensation of officers, directors, trustees, etc.		337,500.	78,750.		258,750.
14 Other employee salaries and wages		185,240.	30,400.		154,840.
15 Pension plans, employee benefits		59,401.	14,813.		44,588.
16a Legal fees STMT 6		953.	953.		0.
b Accounting fees					
c Other professional fees STMT 7		106,346.	81,846.		24,500.
17 Interest		2,718.	2,573.		0.
18 Taxes STMT 8		60,014.	87,833.		21,181.
19 Depreciation and depletion		45,948.	38,508.		
20 Occupancy					
21 Travel, conferences, and meetings		26,141.	0.		26,141.
22 Printing and publications					
23 Other expenses STMT 9		279,129.	80,273.		197,651.
24 Total operating and administrative expenses. Add lines 13 through 23		1,103,390.	415,949.		727,651.
25 Contributions, gifts, grants paid		4,755,559.			1,631,072.
26 Total expenses and disbursements. Add lines 24 and 25		5,858,949.	415,949.		2,358,723.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<5,426,665.>			
b Net investment income (if negative, enter -0-)			1,303,173.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing		560,098.	560,098.
	2 Savings and temporary cash investments	14,021,790.	8,268,526.	8,268,526.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 15,359,500.			
	Less: allowance for doubtful accounts ▶	15,859,500.	15,359,500.	15,359,500.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	2,601,596.	2,562,422.	840,831.
	c Investments - corporate bonds STMT 11	100,000.	100,000.	100,000.
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 2,678,456.			
	Less accumulated depreciation STMT 12 ▶	129,473.	3,809,105.	2,548,983.
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	93,026,766.	93,128,208.	81,306,021.
	14 Land, buildings, and equipment basis ▶ 35,911.			
	Less accumulated depreciation STMT 14 ▶	19,197.	25,359.	16,714.
	15 Other assets (describe ▶ STATEMENT 15)	5,792,135.	7,265,135.	7,265,135.
	16 Total assets (to be completed by all filers)	135,236,251.	129,809,586.	116,265,808.
	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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	135,236,251.	129,809,586.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	135,236,251.	129,809,586.	
	31 Total liabilities and net assets/fund balances	135,236,251.	129,809,586.	

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	135,236,251.
2 Enter amount from Part I, line 27a	2	<5,426,665.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	129,809,586.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	129,809,586.

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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			
b SEE ATTACHED STATEMENT			
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 11,882,144.	52,517.	13,225,894.	<1,291,233.>

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			<1,291,233.>

2 Capital gain net income or (net capital loss) 2 <1,291,233.>

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).
If (loss), enter -0- in Part I, line 8 3 N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) 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	4,954,639.	108,120,304.	.045825
2007	11,292,060.	127,317,710.	.088692
2006	4,689,193.	126,811,046.	.036978
2005	3,277,720.	123,228,320.	.026599
2004	2,505,366.	122,440,962.	.020462

2 Total of line 1, column (d)	2	.218556
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	.043711
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	85,531,830.
5 Multiply line 4 by line 3	5	3,738,682.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,032.
7 Add lines 5 and 6	7	3,751,714.
8 Enter qualifying distributions from Part XII, line 4	8	3,831,723.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	13,032.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	13,032.
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	13,032.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	50,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	13,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	63,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	49,968.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 50,022. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> WA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► CRAIG STEWART Located at ► ONE 100TH AVE. NE, BELLEVUE, WA	Telephone no. ► (425) 460-2500 ZIP+4 ► 98004		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	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? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009).	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)?

☒ 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 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?

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?

N/A

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.

(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
CRAIG W. STEWART P.O. BOX 245 BELLEVUE, WA 98009	PRESIDENT 30.00	180,000.	22,583.	0.
JOLENE M. MCCAOW P.O. BOX 1717 BELLEVUE, WA 98009	VICE PRESIDENT 10.00	0.	0.	0.
BRUCE R. MCCAOW P.O. BOX 1717 BELLEVUE, WA 98009	VICE PRESIDENT 10.00	0.	0.	0.
DAVID BRADY P.O. BOX 1607 BELLEVUE, WA 98009	SECRETARY/TREASURER 20.00	157,500.	10,520.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
AURELIE COUETTE P.O. BOX 245, BELLEVUE, WA 98009	PROGRAM MANAGER 40.00	56,079.	7,319.	0.

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

0

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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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GOLDMAN SACHS 200 WEST STREET, NEW YORK, NY 10282	INVESTMENT MANAGEMENT	81,846.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	67,144,699.
b	Average of monthly cash balances	1b	11,980,286.
c	Fair market value of all other assets	1c	7,709,360.
d	Total (add lines 1a, b, and c)	1d	86,834,345.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	86,834,345.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,302,515.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	85,531,830.
6	Minimum investment return. Enter 5% of line 5	6	4,276,592.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	4,276,592.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	13,032.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,032.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,263,560.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,263,560.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,263,560.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,358,723.
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	1,473,000.
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	3,831,723.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	13,032.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,818,691.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				4,263,560.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007	2,636,832.			
e From 2008				
f Total of lines 3a through e	2,636,832.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 3,831,723.			0.	
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				3,831,723.
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))	431,837.			431,837.
6 Enter the net total of each column as indicated below:	2,204,995.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,204,995.			
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007	2,204,995.			
d Excess from 2008				
e Excess from 2009				

Form 990-PF (2009)

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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 relied upon:					
a	"Assets" alternative test - enter:					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c	"Support" alternative test - enter:					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 16

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

NONE

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

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

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

- 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	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
Name and address (home or business)				
a <i>Paid during the year</i> SEE STATEMENT 17				1,631,372.
Total			► 3a	1,631,372.
b <i>Approved for future payment</i> NONE				
Total			► 3b	0.

