



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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.

EXTENSION ATTACHED
OMB No. 1545-0052**2009**

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

G Check all that apply:

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

Name of foundation

AVEN FOUNDATION

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

P.O. BOX 53508

City or town, state, and ZIP code

BELLEVUE, WA 98015-3508

A Employer identification number

91-2009458

B Telephone number (see page 10 of the instructions)

(425) 586-8011

C If exemption application is
pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end

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

16) **\$ 52,140,041.**J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

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

Part I Analysis of Revenue and Expenses (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see page 11 of the instructions).)(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	140,194.	140,194.		
4 Dividends and interest from securities	616,071.	616,071.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	378,347.			
b Gross sales price for all assets on line 6a 20,739,462.				
7 Capital gain net income (from Part IV, line 2)		378,347.		
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)	-57,157.	-57,157.		ATCH 1
12 Total. Add lines 1 through 11	1,077,455.	1,077,455.		
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 2	6,165.	0.	0.	0.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	40,211.	40,176.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 4	21,791.	16,012.		
24 Total operating and administrative expenses.	68,167.	56,188.	0.	0.
Add lines 13 through 23	3,816,557.			3,816,557.
25 Contributions, gifts, grants paid	3,884,724.	56,188.	0.	3,816,557.
26 Total expenses and disbursements. Add lines 24 and 25				
27 Subtract line 26 from line 12:	-2,807,269.			
a Excess of revenue over expenses and disbursements		1,021,267.		
b Net investment income (if negative, enter -0-)			-0-	
c Adjusted net income (if negative, enter -0-)				

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

JSA ** ATCH 3

Form 990-PF (2009)

9E1410 2 000

3668AQ K378 11/11/2010 1:43:09 PM V 09-8.5

25899/AGS

PAGE 2

18

Part II Balance Sheets

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

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets

1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	9,674,551.	18,522,644.	18,522,644.
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)			
b	Investments - corporate stock (attach schedule) ATCH 5	28,348,673.	13,270,062.	15,503,607.
c	Investments - corporate bonds (attach schedule) ATCH 6	0.	1,000,549.	1,006,573.
11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 7)	15,968,325.	18,391,346.	17,107,217.
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	53,991,549.	51,184,601.	52,140,041.

Liabilities

17	Accounts payable and accrued expenses	1,074.	1,395.	
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)	1,074.	1,395.	

Net Assets or Fund Balances

	Foundations that follow SFAS 117, check here ▶ ☐			
24	Unrestricted			
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	53,990,475.	51,183,206.	
30	Total net assets or fund balances (see page 17 of the instructions)	53,990,475.	51,183,206.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	53,991,549.	51,184,601.	

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	53,990,475.
2	Enter amount from Part I, line 27a	2	-2,807,269.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	51,183,206.
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	51,183,206.

Form 990-PF (2009)

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)			2	378,347.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
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.					

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	3,764,571.	54,508,835.	0.069064
2007	5,322,212.	42,704,339.	0.124629
2006	4,583,989.	39,653,153.	0.115602
2005	1,375,366.	14,242,592.	0.096567
2004	1,265,000.	14,300,962.	0.088456
2 Total of line 1, column (d)			2 0.494318
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 0.098864
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 44,227,788.
5 Multiply line 4 by line 3			5 4,372,536.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10,213.
7 Add lines 5 and 6			7 4,382,749.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 3,816,557.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 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	20,425.
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	20,425.
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	20,425.
6 Credits/Payments:		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6 a	44,320.
b Exempt foreign organizations-tax withheld at source	6 b	0.
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	44,320.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	23,895.
11 Enter the amount of line 10 to be. Credited to 2010 estimated tax ☐ 23,895. Refunded ☐ 11	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	1 b		X
c Did the foundation file Form 1120-POL for this year?	1 c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers ► \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4 a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4 b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► WA,			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8 b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Form 990-PF (2009)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ AVEN FOUNDATION Telephone no. ▶ 425-586-8011			
Located at ▶ P.O. BOX 53508 BELLEVUE, WA ZIP + 4 ▶ 98015-3508				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ☐ 1b		
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 ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.) 2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) 3b		
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

Form 990-PF (2009)

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** ☐ Yes ☒ No
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** ☐ Yes ☒ No
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** ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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 8		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 ☐

Form 990-PF (2009)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2009)

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	20,063,792.
b	Average of monthly cash balances	1b	7,730,299.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	17,107,217.
d	Total (add lines 1a, b, and c)	1d	44,901,308.
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	44,901,308.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	673,520.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	44,227,788.
6	Minimum investment return. Enter 5% of line 5	6	2,211,389.