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. | | |

[illegible]

- 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		

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.

Sign Here	Signature of officer or trustee <u>Raigh Stewart</u>		Date <u>11/15/10</u>	Title <u>President</u>	
	Paid Preparer's Use Only	Preparer's signature <u>Dane M Seasing</u>	Date <u>11/15/16</u>	Check if self-employed <input type="checkbox"/>	Preparer's identifying number <u>P00000565</u>
Firm's name (or yours if self-employed), address, and ZIP code <u>CLARK NUBER P.S.</u> <u>10900 NE 4TH, SUITE 1700</u> <u>BELLEVUE, WA 98004</u>		EIN <u>91-1194016</u>	Phone no. <u>425-454-4919</u>		

Form 990-PF (2009)

APEX FOUNDATION

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 GOLDMAN SACHS VARIOUS ST	P	VARIOUS	VARIOUS
b GOLDMAN SACHS VARIOUS LT	P	VARIOUS	VARIOUS
c GS CAPITAL PARTNERS V INST.	P	VARIOUS	VARIOUS
d GS CAPITAL PARTNERS VI PARALLEL	P	VARIOUS	VARIOUS
e GS CAPITAL PARTNERS VI PARALLEL	P	VARIOUS	VARIOUS
f GSCP VI PARALLEL AIV	P	VARIOUS	VARIOUS
g LINBROOK BUILDING 11	P	06/15/06	01/22/09
h MORGAN STANLEY STOCK IN LIEU ST	P	VARIOUS	VARIOUS
i GS CAPITAL PARTNERS VI PARALLEL 1256 STRADDLE	P	VARIOUS	VARIOUS
j CAPITAL GAINS DIVIDENDS			
k			
l			
m			
n			
o			

(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 6,645,812.		6,719,108.	<73,296.>
b 3,494,695.		5,145,550.	<1,650,855.>
c 334,769.			334,769.
d 4,704.			4,704.
e 39,136.			39,136.
f		11.	<11.>
g 1,360,000.	52,517.	1,358,893.	53,624.
h 28.			28.
i		2,332.	<2,332.>
j 3,000.			3,000.
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<73,296.>
b			<1,650,855.>
c			334,769.
d			4,704.
e			39,136.
f			<11.>
g			53,624.
h			28.
i			<2,332.>
j			3,000.
k			
l			
m			
n			
o			

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	<1,291,233.>
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

2009 DEPRECIATION AND AMORTIZATION REPORT

LINBROOK BUILDINGS 9, 11 & 12

RENT

1

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
9	ORGANIZATION COSTS LINBROOK 9	100406195		1M	43	1,540.			1,540.	1,540.		0.
5	LINBROOK 9 LAND	061506L				650,350.			650,350.			0.
6	LINBROOK 9 BUILDINGS	061506SL		39.0017		585,638.			585,638.	38,166.		15,016.
15	LINBROOK 9 TENANT IMPROVEMENTS	043008SL		39.0017		39,462.			39,462.	717.		1,012.
	* 990-PF RENTAL TOTAL - LINBROOK 9					1275450.		0.	1275450.	38,883.	0.	16,028.
	LINBROOK 11 & 12											
7	LINBROOK 11 & 12 LAND	061506L				560,511.			560,511.			0.
8	LINBROOK 11 & 12 BUILDING	061506SL		39.0017		801,099.			801,099.	52,208.		20,541.
16	(D) LINBROOK 11 TENANT IMPROVEMENTS	043008SL		39.0017		41,398.			41,398.	752.		44.
17	LINBROOK 12 TENANT IMPROVEMENTS	043008SL		39.0017		41,398.			41,398.	752.		1,061.
20	(D) LINBROOK 11 & 12 LAND	061506L				451,906.			451,906.			0.
21	(D) LINBROOK 11 & 12 BUILDING	061506SL		39.0017		780,826.			780,826.	50,887.		834.
	* 990-PF RENTAL TOTAL - LINBROOK 11					2677138.		0.	2677138.	104,599.	0.	22,480.
	* GRAND TOTAL 990-PF RENTAL DEPR					3954128.		0.	3954128.	145,022.	0.	38,508.

928102
06-24-09

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2009 DEPRECIATION AND AMORTIZATION REPORT

990-066

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER PRINTER	010501SL		5.00	16	700.			700.	700.		0.
2	LASER PRINTER	060501SL		5.00	16	1,336.			1,336.	1,336.		0.
3	LAPTOP COMPUTER	062502SL		5.00	16	1,370.			1,370.	1,370.		0.
4	COMPUTER DELL	012204SL		5.00	16	1,794.			1,794.	1,765.		29.
10	OPTIPLEX 745	081507SL		5.00	16	1,673.			1,673.	474.		335.
11	COMPUTER DELL	111407SL		5.00	16	1,873.			1,873.	437.		375.
12	LOAN FEES - MOF	063007		60M	43	6,025.			6,025.	1,808.		1,205.
13	DELL LAPTOP / DOCKING STATION	111308SL		5.00	16	2,594.			2,594.	86.		519.
14	GRANT MANAGEMENT SOFTWARE	072208SL		3.00	16	18,546.			18,546.	2,576.		6,182.
	* TOTAL 990-PF PG 1 DEPR & AMORT					35,911.		0.	35,911.	10,552.	0.	8,645.

(D) - Asset disposed

16

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

SOURCE	AMOUNT
ELG LLC K-1	896.
GOLDMAN SACHS	120,884.
GS CAPITAL PARTNERS V INST.	10,711.
GS CAPITAL PARTNERS VI PARALLEL	10,057.
MORGAN STANLEY - FIXED INCOME	117.
TRAFFIC GAUGE	2,525.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	145,190.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF AMERICA	23.	0.	23.
ELG K-1	18.	0.	18.
GOLDMAN SACHS	388,585.	3,000.	385,585.
GS CAPITAL PARTNERS V INST.	77,106.	0.	77,106.
GS CAPITAL PARTNERS VI PARALLEL	14,175.	0.	14,175.
GS CAPITAL PARTNERS VI PARALLEL AIV	13.	0.	13.
GSCP V INSTITUTIONAL AIV	3,415.	0.	3,415.
LAZARD LTD	21.	0.	21.
MORGAN STANLEY	16,694.	0.	16,694.
RUSSELL FUNDS	1,040,589.	0.	1,040,589.
TOTAL TO FM 990-PF, PART I, LN 4	1,540,639.	3,000.	1,537,639.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LINBROOK BUILDINGS 9,11 & 12	1	34,008.
ELG LLC K-1	2	3,149.
TOTAL TO FORM 990-PF, PART I, LINE 5A		37,157.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	4
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		38,508.	
DUES & ASSESSMENTS		12,045.	
INSURANCE		4,773.	
LINBROOK LEGAL FEES		543.	
UTILITIES		9,455.	
SECURITY MONITORING		1,596.	
GENERAL MAINTENANCE		1,539.	
REPAIRS		1,638.	
REAL ESTATE TAXES		22,644.	
- SUBTOTAL -	1		92,741.
TOTAL RENTAL EXPENSES			92,741.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			<55,584.>

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GS CAPITAL PARTNERS V INST.	623.	0.	
GSCP V INST. AIV	558.	0.	
GS CAPITAL PARTNERS VI PARALLEL	2,064.	2,064.	
GS CAPITAL PARTNERS VI PARALLEL	286.	8.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,531.	2,072.	

FORM 990-PF	LEGAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	410.	410.		0.
LINBROOK LEGAL FEES	543.	543.		0.
TO FM 990-PF, PG 1, LN 16A	953.	953.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROGRAM CONSULTING	24,000.	0.		24,000.	
GOLDMAN SACHS MANAGEMENT					
FEES	81,846.	81,846.		0.	
PROFESSIONAL FEES	500.	0.		500.	
TO FORM 990-PF, PG 1, LN 16C	106,346.	81,846.		24,500.	

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX REFUND	<49,000.>	0.		0.	
PAYROLL TAX	30,011.	8,830.		21,181.	
FOREIGN TAXES PAID	56,359.	56,359.		0.	
REAL ESTATE TAXES	22,644.	22,644.		0.	
TO FORM 990-PF, PG 1, LN 18	60,014.	87,833.		21,181.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
POSTAGE & DELIVERY	60.	0.		60.	
DUES & SUBSCRIPTIONS	3,125.	0.		3,125.	
BANK SERVICE CHARGES	109.	109.		0.	
LICENSES & PERMITS	25.	0.		25.	
INSURANCE	8,158.	0.		8,158.	
MILEAGE	3,447.	0.		3,447.	
MISCELLANEOUS	708.	0.		708.	
OFFICE COMPUTERS SUPPLIES	4,562.	0.		4,562.	
PARKING	4,071.	0.		4,071.	
PROGRAM DEVELOPMENT	25,478.	0.		25,478.	
ACCRUAL TO CASH ADJUSTMENT	122,973.	0.		122,973.	
CONTINUING EDUCATION	1,075.	0.		1,075.	
OFFICE EXPENSE	11,957.	0.		11,957.	
GS CAPITAL PARTNERS V INST.	30,563.	30,563.		0.	