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	2,211,389.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	20,425.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	20,425.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,190,964.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,190,964.
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	2,190,964.

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	3,816,557.
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	3,816,557.
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	3,816,557.

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				2,190,964.
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	580,824.			
b From 2005	692,504.			
c From 2006	3,115,353.			
d From 2007	3,750,037.			
e From 2008	1,064,793.			
f Total of lines 3a through e	9,203,511.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 3,816,557.				
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				2,190,964.
e Remaining amount distributed out of corpus	1,625,593.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	10,829,104.			
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)	580,824.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	10,248,280.			
10 Analysis of line 9:				
a Excess from 2005	692,504.			
b Excess from 2006	3,115,353.			
c Excess from 2007	3,750,037.			
d Excess from 2008	1,064,793.			
e Excess from 2009	1,625,593.			

Form 990-PF (2009)

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

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

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

b 85% of line 2a

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

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

e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test 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).)

JOHN STANTON AND THERESA GILLESPIE

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

N/A

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

ATTACHMENT 9

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

NO PARTICULAR FORM

c Any submission deadlines:

NO DEADLINES

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

ATTACHMENT 10

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	3,816,557.
b Approved for future payment				
Total.			▶ 3b	

Form 990-PF (2009)

		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]

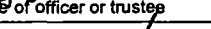
2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

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 		Date <u>12/11/13/10</u>		Title <u>Director</u>	
Paid Preparer's Use Only	Preparer's signature 		Date <u>NOV 12 2010</u>		Check if self-employed ☐
	Firm's name (or yours if self-employed), address, and ZIP code		Preparer's identifying number (See Signature on page 30 of the instructions) <u>P00291442</u>		EIN <u>91-1501421</u>
Firm's name (or yours if self-employed), address, and ZIP code <u>BANDER MARTIN, P.S.</u> <u>1000 SECOND AVENUE, 34TH FLOOR</u> <u>SEATTLE, WA 98104-1022</u>			Phone no. <u>206-621-1900</u>		

Form **990-PF** (2009)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
12545801.		203,829 SH MFC ISHARES TR RUSSELL 1000 I PROPERTY TYPE: SECURITIES 12224872.				P	07/23/2007 320,929.	12/23/2009
4,659,910.		74,439 SH MFC ISHARES TR RUSSELL 2000 IN PROPERTY TYPE: SECURITIES 4,299,127.				P	07/23/2007 360,783.	12/23/2009
1,000,031.		24,686 SH MFC ISHARES TR MSCI ACWI EX US PROPERTY TYPE: SECURITIES 741,926.				P	11/10/2008 258,105.	12/23/2009
0.		LOSS ON FORWARD FX CONTRACTS PROPERTY TYPE: SECURITIES 9,241.				P	VARIOUS -9,241.	12/31/2009
2,339,187.		LOSS ON CASH TRANSLATION PROPERTY TYPE: SECURITIES 2,660,466.				P	VARIOUS -321,279.	12/31/2009
2,327.		CREDOS FLOATING RATE FUND K-1 PROPERTY TYPE: OTHER 0.				P	VARIOUS 2,327.	VARIOUS
0.		CREDOS FLOATING RATE FUND K-1 PROPERTY TYPE: SECURITIES 4,416.				P	VARIOUS -4,416.	VARIOUS
0.		DARWIN VENTURE CAPITAL K-1 PROPERTY TYPE: SECURITIES 9.				P	VARIOUS -9.	VARIOUS
5,038.		DARWIN VENTURE CAPITAL K-1 PROPERTY TYPE: SECURITIES 0.				P	VARIOUS 5,038.	VARIOUS
0.		MCKINLEY CAPITAL INTL GROWTH K-1 PROPERTY TYPE: OTHER 49,352.				P	VARIOUS -49,352.	VARIOUS
0.		MCKINLEY CAPITAL INTL GROWTH K-1 PROPERTY TYPE: OTHER 126,616.				P	VARIOUS -126,616.	VARIOUS
0.		SUN CAPITAL K-1 PROPERTY TYPE: OTHER 9,397.				P	VARIOUS -9,397.	VARIOUS

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)	
0.		SUN CAPITAL K-1 PROPERTY TYPE: OTHER 1,734.				P	VARIOUS -1,734.	VARIOUS
0.		THORNBURG INTL EQUITY FUND K-1 PROPERTY TYPE: OTHER 28,328.				P	VARIOUS -28,328.	VARIOUS
0.		THORNBURG INTL EQUITY FUND K-1 PROPERTY TYPE: OTHER 80,137.				P	VARIOUS -80,137.	VARIOUS
187,168.		WATERSHED CAPITAL K-1 PROPERTY TYPE: OTHER 0.				P	VARIOUS 187,168.	VARIOUS
0.		WATERSHED CAPITAL K-1 PROPERTY TYPE: OTHER 107,251.				P	VARIOUS -107,251.	VARIOUS
		CONTRACTS & STRADDLES INC FROM MCKINLEY PROPERTY TYPE: OTHER				P	VARIOUS -397.	VARIOUS
		CONTRACTS & STRADDLES INC FROM THORNBURG PROPERTY TYPE: OTHER				P	VARIOUS -5,568.	VARIOUS
0.		LOSS ON DISPOSITION OF SARAS 8,302.					VARIOUS -8,302.	VARIOUS
		CONTRACTS & STRADDLES INC FROM MCKINLEY PROPERTY TYPE: OTHER				P	VARIOUS -264.	VARIOUS
		CONTRACTS & STRADDLES INC FROM THORNBURG PROPERTY TYPE: OTHER				P	VARIOUS -3,712.	VARIOUS
TOTAL GAIN (LOSS)							<u>378,347.</u>	

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MCKINLEY CAPITAL K-1	-16,706.	-16,706.
OCTAVIAN TE FUND	-10,700.	-10,700.
SUN CAPITAL K-1	-2,280.	-2,280.
THORNBURG K-1	-17,511.	-17,511.
WATERSHED CAPITAL K-1	192.	192.
DARWIN VENTURE CAPITAL K-1	-49,750.	-49,750.
CREDOS FLOATING RATE FUND K-1	-2,309.	-2,309.
YORK-ASIA PFIC INCOME	33,137.	33,137.
YORK-EURO PFIC INCOME	8,770.	8,770.
TOTALS	<u>-57,157.</u>	<u>-57,157.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING/TAX PREP 990-PF	6,165.			
TOTALS	<u>6,165.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
STATE LICENSE & REGISTRATION	35.	
FOREIGN TAXES PAID FROM K-1'S	16,498.	16,498.
FOREIGN TAXES PAID FROM NT	23,643.	23,643.
US TREASURY FEE	35.	35.
TOTALS	<u>40,211.</u>	<u>40,176.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUSTODY FEES-NORTHERN 997	12,782.	12,782.
CUSTODY FEES-NORTHERN AVF01	3,230.	3,230.
PHILANTHROPY NORTHWEST DUES	5,775.	
NON-DEDUCTIBLE EXP-DARWIN K-1	4.	
TOTALS	21,791.	16,012.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT A	28,348,673.	13,270,062.	15,503,607.
TOTALS	<u>28,348,673.</u>	<u>13,270,062.</u>	<u>15,503,607.</u>

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ATTACHMENT 6</u>	
	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
PIMCO	0.	1,000,549.
TOTALS	<u>0.</u>	<u>1,006,573.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 7

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT A	15,968,325.	18,318,631.	17,034,502.
RECOVERABLE TAXES	0.	26,110.	26,110.
PENDING SALES	0.	45,958.	45,958.
INT & DIV RECEIVABLE	0.	647.	647.
TOTALS	<u>15,968,325.</u>	<u>18,391,346.</u>	<u>17,107,217.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JOHN W. STANTON P.O. BOX 53508 BELLEVUE, WA 98015-3508	DIRECTOR 4.00	0.	0.	0.
THERESA E. GILLESPIE P.O. BOX 53508 BELLEVUE, WA 98015-3508	DIRECTOR 4.00	0.	0.	0.
GRAND TOTALS		<u>0.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

AVEN FOUNDATION
P.O. BOX 53508, BELLEVUE, WA 98015

ATTACHMENT 10

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE AVEN FOUNDATION PRE-SELECTS CHARITABLE ORGANIZATIONS TO RECEIVE GRANTS, BUT ALSO ACCEPTS PETITIONS FROM OTHER CHARITABLE ORGANIZATIONS TO RECEIVE GRANTS.