GS CAPITAL PARTNERS VI			
PARALLEL	12,401.	12,401.	0.
GSCP V PARALLEL AIV	1,128.	1,128.	0.
ELG CHARITABLE DEDUCTIONS	12,012.	0.	12,012.
GSCP V INST. AIV	5,026.	5,026.	0.
DUES & ASSESSMENTS	12,045.	12,045.	0.
INSURANCE	4,773.	4,773.	0.
UTILITIES	9,455.	9,455.	0.
SECURITY MONITORING	1,596.	1,596.	0.
GENERAL MAINTENANCE	1,539.	1,539.	0.
REPAIRS	1,638.	1,638.	0.
AMORTIZATION	1,205.	0.	0.
TO FORM 990-PF, PG 1, LN 23	279,129.	80,273.	197,651.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY SECURITIES - ALCATEL / LUCENT	143,000.	32,403.
MORGAN STANLEY SECURITIES - EMBARQ	206,362.	251,478.
MORGAN STANLEY SECURITIES - SPRINT / NEXTEL	2,027,234.	371,124.
TRAFFIC GAUGE STOCK	185,826.	185,826.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,562,422.	840,831.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FRITSCHE CAPITAL	100,000.	100,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	100,000.	100,000.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT 12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LINBROOK 9 LAND	650,350.	0.	650,350.
LINBROOK 9 BUILDINGS	585,638.	53,182.	532,456.
LINBROOK 11 & 12 LAND	560,511.	0.	560,511.
LINBROOK 11 & 12 BUILDING	801,099.	72,749.	728,350.
ORGANIZATION COSTS	1,540.	1,540.	0.
LINBROOK 9 TENANT IMPROVEMENTS	39,462.	1,729.	37,733.
LINBROOK 12 TENANT IMPROVEMENTS	41,398.	1,813.	39,585.
TOTAL TO FM 990-PF, PART II, LN 11	2,679,998.	131,013.	2,548,985.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADJUSTMENT TO BASIS IN LINBROOK LLC	COST	<2,334.>	<2,334.>
ELG LLC	COST	442,303.	500,000.
GOLDMAN SACHS	COST	21,625,838.	24,761,201.
GOLDMAN SACHS GS PTRS K-1 ADJ	COST	1,111,988.	0.
RUSSELL FUNDS	FMV	69,950,413.	56,047,154.
TOTAL TO FORM 990-PF, PART II, LINE 13		93,128,208.	81,306,021.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 14
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER PRINTER	700.	700.	0.
LASER PRINTER	1,336.	1,336.	0.
LAPTOP COMPUTER	1,370.	1,370.	0.
COMPUTER	1,794.	1,794.	0.
COMPUTER DELL OPTIPLEX 745	1,673.	809.	864.
COMPUTER DELL OPTIPLEX 745	1,873.	812.	1,061.
LOAN FEES - MOF	6,025.	3,013.	3,012.
DELL LAPTOP / DOCKING STATION	2,594.	605.	1,989.
GRANT MANAGEMENT SOFTWARE	18,546.	8,758.	9,788.
TOTAL TO FM 990-PF, PART II, LN 14	35,911.	19,197.	16,714.

FORM 990-PF	OTHER ASSETS	STATEMENT 15
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SPACE MEMORABILIA	3,961,897.	3,961,897.	3,961,897.
SPITFIRE	1,075,000.	1,075,000.	1,075,000.
NORM TAYLOR COLLECTION	613,858.	613,858.	613,858.
RARE BOOKS	141,380.	1,614,380.	1,614,380.
TO FORM 990-PF, PART II, LINE 15	5,792,135.	7,265,135.	7,265,135.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 16
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NAME OF MANAGER

JOLENE M. MCCA
BRUCE R. MCCA

Apex Foundation
 EIN: 91-1950397
 2009 Form 990-PF
 Part XV, line 3a - Grants Paid During the Year