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
	NONE	EXEMPT		
SEE ATTACHMENT B			TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	3,816,557.
TOTAL CONTRIBUTIONS PAID				<u>3,816,557.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MCKINLEY CAPITAL K-1			14	-16,706.	
OCTAVIAN TE FUND			14	-10,700.	
SUN CAPITAL K-1			14	-2,280.	
THORNBURG K-1			14	-17,511.	
WATERSHED CAPITAL K-1	523000	-34.	14	226.	
DARWIN VENTURE CAPITAL K-1			14	-49,750.	
CREDOS FLOATING RATE FUND K-1			14	-2,309.	
YORK-ASIA PFIC INCOME			14	33,137.	
YORK-EURO PFIC INCOME			14	8,770.	
TOTALS		<u>-34.</u>		<u>-57,123.</u>	

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2009

Name of estate or trust

AVEN FOUNDATION

Employer identification number

91-2009458

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

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-232,087.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	-232,087.

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	610,434.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	610,434.

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

Schedule D (Form 1041) 2009

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

		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-232,087.
14	Net long-term gain or (loss):			
a	Total for year	14a		610,434.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		378,347.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2009

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No. 1545-0092

2009

► See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

AVEN FOUNDATION

Employer Identification number

91-2009458

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

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	-232,087.
--	-----------

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

Schedule D-1 (Form 1041) 2009

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 610,434.

Schedule D-1 (Form 1041) 2009

AVEN FOUNDATION
EIN: 91-2009458
2009 FORM 990-PF
ATTACHMENT A

FORM 990, PART II, LINE 10b

INVESTMENTS- CORPORATE STOCKS	BOOK VALUE	FAIR MARKET VALUE
Clearwire	\$ 301,540	\$ 676,000
Clearwire Warrants	\$ -	\$ 40,000
Columbia Sportswear	\$ 216,250	\$ 976,000
Ishares	\$ 3,727,366	\$ 5,317,850
McKinley Capital International Growth Fund LP	\$ 1,821,543	\$ 2,022,633
Wm Blair Fund	\$ 1,111,122	\$ 946,362
DFA Fund	\$ 1,242,224	\$ 971,774
Eaton Vance	\$ 2,020,238	\$ 2,031,257
GSEM	\$ 2,829,779	\$ 2,521,731
Total Common Stocks	<u>\$ 13,270,062</u>	<u>\$ 15,503,607</u>

FORM 990, PART II, LINE 15

OTHER ASSETS	BOOK VALUE	FAIR MARKET VALUE
CamCap Energy Offshore Fund LTD	\$ 1,000,000	\$ 762,528
Credos Floating Rate Fund	\$ 2,031,273	\$ 2,142,627
D3 Offshore Fund LP	\$ 1,000,000	\$ 548,189
Darwin Venture Capital Fund of Funds II	\$ 501,991	\$ 560,259
Double Black Diamond	\$ 1,000,000	\$ 1,242,300
East Side Capital Ltd 06/07 Fund	\$ 1,000,000	\$ 817,602
Highside Offshore LTD	\$ 1,152,767	\$ 789,845
Octavian TE Fund LP, incl side pocket	\$ 974,191	\$ 910,356
Park West Partners Ltd Class A Series 1 New Issue	\$ 1,000,000	\$ 1,169,143
Passport Offshore	\$ 1,000,000	\$ 1,093,833
Polygon Global Opportunities Fund LP (offshore)	\$ 783,149	\$ 323,982
Squadron Asia Pacific (Offshore) Fund LP	\$ 567,022	\$ 615,227
Sun Capital Partners V LP	\$ 147,199	\$ 201,370
Thornburg International Equity Fund (Q.P.) LLC	\$ 2,500,689	\$ 2,725,147
Watershed Capital Inst. Partners LP	\$ 1,240,968	\$ 925,186
York Asian Opportunities Unit Trust	\$ 1,033,137	\$ 1,026,927
York European Opportunities Unit Trust	\$ 1,008,770	\$ 911,491
Crown European Buyout Opportunities II Fund	\$ 377,475	\$ 268,490
	<u>\$ 18,318,631</u>	<u>\$ 17,034,502</u>