Organization Name	Address	City, State, Zip	Status	Support Type	Amount
Austin Foundation	1918 Terry Ave	Seattle, WA 98101-1425	501 (c) (3)	General Operating Support	5,000
Stewardship Partners	1411 Fourth Avenue, Suite 1430	Seattle, WA 98101-2249	501 (c) (3)	General Operating Support	1,000
Reed College	3203 SE Woodstock Blvd	Portland, OR 97202-8138	501 (c) (3)	Matching Gift - General Operating Support	500
Saratoga Automobile Museum	110 Avenue of the Pines	Saratoga Springs, NY 12866-6220	501 (c) (3)	General Operating Support	500
Union Gospel Mission	PO Box 202	Seattle, WA 98111-0202	501 (c) (3)	Matching Gift - General Operating Support	150
YWCA of Seattle-King County - Snohomish County	1118 Fifth Avenue	Seattle, WA 98101	501 (c) (3)	Matching Gift - General Operating Support	300
Bellarmine Preparatory School	2300 S Washington Street	Tacoma, WA 98405-1304	501 (c) (3)	Matching Gift - General Operating Support	500
Friends of Garfield Orchestra	4400 Interlake Ave N	Seattle, WA 98103-7519	501 (c) (3)	Matching Gift - General Operating Support	200
Campfire USA	4241 21st Avenue West	Seattle, WA 98199	501 (c) (3)	General Operating Support	10,000
Lifelong AIDS Alliance	1002 E Seneca St	Seattle, WA 98122-4214	501 (c) (3)	Matching Gift - General Operating Support	200
Program for Early Parent Support	4649 Sunnyside Avenue N, #324	Seattle, WA 98103	501 (c) (3)	Project Support	10,000
Seattle Public Library Foundation	1000 Fourth Avenue	Seattle, WA 98104	501 (c) (3)	Challenge Grant - General Operating Support	10,000
Union Gospel Mission	PO Box 202	Seattle, WA 98111-0202	501 (c) (3)	Matching Gift - General Operating Support	1,970
Philanthropy Roundtable	1150 17th Street NW, Suite 503	Washington, DC 20036-4621	501 (c) (3)	General Operating Support	1,000
Eastside Domestic Violence Program	PO Box 6398	Bellevue, WA 98008-0398	509a(1)	Project Support	1,000
St Thomas School	8300 N E 12th Street	Medina, WA 98039	501 (c) (3)	Capital Fund Support	850,000
Children's Museum	305 Harrison Street	Seattle, WA 98109-4623	501 (c) (3)	Memorial Gift	1,000
Philanthropy Northwest	2101 Fourth Avenue, Suite 650	Suite 650	501 (c) (3)	General Operating Support	5,200
Giant Magnet	305 Harrison St	Seattle, WA 98109-4623	501 (c) (3)	Project Support	1,000
Chief Seattle Council, Boy Scouts of America	PO Box 440408	Seattle, WA 98144	501 (c) (3)	Matching Gift - General Operating Support	50
ALS TOI	215 First Street	Cambridge, MA 02142-1221	501 (c) (3)	Memorial Gift	1,000
American Air Museum in Britain	PO Box 97055	Washington, DC 20090-7055	501 (c) (3)	Greatest Need/Unrestricted	150
Behind the Badge Foundation	PO Box 2047	Issaquah, WA 98027	501 (c) (3)	Project Support	4,681
Washington News Council	PO Box 3672	Seattle, WA 98124	501 (c) (3)	Project Support	1,000
Boise State University Foundation	2225 University Drive	Boise, ID 83725	501 (c) (3)	Matching Gift - General Operating Support	85
Social Venture Partners	1601 2nd Avenue Suite 615	Seattle, WA 98101-1539	501 (c) (3)	General Operating Support	5,700
Tillicum Junior High School PTSA	16020 SE 16th St	Bellevue, WA 98008	501 (e) (3)	Matching Gift - General Operating Support	50
Arizona Aerospace Foundation	6000 E Valencia Rd	Tucson, AZ 85706	501 (c) (3)	Project Support	1,000
Behind the Badge Foundation	PO Box 2047	Issaquah, WA 98027	501 (c) (3)	Project Support	2,500
Chief Seattle Council Scoutreach Foundation	Boy Scouts of America, 3120 Rainier Avenue S	Seattle, WA 98144	501 (c) (3)	Project Support	1,000

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Organization Name	Address	City, State, Zip	Status	Support Type	Amount
St Thomas School	8300 N E 12th Street	Medina, WA 98039	501 (c) (3)	Financial Aid & Scholarships	20,000
Congressional Medal of Honor Foundation	40 Patriots Point Road	Mt Pleasant, SC 29464	501 (c) (3)	Project Support	25,000
Village Theatre	PO Box 2350	Issaquah, WA 98027-2917	501 (c) (3)	Matching Gift - General Operating Support	50
Kirkland Concours d'Elegance	401 Parkplace Suite 102	Kirkland, WA 98033	501 (c) (3)	Matching Gift - General Operating Support	250
Washington State University Foundation	Po Box 641927	Pullman, WA 99164-0001	501 (c) (3)	Matching Gift - General Operating Support	500
Summer Search Seattle	1109 First Ave, Suite 205	Seattle, WA 98101	501 (c) (3)	Matching Gift - General Operating Support	750
American Lung Association Of California	424 Pendleton Way	Oakland, CA 94621-2116	501 (c) (3)	Project Support	1,000
Nordic Heritage Museum Foundation	3014 NW 67th St	Seattle, WA 98117-6215	501 (c) (3)	Greatest Need/Unrestricted	1,000
Rainier Scholars	2100 24th Avenue S, Suite 210	Seattle, WA 98144	501 (c) (3)	Project Support	2,500
Natural Resources Defense Council	1314 Second Street	Santa Monica, CA 90401	501 (c) (3)	Project Support	5,000
CHP 11 99 Foundation	2244 N State College Blvd	Fullerton, CA 92831-1361	501 (c) (3)	Project Support	500
Seattle Midwifery School	4000 NE 41st Street Suite 3	Seattle, WA 98105-5428	501 (c) (3)	Greatest Need/Unrestricted	500
Austin Foundation	1918 Terry Ave	Seattle, WA 98101-1425	501 (c) (3)	Project Support	250
Thrive By Five Washington	1218 Third Avenue, 8th Floor	Seattle, WA 98101	501 (c) (3)	Project Support	42,500
American Cancer Society Great West Division	2120 1st Ave N	Seattle, WA 98109-2301	501 (c) (3)	Matching Gift - General Operating Support	120
Long Live The Kings	1326 Fifth Ave, Suite 450	Seattle, WA 98101	501 (c) (3)	Hood Canal Steelhead Project	1,000
Overlake Service League	Po Box 53203	Bellevue, WA 98015-3203	501 (c) (3)	Sponsorship	3,000
American Cancer Society Inc	3709 W Jetton Ave	Tampa, FL 33629-5111	501 (c) (3)	Project Support	2,500
Jane Goodall Institute For Wildlife Research Education & Conservation	4245 Fairfax Dr Ste 600	Arlington, VA 22203-1698	501 (c) (3)	Matching Gift - General Operating Support	100
Mary's Place	Church of Mary Magdalene, 766 Thomas Street	Seattle, WA 98109-5113	501 (c) (3)	Project Support	1,000
Seattle Foundation	1200 Fifth Avenue, Suite 1300	Seattle, WA 98101-3151	501 (c) (3)	General Operating Support	5,000
Arts Corps	4408 Delridge Way SW, Suite 110	Seattle, WA 98106-1348	501 (c) (3)	Matching Gift - General Operating Support	250
Seattle Children's	PO Box 50020	Seattle, WA 98145	501 (c) (3)	Memorial Gift	1,000
Village Volunteers	5100 S Dawson, Suite 105	Seattle, WA 98118	501 (c) (3)	Matching Gift - General Operating Support	500
Sandhills Community College Foundation Inc	3395 Airport Rd	Pinehurst, Ne 28374-8778	501 (c) (3)	Matching Gift - General Operating Support	1,500
Overlake Service League	Po Box 53203	Bellevue, WA 98015-3203	501 (c) (3)	Project Support	5,000
Sun Valley Summer Symphony Inc	PO Box 1914	Sun Valley, ID 83353-1914	501 (c) (3)	General Operating Support	500
St Thomas School	8300 N E 12th Street	Medina, WA 98039	501 (c) (3)	Matching Gift - General Operating Support	1,120
St Thomas School	8300 N E 12th Street	Medina, WA 98039	501 (c) (3)	Matching Gift - General Operating Support	1,140
St Thomas School	8300 N E 12th Street	Medina, WA 98039	501 (c) (3)	Matching Gift - General Operating Support	790

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Organization Name	Address	City, State, Zip	Status	Support Type	Amount
Children's Alliance	718 Sixth Avenue South	Seattle, WA 98104	501 (c) (3)	General Operating Support	500
Moyer Foundation	242632nd Avenue West, Ste 200	Seattle, WA 98199-3202	501 (c) (3)	Greatest Need/Unrestricted	5,000
Seattle Opera	PO Box 9248	Seattle, WA 98109-0248	501 (c) (3)	Project Support	7,500
YWCA of Seattle-King County-Snohomish County	1118 Fifth Avenue	Seattle, WA 98101	501 (c) (3)	Matching Gift - General Operating Support	300
Hearing, Speech & Deafness Center	Artz Communication Center, 1625 19th Avenue	Seattle, WA 98122	501 (c) (3)	Project Support	1,000
Washington State University Foundation	Po Box 641927	Pullman, WA 99164-0001	501 (c) (3)	Greatest Need/Unrestricted	500
Leukemia & Lymphoma Society	530 Dexter Avenue N, Suite #300	Seattle, WA 98109	501 (c) (3)	Project Support	1,000
Swedish Medical Center Foundation	747 Broadway	Seattle, WA 98122	501 (c) (3)	Infant ICU Cameras	2,000
Fred Hutchinson Cancer Research Center Foundation	1100 Fairview Avenue N	Seattle, WA 98109	501 (c) (3)	Project Support	15,000
Carnas County Pre-School & Day Care	127 Willow Avenue East	Fairfield, ID 83322	501 (c) (3)	General Operating Support	10,000
Strategies for Youth	PO Box 1426	Shelton, WA 98584	501 (c) (3)	General Operating Support	1,000
Woodrow Wilson International Center For Scholars	1300 Pennsylvania Avenue NW	Washington, DC 20004-3002	501 (c) (3)	Project Support	7,550
Seattle Shakespeare Company	305 Harrison Street	Seattle, WA 98109	501 (c) (3)	Matching Gift - General Operating Support	50
Fred Hutchinson Cancer Research Center Foundation	1100 Fairview Avenue N	Seattle, WA 98109	501 (c) (3)	Project Support	3,000
Community Health Africa-A Poverty Solution	PO Box 40529	Bellevue, WA 98015	501 (c) (3)	Matching Gift - General Operating Support	5,000
Poulsbo Marine Science Foundation	PO Box 408	Keyport, WA 98345	501 (c) (3)	General Operating Support	1,000
Village Theatre	PO Box 2350	Issaquah, WA 98027-2917	501 (c) (3)	Project Support	2,500
University of Washington Foundation	UW Tower, Box 359505	Seattle, WA 98195-9505	501 (c) (3)	Medal of Honor Memorial Project	25,000
Allied Arts Foundation	1620 43rd Ave, Suite 16-A	Seattle, WA 98112	501 (c) (3)	Project Support	2,000
Heroes for the Homeless	PO Box 971	Woodinville, WA 98072	501 (c) (3)	Greatest Need/Unrestricted	1,000
Housing Resource Group	1651 Bellevue Avenue	Seattle, WA 98122	501 (c) (3)	Matching Gift - General Operating Support	1,500
Sun Valley Adaptive Sports	P O Box 6791	Ketchum, ID 83340	501 (c) (3)	Project Support	1,000
Mockingbird Society	2100-24th Avenue SE, Suite 240	Seattle, WA 98144-0000	501 (c) (3)	General Operating Support	2,500
Rainier Scholars	2100 24th Avenue S, Suite 210	Seattle, WA 98144	501 (c) (3)	Matching Gift - General Operating Support	50
Breast Cancer 3-Day	165 Township Line Road, Suite 150	Jenkintown, PA 19046	501 (c) (3)	Matching Gift - General Operating Support	50
Stronger Families	PO Box 40584	Bellevue, WA 98015	501 (c) (3)	Project Support	500
USO	17801 International Blvd, PMB 313	Seattle, WA 98158	501 (c) (3)	Project Support	5,000
Exploring the Arts	50 West 23rd Street, Suite 702	New York, NY 10010	501 (c) (3)	Project Support	12,500
Wellspring Family Services	1900 Rainier Ave South	Seattle, WA 98144	501 (c) (3)	General Operating Support	5,000
Washington Policy Center	PO Box 3643	Seattle, WA 98124	501 (c) (3)	Project Support	14,050