AVEN FOUNDATION

EIN: 91-2009458

2009 FORM 990

ATTACHMENT B

1 of 2

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

Relationship to
Substantial Contributor &
Foundation Status of

Recipient	Address	Recipient	Purpose of Grant or Contribution	Amount
Alliance for Education	509 Olive Way #500 Seattle, WA 98101	None, Exempt	Help Children in Seattle schools academically	\$ 1,000.00
Behind the Badge Foundation	PO Box 2047 Issaquah, WA 98027	None, Exempt	Assist families of 7 WA state police officers	\$ 25,000.00
Bellevue Baseball Club	PO Box 53508 Bellevue, WA 98015-3508	None, Exempt	Operating expenses	\$ 10,000.00
Bellevue College Foundation	3000 Landerholm Circle SE #A102 Bellevue, WA 98007	None, Exempt	scholarships	\$ 1,000.00
Bellevue Schools Foundation	PO Box 40644 Bellevue, WA 98015	None, Exempt	Bellevue school district	\$ 1,000.00
Boy Scouts of America	1715 100th PL SE Mt. Baker Council, Everett, WA	None, Exempt	support boy scouts	\$ 10,000.00
Boy Scouts of America	1715 100th PL SE Mt. Baker Council, Everett, WA	None, Exempt	support boy scouts	\$ 10,000.00
Building Changes	2014 E. Madison Suite 200 Seattle, WA 98122	None, Exempt	donation	\$ 50,000.00
Children's Alliance	718 6th AVE S Seattle, WA 98104	None, Exempt	End Childhood Hunger campaign	\$ 10,000.00
College Success Foundation	1605 NW Sammamish Rd #200 Issaquah, WA 98027	None, Exempt	scholarships	\$ 15,000.00
FareStart	700 Virginia Street Seattle, WA 98101	None, Exempt	job training & placement	\$ 50,000.00
First Place School	PO Box 53508 Bellevue, WA 98015-3508	None, Exempt	meals for children	\$ 15,000.00
Food Allergy Initiative	1414 Ave Americas Suite 1804 New York, NY 10019	None, Exempt	research	\$ 5,000.00
Make-A-Wish Foundation	811 First Avenue Suite 520 Seattle, WA 98104 USA	None, Exempt	Fund wish of ill children	\$ 25,000.00
Mobile Giving Foundation	225 108th Ave NE Suite 570 Bellevue, WA 98004	None, Exempt	donation	\$ 16,500.00
Newport Band Parent Association	PO Box 5533 Bellevue, WA 98006	None, Exempt	HS band support	\$ 2,500.00
Northwest Children's Fund	2100 24th Avenue South Suite 320 Seattle, WA 98144	None, Exempt	donation - Seattle area children	\$ 35,000.00
Rainier Scholars	2100 24th Avenue S Suite 210 Seattle, WA 98144 USA	None, Exempt	scholarships	\$ 25,000.00
Rotary First Harvest	PO Box 94117 Seattle, WA 98124 USA	None, Exempt	Harvest Against Hunger Project	\$ 30,000.00
Rotary First Harvest	PO Box 94117 Seattle, WA 98124 USA	None, Exempt	Food to needy	\$ 20,000.00
Save the Children Federation, Inc.	54 Wilton RD, Westport, CT 06880	None, Exempt	Haiti Hurricane Relief Effort	\$ 25,000.00
Seattle Arts & Lectures	105 S. Main Street #201 Seattle, WA 98104	None, Exempt	help fund lecture series	\$ 6,000.00
Solid Ground	1501 N. 45th Street Seattle, WA 98103	None, Exempt	Food Security for Children Program	\$ 25,000.00
Special Olympics of Washington	2150 N 107th Street #220 Seattle, WA 98133	None, Exempt	Special Olympics program	\$ 10,000.00

AVEN FOUNDATION

EIN: 91-2009458

2009 FORM 990

ATTACHMENT B

2 of 2

Stewardship Partners	1411 Fourth Avenue Suite 1425 Seattle, WA 98101	None, Exempt	Preservation of Wash state landscapes	\$ 7,500.00
Treehouse	2100 24th Avenue South Suite 200 Seattle, WA 98144 USA	None, Exempt	Little Wishes Program	\$ 30,000.00
Trinity University	One Trinity Place San Antonio, TX 78212	None, Exempt	Associates Program	\$ 10,000.00
United Way of King County	720 Second Avenue Seattle, WA 98104	None, Exempt	Donation	\$ 1,100,000.00
UW Foundation	1200 Fifth Avenue Suite 500 Seattle, WA 98101 USA	None, Exempt	Washington Transportation Project	\$ 80,000.00
Vine Maple Place	2815 SE 216th Way Maple Valley, WA 98038 USA	None, Exempt	Community Leadership Match	\$ 20,000.00
Vision House	PO Box 2951 Renton, WA 98056	None, Exempt	Housing	\$ 50,000.00
Washington News Council	PO Box 3672 Seattle, WA 98124	None, Exempt	100 Friends of Washington News Council	\$ 1,000.00
Way Back Inn	PO Box 621 Renton, WA 98057	None, Exempt	Transitional housing	\$ 5,000.00
Wellspring Family Services	1900 Rainier Ave S Seattle, WA 98144	None, Exempt	Homeless housing support	\$ 50,000.00
Whatcom County Todd Curran Mem	1916 Lakecrest Drive Bellingham, WA 98229	None, Exempt	scholarship	\$ 15,000.00
Whitman College	345 Boyer Avenue Walla Walla, WA 99362	None, Exempt	Ralph Rittenour Professorship	\$ 1,000,000.00
Whitman College	345 Boyer Avenue Walla Walla, WA 99362	None, Exempt	Shenwood Center Renovation	\$ 440,000.00
Whitman College	345 Boyer Avenue Walla Walla, WA 99362	None, Exempt	W Club Varsity Athletics Fund	\$ 85,500.00
Whitman College	345 Boyer Avenue Walla Walla, WA 99362	None, Exempt	George Ball Chair in the Humanities	\$ 474,500.00
Woodrow Wilson Center	1300 Pennsylvania Ave, NW Washington, DC 20004	None, Exempt	Woodrow Wilson Int'l Center for Scholars	\$ 10,000.00
YMCA of Greater Seattle	909 Fourth Avenue Seattle, WA 98104 USA	None, Exempt	2009 Partners with Youth Campaign	\$ 15,000.00
From Darwin K-1	N/a	None, Exempt	To provide support to exempt organization	\$ 57.00
Grand Total				\$ 3,816,557.00

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization Aven Foundation	Employer identification number 91 2009458	
	Number, street, and room or suite no. If a P.O. box, see instructions. PO Box 53508		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Bellevue, WA 98015		

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

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

- The books are in the care of ► **Theresa Gillespie**

Telephone No ► (**425**) **586-8011** FAX No. ► (**425**) **458-5999**

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15**, 20**10**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20**09** or
 - ☐ tax year beginning, 20, and ending, 20

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	25,000
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	44,320
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☐ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ _____
Telephone No. ▶ (_____) _____ FAX No. ▶ (_____) _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until _____, 20_____.
- 5 For calendar year _____, or other tax year beginning _____, 20_____, and ending _____, 20_____.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension _____

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶

Title ▶

Director

Date ▶

May 6, 2010

Form 8868 (Rev. 4-2009)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print

File by the extended due date for filing the return. See instructions.

Name of Exempt Organization

AVEN FOUNDATION

Employer identification number

91-2009458

Number, street, and room or suite no. If a P.O. box, see instructions

P.O. BOX 53508

For IRS use only

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

BELLEVUE, WA 98015-3508

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of **AVEN FOUNDATION**

Telephone No. **425 586-8011**

FAX No.

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is

for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a

list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **11/15/2010**

5 For calendar year **2009**, or other tax year beginning , and ending

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

7 State in detail why you need the extension **ALL THE INFORMATION NECESSARY FOR THE**

PREPARATION OF A COMPLETE AND ACCURATE RETURN IS NOT CURRENTLY

AVAILABLE, PRECLUDING THE FILING OF THE RETURN BY THE DUE DATE.

a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	0.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title **CPA**

Date **8/17/10**

BADER MARTIN, P.S.

1000 SECOND AVENUE, 34TH FLOOR

SEATTLE, WA 98104-1022

Form 8868 (Rev 4-2009)