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Organization Name	Address	City, State, Zip	Status	Support Type	Amount
Seattle Police Foundation	PO Box 456	Seattle, WA 98111-0456	501 (c) (3)	General Operating Support	20
Meydenbauer Bay Neighbors Association	227 Bellevue Way NE, PMB 278	Bellevue, WA 98004	501 (c) (3)	General Operating Support	4,000
Seattle Children's	PO Box 50020	Seattle, WA 98145	501 (c) (3)	Project Support	5,000
Breast Cancer 3-Day	165 Township Line Road, Suite 150	Jenkintown, PA 19046	501 (c) (3)	Matching Gift - General Operating Support	250
Central Asia Institute	PO Box 7209	Bozeman, MT 59771	501 (c) (3)	Matching Gift - General Operating Support	250
Soccer Saves	15600 NE 8th Street, Suite 647	Bellevue, WA 98008	509a(1)	General Operating Support	1,000
Mike Utley Foundation	PO Box 458	Orondo, WA 98843	501 (c) (3)	Project Support	250
Race for the Cure	various locations	various locations	501 (c) (3)	Project Support	250
St John's Medical Center Foundation	PO Box 3002	Longview, WA 98632	501 (c) (3)	Project Support	2,000
Association of Washington Business Institute	PO Box 658	Olympia, WA 98507-0658	501 (c) (3)	Children's Christmas Trees	200
Arizona Aerospace Foundation	6000 E Valencia Rd	Tucson, AZ 85706	501 (c) (3)	Project Support	1,000
Ducks Unlimited	4616 25th Avenue NE, PMB 727	Seattle, WA 98105	501 (c) (3)	Project Support	5,000
Log House Museum	SW Seattle Historical Society, 3003 61st Ave SW	Seattle, WA 98116	501 (c) (3)	Project Support	500
Moyer Foundation	242632nd Avenue West, Suite 200	Seattle, WA 98199-3202	501 (c) (3)	Project Support	10,000
Team Read	135 32nd Avenue	Seattle, WA 98122	501 (c) (3)	General Operating Support	1,000
Whim W'Him	2030 13th Ave West, Suite 203	Seattle, WA 98119	501 (c) (3)	General Operating Support	5,000
French Immersion School of Washington	4211 W Lake Sammamish Pkwy SE	Bellevue, WA 98008-5936	501 (c) (3)	Matching Gift - General Operating Support	300
Hands On Children's Museum	106 11th Ave SW	Olympia, WA 98501-2201	501 (c) (3)	Project Support	2,500
Mount Vernon Ladies Association Of The Union	PO Box 110	Mount Vernon, VA 22121	501 (c) (3)	Restore George Washington's Library	5,000
Museum of Flight	9404 East Marginal Way	South Seattle, WA 98108-4097	501 (c) (3)	Project Support	44,000
Children's Hospital of Orange County	455 South Main Street	Orange, CA 92868	501 (c) (3)	Project Support	100
Long Live The Kings	1326 Fifth Ave, Suite 450	Seattle, WA 98101	501 (c) (3)	Project Support	900
Multiple Sclerosis Society	192 Nickerson St, Suite 100	Seattle, WA 98109	501 (c) (3)	Matching Gift - General Operating Support	100
Race for the Cure	various locations	various locations	501 (c) (3)	Project Support	5,000
Solid Ground	1501 North 45th Street	Seattle, WA 98103	501 (c) (3)	Matching Gift - General Operating Support	150
Association Of Fundraising Professionals	2150 N 107th Street, Suite 205	Seattle, WA 98133-9009	501 (c) (3)	Project Support	70
Evergreen Freedom Foundation	PO Box 552	Olympia, WA 98507	501 (c) (3)	Project Support	4,720
Museum of Flight	9404 East Marginal Way South	Seattle, WA 98108-4097	501 (c) (3)	Project Support	50,000
Young Life	PO Box 520	Colorado Springs, CO 80901	501 (c) (3)	Matching Gift - General Operating Support	100
Crime Stoppers Of Puget Sound	610 Fifth Ave, PO Box 34986	Seattle, WA 98124-4986	501 (c) (3)	Project Support	10,000

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Organization Name	Address	City, State, Zip	Status	Support Type	Amount
Congressional Medal of Honor Foundation	40 Patriots Point Road	Mt Pleasant, SC 29464	501 (c) (3)	CMOH DUD	14,225
Association Of Fundraising Professionals	Oregon and SW Washington Chapter, PO Box 55512	Portland, OR 97238	501 (c) (3)	Project Support	250
USO	17801 International Blvd, PMB 313	Seattle, WA 98158	501 (c) (3)	Project Support	1,000
Congressional Medal of Honor Foundation	40 Patriots Point Road	Mt Pleasant, SC 29464	501 (c) (3)	CMOH DUD	19,021
Jane Goodall Institute For Wildlife Research Education & Conservation	4245 Fairfax Dr Ste 600	Arlington, VA 22203-1698	501 (c) (3)	General Operating Support	5,000
Simple Measures	532 24th Ave South, Suite B	Seattle, WA 98144	501 (c) (3)	Matching Gift - General Operating Support	1,000
Edmonds Center for the Arts	410 Fourth Avenue N	Edmonds, WA 98020	501 (c) (3)	General Operating Support	1,000
Behind the Badge Foundation	PO Box 2047	Issaquah, WA 98027	501 (c) (3)	Project Support	30,000
Congressional Medal of Honor Foundation	40 Patriots Point Road	Mt Pleasant, SC 29464	501 (c) (3)	Pledge - Multi-Year	50,810
Museum of Flight	9404 East Marginal Way South	Seattle, WA 98108-4097	501 (c) (3)	General Operating Support	25,000
Seattle Children's Guild Association	PO Box 50020, 4800 Sand Point Way NE	Seattle, WA 98146-5020	501 (c) (3)	Project Support	10,000
Giant Magnet	305 Harrison St	Seattle, WA 98109-4623	501 (c) (3)	General Operating Support	1,000
St Thomas School	8300 N E 12th Street	Medina, WA 98039	501 (c) (3)	General Operating Support	40,000
Seattle Opera	PO Box 9248	Seattle, WA 98109-0248	501 (c) (3)	General Operating Support	100,000
Grand Total					1,631,072

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Part VII-B, Question 5c – Expenditure Responsibility

Expenditure Responsibility Statement

Pursuant to IRC Regulation Sec. 53-4945-5(d)(2) the Apex Foundation provides the following information:

- | | |
|-------------------------|--|
| (i) Grantee: | Talaris Research Institute
P.O. Box 45040
Seattle, WA 98145 |
| (ii) Amount of Grants: | \$ 2,644,237 (general support) |
| (iii) Purpose of Grant: | General support for the Talaris Research Institute, a private operating foundation engaged in conducting research and collecting research information from experts in the areas of mind, brain and learning research in the amount of \$2,644,237. |
| (iv) & (vi) Reports: | All expenditure responsibility and out of corpus reports have been received. |
| (v) Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |
| (vii) Verification: | Verification of the report was made by contacting the research organization associated with the University of Washington, a public institution of higher learning, to confirm receipt of grant funds from Talaris Research Institute. |

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Part VII-B, Question 5c – Expenditure Responsibility

Expenditure Responsibility Statement

Pursuant to IRC Regulation Sec. 53-4945-5(d)(2) the Apex Foundation provides the following information:

- | | |
|--------------------------|--|
| (i) Grantee: | Queensland Museum Foundation
PO Box 3300
South Bank, Queensland
Australia 4101 |
| (ii) Amount of Grants: | \$5,000 (general support)
\$1,000 (general support) |
| (iii) Purpose of Grants: | General support for Queensland Museum Foundation, a foreign charitable organization, which formed to financially support the Queensland Museum in achieving its goals and ensure continuity of the high standard of research, care of the State collections, and service delivery. |
| (iv) & (vi) Reports: | The grants to Queensland Museum Foundation was made during 2006. The reports for the 2006 grants are expected during 2010. |
| (v) Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grants were originally made. |

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Part VII-B, Question 5c – Expenditure Responsibility

Expenditure Responsibility Statement

Pursuant to IRC Regulation Sec. 53-4945-5(d)(2) the Apex Foundation provides the following information:

- | | |
|-------------------------|---|
| (i) Grantee: | Workshops Rail Museum
North Street
PO Box 2234
North Ipswich, Queensland
Australia 4305 |
| (ii) Amount of Grants: | \$1,000 (general support) |
| (iii) Purpose of Grant: | General support for Workshops Rail Museum, a foreign charitable organization, which formed for the objective of preserving the history of the first rail site in Queensland and educating the public on its influence in Australia. |
| (iv) & (vi) Reports: | The grant to Workshops Rail Museum was made during 2006. The reports for the 2006 grant are expected during 2010. |
| (v) Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |