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

OMB No 1545-0052

**2009**

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

For calendar year **2009**, or tax year beginning , **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

THE BULLITT FOUNDATION

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

1212 MINOR AVENUE

City or town, state, and ZIP code

SEATTLE, WA 98101-2825

A Employer identification number

91-6027795

B Telephone number (see page 10 of the instructions)

( ) -

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ☐ Accounting method ☐ Cash ☐ Accrual  
☒ Other (specify) MOD CASH  
(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)                               | 200.                               |                           |                         |                                                             |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B. |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                           | 786,287.                           | 784,211.                  |                         |                                                             |
| 4 Dividends and interest from securities                                                       | 1,650,885.                         | 1,654,196.                |                         |                                                             |
| 5a Gross rents                                                                                 | 60,318.                            | 60,318.                   |                         |                                                             |
| b Net rental income or (loss)                                                                  | 53,636.                            |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                       | -4,809,486.                        |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                                  | 24,362,547.                        |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                               |                                    |                           |                         |                                                             |
| 8 Net short-term capital gain                                                                  |                                    |                           |                         |                                                             |
| 9 Income modifications                                                                         |                                    |                           |                         |                                                             |
| 10 a Gross sales less returns and allowances                                                   |                                    |                           |                         |                                                             |
| b Less Cost of goods sold                                                                      |                                    |                           |                         |                                                             |
| c Gross profit or (loss) (attach schedule)                                                     |                                    |                           |                         |                                                             |
| 11 Other income (attach schedule)                                                              | 21,964,480.                        | -404,108.                 |                         | ATCH 1                                                      |
| 12 Total. Add lines 1 through 11                                                               | 19,652,684.                        | 2,094,617.                |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                                         | 269,998.                           | 67,500.                   |                         | 202,498.                                                    |
| 14 Other employee salaries and wages                                                           | 397,352.                           | 91,058.                   |                         | 306,294.                                                    |
| 15 Pension plans, employee benefits                                                            | 137,481.                           | 32,995.                   |                         | 104,486.                                                    |
| 16a Legal fees (attach schedule) ATCH 2                                                        | 31,442.                            | 7,546.                    | 0.                      | 23,896.                                                     |
| b Accounting fees (attach schedule) ATCH 3                                                     | 66,170.                            | 15,881.                   | 0.                      | 50,289.                                                     |
| c Other professional fees (attach schedule) *                                                  | 128,146.                           | 86,579.                   |                         | 41,567.                                                     |
| 17 Interest                                                                                    |                                    |                           |                         |                                                             |
| 18 Taxes (attach schedule) (see page 14 of the instructions) *                                 | 199,288.                           | 78,240.                   |                         | 31,999.                                                     |
| 19 Depreciation (attach schedule) and depletion                                                | 9,760.                             | 2,342.                    |                         |                                                             |
| 20 Occupancy                                                                                   | 39,008.                            | 9,362.                    |                         | 29,646.                                                     |
| 21 Travel, conferences, and meetings                                                           | 89,406.                            | 21,457.                   |                         | 67,949.                                                     |
| 22 Printing and publications                                                                   | 3,276.                             | 786.                      |                         | 2,490.                                                      |
| 23 Other expenses (attach schedule) ATCH 6                                                     | 127,379.                           | 36,792.                   |                         | 85,762.                                                     |
| 24 Total operating and administrative expenses. Add lines 13 through 23                        | 1,498,706.                         | 450,538.                  | 0.                      | 946,876.                                                    |
| 25 Contributions, gifts, grants paid                                                           | 6,718,467.                         |                           |                         | 6,718,467.                                                  |
| 26 Total expenses and disbursements. Add lines 24 and 25                                       | 8,217,173.                         | 450,538.                  | 0.                      | 7,665,343.                                                  |
| 27 Subtract line 26 from line 12                                                               | 11,435,511.                        |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                            |                                    | 1,644,079.                |                         |                                                             |
| 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. \* ATCH 4 JSA \*\* ATCH 5 Form 990-PF (2009)

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**Part II Balance Sheets**

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

|                                                                                                                   |                                                                                                                                          | Beginning of year | End of year    |                       |
|-------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                                                                                                                   |                                                                                                                                          | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| <b>Assets</b>                                                                                                     | 1 Cash - non-interest-bearing . . . . .                                                                                                  | 100.              | 208.           | 208.                  |
|                                                                                                                   | 2 Savings and temporary cash investments . . . . .                                                                                       | 705,762.          | 249,708.       | 249,708.              |
|                                                                                                                   | 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)                                                                                        |                   |                |                       |
|                                                                                                                   | c Investments - corporate bonds (attach schedule)                                                                                        |                   |                |                       |
|                                                                                                                   | 11 Investments - land, buildings, and equipment basis ▶ 3,584,344.                                                                       | Attachment B      | 3,584,344.     | 3,584,344.            |
| Less: accumulated depreciation (attach schedule) ▶                                                                | 3,191,854.                                                                                                                               |                   |                |                       |
| 12 Investments - mortgage loans . . . . .                                                                         |                                                                                                                                          |                   |                |                       |
| 13 Investments - other (attach schedule) ATCH 7                                                                   | 80,329,583.                                                                                                                              | 92,622,420.       | 92,622,420.    |                       |
| 14 Land, buildings, and equipment basis ▶ 145,996.                                                                | Attachment C                                                                                                                             |                   |                |                       |
| Less: accumulated depreciation (attach schedule) ▶ 136,465.                                                       | 12,357.                                                                                                                                  | 9,531.            | 9,531.         |                       |
| 15 Other assets (describe ▶ ATCH 8)                                                                               | 6,202,848.                                                                                                                               | 5,461,041.        | 5,461,041.     |                       |
| 16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . . | 90,442,504.                                                                                                                              | 101,927,252.      | 101,927,252.   |                       |
| <b>Liabilities</b>                                                                                                | 17 Accounts payable and accrued expenses . . . . .                                                                                       |                   |                |                       |
|                                                                                                                   | 18 Grants payable . . . . .                                                                                                              |                   |                |                       |
|                                                                                                                   | 19 Deferred revenue . . . . .                                                                                                            |                   |                |                       |
|                                                                                                                   | 20 Loans from officers, directors, trustees, and other disqualified persons . . . . .                                                    |                   |                |                       |
|                                                                                                                   | 21 Mortgages and other notes payable (attach schedule) . . . . .                                                                         |                   |                |                       |
|                                                                                                                   | 22 Other liabilities (describe ▶ ATCH 9)                                                                                                 | 5,026.            | 54,263.        |                       |
| 23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                   | 5,026.                                                                                                                                   | 54,263.           |                |                       |
| <b>Net Assets or Fund Balances</b>                                                                                | <b>Foundations that follow SFAS 117, check here ▶</b> <input type="checkbox"/>                                                           |                   |                |                       |
|                                                                                                                   | 24 Unrestricted . . . . .                                                                                                                |                   |                |                       |
|                                                                                                                   | 25 Temporarily restricted . . . . .                                                                                                      |                   |                |                       |
|                                                                                                                   | 26 Permanently restricted . . . . .                                                                                                      |                   |                |                       |
|                                                                                                                   | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶</b> <input checked="" type="checkbox"/>       |                   |                |                       |
|                                                                                                                   | 27 Capital stock, trust principal, or current funds . . . . .                                                                            | 90,437,478.       | 101,872,989.   |                       |
|                                                                                                                   | 28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                               |                   |                |                       |
|                                                                                                                   | 29 Retained earnings, accumulated income, endowment, or other funds . . . . .                                                            |                   | 0.             |                       |
|                                                                                                                   | 30 <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .                                                  | 90,437,478.       | 101,872,989.   |                       |
| 31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .              | 90,442,504.                                                                                                                              | 101,927,252.      |                |                       |

**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 | 90,437,478.  |
| 2 Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | 11,435,511.  |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                                   | 3 |              |
| 4 Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 101,872,989. |
| 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 | 101,872,989. |

**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<br>P-Purchase<br>D-Donation                                                 | (c) Date acquired<br>(mo, day, yr.) | (d) Date sold<br>(mo, day, yr.) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------------------------------------------------------|-------------------------------------|---------------------------------|
| 1a SEE PART IV SCHEDULE                                                                                                                                                                                                              |                                            |                                                 |                                                                                              |                                     |                                 |
| b                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                              |                                     |                                 |
| c                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                              |                                     |                                 |
| d                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                              |                                     |                                 |
| e                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                              |                                     |                                 |
| (e) Gross sales price                                                                                                                                                                                                                | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(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<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |                                     |                                 |
| a                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                              |                                     |                                 |
| b                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                              |                                     |                                 |
| c                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                              |                                     |                                 |
| d                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                              |                                     |                                 |
| e                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                              |                                     |                                 |
| 2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                                        |                                            |                                                 | 2                                                                                            | -4,809,486.                         |                                 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).<br>If (loss), enter -0- in Part I, line 8. . . . . } |                                            |                                                 | 3                                                                                            |                                     |                                 |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . ☐ Yes ☒ No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                                      | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| 2008                                                                                                                                                                                                                                      | 6,773,190.                               | 104,515,422.                                 | 0.064806                                                  |
| 2007                                                                                                                                                                                                                                      | 6,389,010.                               | 118,816,023.                                 | 0.053772                                                  |
| 2006                                                                                                                                                                                                                                      | 7,467,594.                               | 113,174,168.                                 | 0.065983                                                  |
| 2005                                                                                                                                                                                                                                      | 7,692,896.                               | 108,181,581.                                 | 0.071111                                                  |
| 2004                                                                                                                                                                                                                                      | 5,958,965.                               | 106,276,406.                                 | 0.056070                                                  |
| 2 Total of line 1, column (d) . . . . .                                                                                                                                                                                                   |                                          |                                              | 2 0.311742                                                |
| 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 0.062348                                                |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .                                                                                                                                                  |                                          |                                              | 4 86,848,617.                                             |
| 5 Multiply line 4 by line 3 . . . . .                                                                                                                                                                                                     |                                          |                                              | 5 5,414,838.                                              |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .                                                                                                                                                                    |                                          |                                              | 6 16,441.                                                 |
| 7 Add lines 5 and 6 . . . . .                                                                                                                                                                                                             |                                          |                                              | 7 5,431,279.                                              |
| 8 Enter qualifying distributions from Part XII, line 4 . . . . .<br>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 8,301,636.                                              |

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

|                                                                                                                                                                                                                                               |  |    |         |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions) |  | 1  | 16,441. |
| 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                                                                                  |  | 2  |         |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                                                                                                      |  | 3  | 16,441. |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                                   |  | 4  | 0.      |
| 3 Add lines 1 and 2                                                                                                                                                                                                                           |  | 5  | 16,441. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                                 |  | 6a | 39,812. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                                     |  | 6b | 0.      |
| 6 Credits/Payments.                                                                                                                                                                                                                           |  | 6c | 0.      |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009                                                                                                                                                                           |  | 6d |         |
| b Exempt foreign organizations-tax withheld at source                                                                                                                                                                                         |  | 7  | 39,812. |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                         |  | 8  |         |
| d Backup withholding erroneously withheld                                                                                                                                                                                                     |  | 9  |         |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                         |  | 10 | 23,371. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                                |  | 11 |         |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                               |  |    |         |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                                  |  |    |         |
| 11 Enter the amount of line 10 to be Credited to 2010 estimated tax                                                                                                                                                                           |  |    |         |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                         | Yes | No  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                                 |     | X   |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X   |
| c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                                  |     | N/A |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation \$ (2) On foundation managers \$                                                                                                                                                                                          |     |     |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$                                                                                                                                                                                                               |     |     |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>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?<br>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:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?                    | X   |     |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV                                                                                                                                                                                                                      | X   |     |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) WA,                                                                                                                                                                                                                                |     |     |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation                                                                                                                                           | X   |     |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV                                                                                       |     | X   |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                                   |     | X   |

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

|                                                                                                           |                                                                                                                                                                                                                  |                              |   |   |
|-----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|---|---|
| 11                                                                                                        | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) . . . . . | 11                           |   | X |
| 12                                                                                                        | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .                                                                                  | 12                           |   | X |
| 13                                                                                                        | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .                                                                                    | 13                           | X |   |
| Website address <input type="checkbox"/> N/A                                                              |                                                                                                                                                                                                                  |                              |   |   |
| 14                                                                                                        | The books are in care of <input type="checkbox"/> MARILYN FIKE Telephone no <input type="checkbox"/> 206-343-0807                                                                                                |                              |   |   |
| Located at <input type="checkbox"/> 1212 MINOR AVENUE, SEATTLE, WA ZIP + 4 <input type="checkbox"/> 98101 |                                                                                                                                                                                                                  |                              |   |   |
| 15                                                                                                        | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .                                                                                                    | N/A <input type="checkbox"/> |   |   |
| and enter the amount of tax-exempt interest received or accrued during the year . . . . .                 |                                                                                                                                                                                                                  | <input type="checkbox"/> 15  |   |   |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Yes                                                                 | No  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-----|
| 1a During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                     |     |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                       | <input 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)? . . . . .                                                                                                                                                                                                                                                            | <input type="checkbox"/>                                            | X   |
| Organizations relying on a current notice regarding disaster assistance check here . . . . .                                                                                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/>                                            |     |
| 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? . . . . .                                                                                                                                                                                                                                                                                                        |                                                                     | 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? . . . . .                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| If "Yes," list the years <input type="checkbox"/> . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                     |     |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) . . . . .                                                                                                                                                                        |                                                                     | N/A |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> . . . . .                                                                                                                                                                                                                                                                                                                                                      |                                                                     |     |
| 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 |
| 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)? (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)? ☐ 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? ☐ 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? ☐ Yes ☒ No

|    |  |     |
|----|--|-----|
| 5b |  | X   |
| 6b |  | X   |
| 7b |  | N/A |

**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 10        |                                                           | 269,998.                                  | 54,393.                                                               | 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 |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| STEVEN WHITNEY<br>SEATTLE, WASHINGTON                         | PROGRAM OFFICER<br>50.00                                  | 131,329.         | 25,377.                                                               | 0.                                    |
| MARILYN FIKE<br>SEATTLE, WASHINGTON                           | DIRECTOR OF ADMIN<br>45.00                                | 86,608.          | 17,897.                                                               | 0.                                    |
| AMY SOLOMON<br>SEATTLE, WASHINGTON                            | PROGRAM OFFICER<br>50.00                                  | 127,212.         | 22,876.                                                               | 0.                                    |
| AMBER KNOX<br>SEATTLE, WASHINGTON                             | ADMIN/PROGRAM ASST.<br>40.00                              | 52,203.          | 13,349.                                                               | 0.                                    |
|                                                               |                                                           |                  |                                                                       |                                       |

Total number of other employees paid over \$50,000 ☐ NONE

**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 |
|-------------------------------------------------------------|---------------------|------------------|
| LAIRD NORTON TYEE<br>SEATTLE, WASHINGTON                    | INVESTMENT MGMT     | 63,747.          |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

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 LOAN TO WORLD STEWARD                                                                                          | 151,024. |
| 2 LOAN TO JLT RESOURCES, LLC                                                                                     | 480,000. |
| All other program-related investments See page 24 of the instructions                                            |          |
| 3 NONE                                                                                                           |          |
| <b>Total.</b> Add lines 1 through 3 . . . . .                                                                    | 631,024. |

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**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

|   |                                                                                                                           |    |             |
|---|---------------------------------------------------------------------------------------------------------------------------|----|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.               |    |             |
| a | Average monthly fair market value of securities                                                                           | 1a | 61,601,715. |
| b | Average of monthly cash balances                                                                                          | 1b | 897,538.    |
| c | Fair market value of all other assets (see page 24 of the instructions)                                                   | 1c | 25,671,932. |
| d | Total (add lines 1a, b, and c)                                                                                            | 1d | 88,171,185. |
| 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  | 88,171,185. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4  | 1,322,568.  |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4                      | 5  | 86,848,617. |
| 6 | Minimum investment return. Enter 5% of line 5                                                                             | 6  | 4,342,431.  |

**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  | 4,342,431. |
| 2a | Tax on investment income for 2009 from Part VI, line 5                                           | 2a | 16,441.    |
| b  | Income tax for 2009. (This does not include the tax from Part VI)                                | 2b | 72,608.    |
| c  | Add lines 2a and 2b                                                                              | 2c | 89,049.    |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1                             | 3  | 4,253,382. |
| 4  | Recoveries of amounts treated as qualifying distributions                                        | 4  | 1,034,000. |
| 5  | Add lines 3 and 4                                                                                | 5  | 5,287,382. |
| 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  | 5,287,382. |

**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 | 7,665,343. |
| b | Program-related investments - total from Part IX-B                                                                                                                  | 1b | 631,024.   |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                                           | 2  | 5,269.     |
| 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  | 8,301,636. |
| 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  | 16,441.    |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                                                      | 6  | 8,285,195. |

**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)<br>Corpus | (b)<br>Years prior to 2008 | (c)<br>2008 | (d)<br>2009 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 5,287,382.  |
| 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 . . . . . 720,140.                                                                                                                                                       |               |                            |             |             |
| b From 2005 . . . . . 2,423,137.                                                                                                                                                     |               |                            |             |             |
| c From 2006 . . . . . 4,585,883.                                                                                                                                                     |               |                            |             |             |
| d From 2007 . . . . . 591,910.                                                                                                                                                       |               |                            |             |             |
| e From 2008 . . . . . 1,436,435.                                                                                                                                                     |               |                            |             |             |
| f Total of lines 3a through e . . . . .                                                                                                                                              | 9,757,505.    |                            |             |             |
| 4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 8,301,636.                                                                                                           |               |                            |             |             |
| 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 . . . . .                                                                                                                                     |               |                            |             | 5,287,382.  |
| e Remaining amount distributed out of corpus . . . . .                                                                                                                               | 3,014,254.    |                            |             |             |
| 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:                                                                                                                             | 12,771,759.   |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                                   |               |                            |             |             |
| 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) . . . . .                                                               | 720,140.      |                            |             |             |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 12,051,619.   |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                                |               |                            |             |             |
| a Excess from 2005 . . . . . 2,423,137.                                                                                                                                              |               |                            |             |             |
| b Excess from 2006 . . . . . 4,585,883.                                                                                                                                              |               |                            |             |             |
| c Excess from 2007 . . . . . 591,910.                                                                                                                                                |               |                            |             |             |
| d Excess from 2008 . . . . . 1,436,435.                                                                                                                                              |               |                            |             |             |
| e Excess from 2009 . . . . . 3,014,254.                                                                                                                                              |               |                            |             |             |

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

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

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

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

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

**b** 85% of line 2a . . . . .

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

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

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

**3** Complete 3a, b, or c for the alternative test relied upon

**a** "Assets" alternative test - enter

(1) Value of all assets . . . . .

(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .

**b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .

**c** "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .

(3) Largest amount of support from an exempt organization . . . . .

(4) Gross investment income . . . . .

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

ATTACHMENT 11

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

ATTACHMENT 12

**c** Any submission deadlines

SUBMISSION DEADLINES ARE MAY 1 AND NOVEMBER 1.

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

ATTACHMENT 13

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

| Recipient<br>Name and address (home or business)          | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|------------|
| <b>a Paid during the year</b><br><br>ATTACHMENT 14        |                                                                                                                    |                                      |                                     |            |
| <b>Total. . . . . ▶ 3a</b>                                |                                                                                                                    |                                      |                                     | 6,718,467. |
| <b>b Approved for future payment</b><br><br>ATTACHMENT 15 |                                                                                                                    |                                      |                                     |            |
| <b>Total. . . . . ▶ 3b</b>                                |                                                                                                                    |                                      |                                     | 40,000.    |



| 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?                                                                                                                                                |       | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|-----|----|
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of                                                                                                                                                                                                                                                                                                           |       |     |    |
| (1) Cash                                                                                                                                                                                                                                                                                                                                                                                             | 1a(1) |     | X  |
| (2) Other assets                                                                                                                                                                                                                                                                                                                                                                                     | 1a(2) |     | X  |
| <b>b</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  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                            | 1c    |     | X  |
| <b>d</b> 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 |
|--------------------------|--------------------------|---------------------------------|
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

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><i>Theresa Hays</i></u>                                                                                                     |  | Date <u>12/14/2010</u>  |  | Title <u>President</u>                                                                        |  |
|                          | Preparer's signature <u><i>Theresa Hays, CPA</i></u>                                                                                                           |  | Date <u>AUG 03 2010</u> |  | Check if self-employed <input type="checkbox"/>                                               |  |
| Paid Preparer's Use Only | Firm's name (or yours if self-employed), address, and ZIP code <u>KING &amp; OLIASON, P.S.</u><br><u>514 SECOND AVE. WEST</u><br><u>SEATTLE, WA 98119-3928</u> |  | EIN <u>91-1584718</u>   |  | Preparer's identifying number (See Signature on page 30 of the instructions) <u>P00285509</u> |  |
|                          | Phone no <u>206-285-7242</u>                                                                                                                                   |  |                         |  |                                                                                               |  |

Form 990-PF (2009)

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

| Kind of Property                       |                                | Description                                                               |                    |                          |                              | 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)         |           |
| 4,938,853.                             |                                | SHORT TERM PUBLICLY TRADED SECURITIES<br>4,952,427.                       |                    |                          |                              | VARIOUS<br>-13,574.    | VARIOUS   |
| 18856825.                              |                                | SEALTH PUBLICLY TRADED SECURITIES<br>23278604.                            |                    |                          |                              | VARIOUS<br>-4421779.   | VARIOUS   |
| 13,143.                                |                                | CAPITAL GAIN DISTRIBUTIONS                                                |                    |                          |                              | VARIOUS<br>13,143.     | VARIOUS   |
| 64,724.                                |                                | LITIGATION PROCEEDS                                                       |                    |                          |                              | VARIOUS<br>64,724.     | VARIOUS   |
|                                        |                                | PASS-THRU FROM LEGACY VENTURES II<br>PROPERTY TYPE: SECURITIES<br>6,357.  |                    |                          |                              | P VARIOUS<br>-6,357.   | VARIOUS   |
| 13,462.                                |                                | PASS-THRU FROM LEGACY VENTURES IV<br>PROPERTY TYPE: SECURITIES            |                    |                          |                              | P VARIOUS<br>13,462.   | VARIOUS   |
| 362,897.                               |                                | PASS-THRU FROM GENERATION IM GLOBAL<br>PROPERTY TYPE: SECURITIES          |                    |                          |                              | P VARIOUS<br>362,897.  | VARIOUS   |
| 106,839.                               |                                | PASS-THRU FROM HFR LIBOR PLUS FUND<br>PROPERTY TYPE: SECURITIES           |                    |                          |                              | P VARIOUS<br>106,839.  | VARIOUS   |
| 102.                                   |                                | PASS-THRU FROM METROPOLITAN REAL ESTATE<br>PROPERTY TYPE: SECURITIES      |                    |                          |                              | P VARIOUS<br>102.      | VARIOUS   |
|                                        |                                | PASS-THRU FROM THE WEATHERLOW FUND I<br>PROPERTY TYPE: SECURITIES<br>445. |                    |                          |                              | P VARIOUS<br>-445.     | VARIOUS   |
| 5,702.                                 |                                | PASS-THRU FROM RIVERSIDE GLOBAL FUND<br>PROPERTY TYPE: SECURITIES         |                    |                          |                              | P VARIOUS<br>5,702.    | VARIOUS   |
|                                        |                                | WRITE-OFF WORTHLESS SHOREBANK<br>PROPERTY TYPE: SECURITIES<br>934,200.    |                    |                          |                              | P VARIOUS<br>-934,200. | VARIOUS   |
| TOTAL GAIN (LOSS) .....                |                                |                                                                           |                    |                          |                              | <u>-4809486.</u>       |           |

RENT AND ROYALTY SUMMARY

| <u>PROPERTY</u> | <u>TOTAL<br/>INCOME</u> | <u>DEPLETION/<br/>DEPRECIATION</u> | <u>OTHER<br/>EXPENSES</u> | <u>ALLOWABLE<br/>NET<br/>INCOME</u> |
|-----------------|-------------------------|------------------------------------|---------------------------|-------------------------------------|
| 1501 E MADISON  | 60,318.                 |                                    | 6,682                     | 53,636                              |
| TOTALS          | <u>60,318.</u>          |                                    | <u>6,682</u>              | <u>53,636</u>                       |



ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION                          | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|--------------------------------------|-----------------------------------------|-----------------------------|
| ROYALTY INCOME                       | 320.                                    | 320.                        |
| PARTNERSHIP INCOME                   | -406,890.                               | -392,772.                   |
| LESS: AMOUNTS REPORTED ON FORM 990-T |                                         | -11,656.                    |
| UNREALIZED GAINS (LOSSES)            | 22,371,050.                             |                             |
| TOTALS                               | <u>21,964,480.</u>                      | <u>-404,108.</u>            |

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

| <u>DESCRIPTION</u>    | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|-----------------------|---------------------------------------------------|--------------------------------------|------------------------------------|--------------------------------|
| GENERAL LEGAL COUNSEL | 31,442.                                           | 7,546.                               |                                    | 23,896.                        |
| TOTALS                | <u>31,442.</u>                                    | <u>7,546.</u>                        | <u>0.</u>                          | <u>23,896.</u>                 |

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u>            | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|-------------------------------|---------------------------------------------------|--------------------------------------|------------------------------------|--------------------------------|
| ACCOUNTING, REVIEW & TAX PREP | 66,170.                                           | 15,881.                              |                                    | 50,289.                        |
| TOTALS                        | <u>66,170.</u>                                    | <u>15,881.</u>                       | <u>0.</u>                          | <u>50,289.</u>                 |

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u>         | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|----------------------------|---------------------------------------------------|--------------------------------------|--------------------------------|
| CONSULTING FEES            | 54,694.                                           | 13,127.                              | 41,567.                        |
| INVESTMENT MANAGEMENT FEES | 73,452.                                           | 73,452.                              |                                |
| TOTALS                     | <u>128,146.</u>                                   | <u>86,579.</u>                       | <u>41,567.</u>                 |

ATTACHMENT 5FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u>            | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|-------------------------------|---------------------------------------------------|--------------------------------------|--------------------------------|
| PAYROLL TAXES                 | 38,826.                                           | 9,318.                               | 29,508.                        |
| FOREIGN INCOME TAXES          | 68,136.                                           | 68,136.                              |                                |
| FEDERAL EXCISE TAX            | 16,441.                                           |                                      |                                |
| UNRELATED BUSINESS INCOME TAX | 72,608.                                           |                                      |                                |
| PROPERTY TAX                  | 3,277.                                            | 786.                                 | 2,491.                         |
| TOTALS                        | <u>199,288.</u>                                   | <u>78,240.</u>                       | <u>31,999.</u>                 |

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION                   | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | CHARITABLE<br>PURPOSES |
|-------------------------------|-----------------------------------------|-----------------------------|------------------------|
| TEMPORARY HELP                | 150.                                    | 36.                         | 114.                   |
| BANK CHARGES                  | 1,417.                                  | 1,417.                      | 8,183.                 |
| MISCELLANEOUS FEES            | 2,353.                                  | 2,353.                      | 9,403.                 |
| LIABILITY INSURANCE           | 10,768.                                 | 2,585.                      | 2,345.                 |
| TELEPHONE                     | 12,373.                                 | 2,970.                      | 1,303.                 |
| UTILITIES                     | 3,086.                                  | 741.                        | 6,090.                 |
| WEBSITE                       | 1,714.                                  | 411.                        | 1,350.                 |
| OFFICE SUPPLIES               | 8,013.                                  | 1,923.                      | 6,507.                 |
| POSTAGE                       | 1,776.                                  | 426.                        | 2,657.                 |
| EQUIPMENT RENTAL              | 8,562.                                  | 2,055.                      | 3,621.                 |
| STORAGE RENTAL                | 3,496.                                  | 839.                        | 3,667.                 |
| REPAIRS & MAINTENANCE         | 4,764.                                  | 1,143.                      | 7,209.                 |
| MEALS & ENTERTAINMENT         | 9,650.                                  | 1,158.                      | 30,960.                |
| STRATEGIC PLANNING            | 9,485.                                  | 2,276.                      | 53.                    |
| DUES & PUBLICATIONS           | 40,737.                                 | 9,777.                      |                        |
| INDIRECT GRANT: K-1 FLOW-THRU | 53.                                     |                             |                        |
| MADISON RENTAL EXPENSES       | 6,682.                                  | 6,682.                      | 2,300.                 |
| ALLOCATIONS PROGRAM           | 2,300.                                  |                             |                        |
| TOTALS                        | 127,379.                                | 36,792.                     | 85,762.                |

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 7

| <u>DESCRIPTION</u>      | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|-------------------------|------------------------------|-----------------------|
| SUNOCO                  | 100.                         | 100.                  |
| SCHWAB SHORT TERM       | 4,118,523.                   | 4,118,523.            |
| SCHWAB SEALTH           | 61,477,900.                  | 61,477,900.           |
| SCHWAB ZEVENBERGEN      | 144.                         | 144.                  |
| SCHWAB COURTESY STOCKS  | 743.                         | 743.                  |
| NON-MANAGED INVESTMENTS | 27,025,010.                  | 27,025,010.           |
| SHOREBANK CORP          | 0.                           | 0.                    |
| TOTALS                  | <u>92,622,420.</u>           | <u>92,622,420.</u>    |

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 8

| <u>DESCRIPTION</u>            | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|-------------------------------|------------------------------|-----------------------|
| FEDERAL EXCISE TAX RECEIVABLE | 0.                           | 0.                    |
| PROGRAM RELATED INVESTMENTS   | 5,384,500.                   | 5,384,500.            |
| UNDEPOSITED FUNDS             | 76,541.                      | 76,541.               |
| TOTALS                        | <u>5,461,041.</u>            | <u>5,461,041.</u>     |



THE BULLITT FOUNDATION

91-6027795

FORM 990PF, PART II - OTHER LIABILITIES

ATTACHMENT 9

DESCRIPTION

ENDING  
BOOK VALUE

SECURITY DEPOSIT  
FEDERAL EXCISE TAX PAYABLE

5,026.  
49,237.

TOTALS

54,263.

## THE BULLITT FOUNDATION

91-6027795

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

| <u>NAME AND ADDRESS</u>                                                                      | <u>TITLE AND AVERAGE HOURS PER<br/>WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS<br/>TO EMPLOYEE<br/>BENEFIT PLANS</u> | <u>EXPENSE ACCT<br/>AND OTHER<br/>ALLOWANCES</u> |
|----------------------------------------------------------------------------------------------|-----------------------------------------------------------------|---------------------|--------------------------------------------------------|--------------------------------------------------|
| HARRIET BULLITT<br>C/O THE BULLITT FOUNDATION<br>1212 MINOR AVENUE<br>SEATTLE, WA 98101-2825 | VICE-CHAIR<br>1.00                                              | 0.                  | 0.                                                     | 0.                                               |
| MAGGIE WALKER<br>C/O THE BULLITT FOUNDATION<br>1212 MINOR AVENUE<br>SEATTLE, WA 98101-2825   | CHAIR<br>6.00                                                   | 0.                  | 0.                                                     | 0.                                               |
| ANNE FENNESSY<br>C/O THE BULLITT FOUNDATION<br>1212 MINOR AVENUE<br>SEATTLE, WA 98101-2825   | SECRETARY<br>2.00                                               | 0.                  | 0.                                                     | 0.                                               |
| DENIS HAYES<br>C/O THE BULLITT FOUNDATION<br>1212 MINOR AVENUE<br>SEATTLE, WA 98101-2825     | PRESIDENT<br>50.00                                              | 269,998.            | 54,393.                                                | 0.                                               |
| PHYLLIS WISE<br>C/O THE BULLITT FOUNDATION<br>1212 MINOR AVENUE<br>SEATTLE, WA 98101-2825    | TREASURER<br>2.00                                               | 0.                  | 0.                                                     | 0.                                               |

## THE BULLITT FOUNDATION

91-6027795

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10 (CONT'D)

| <u>NAME AND ADDRESS</u>                                                                       | <u>TITLE AND AVERAGE HOURS PER<br/>WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS<br/>TO EMPLOYEE<br/>BENEFIT PLANS</u> | <u>EXPENSE ACCT<br/>AND OTHER<br/>ALLOWANCES</u> |
|-----------------------------------------------------------------------------------------------|-----------------------------------------------------------------|---------------------|--------------------------------------------------------|--------------------------------------------------|
| DOUGLASS A. RAFF<br>C/O THE BULLITT FOUNDATION<br>1212 MINOR AVENUE<br>SEATTLE, WA 98101-2825 | TRUSTEE<br>2.00                                                 | 0.                  | 0.                                                     | 0.                                               |
| ESTELLA LEOPOLD<br>C/O THE BULLITT FOUNDATION<br>1212 MINOR AVENUE<br>SEATTLE, WA 98101-2825  | TRUSTEE<br>1.00                                                 | 0.                  | 0.                                                     | 0.                                               |
| JABE BLUMENTHAL<br>C/O THE BULLITT FOUNDATION<br>1212 MINOR AVENUE<br>SEATTLE, WA 98101-2825  | TRUSTEE<br>2.00                                                 | 0.                  | 0.                                                     | 0.                                               |
| MICHAEL PARHAM<br>C/O THE BULLITT FOUNDATION<br>1212 MINOR AVENUE<br>SEATTLE, WA 98101-2825   | TRUSTEE<br>1.00                                                 | 0.                  | 0.                                                     | 0.                                               |
| GRAND TOTALS                                                                                  |                                                                 | <u>269,998.</u>     | <u>54,393.</u>                                         | <u>0.</u>                                        |

THE BULLITT FOUNDATION

91-6027795

ATTACHMENT 11

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

THE BULLITT FOUNDATION  
1212 MINOR AVENUE  
SEATTLE, WA 98101-2825  
206-343-0807

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

SEE THE WEBSITE BULLITT.ORG/GRANTMAKING FOR THE GRANTMAKING  
PROCESS.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GEOGRAPHICAL RESTRICTIONS - LIMITED TO THE PACIFIC NORTHWEST  
CHARITABLE FIELD RESTRICTIONS - LIMITED TO ENVIRONMENTAL  
GENERAL RESTRICTIONS - AWARDS WILL GENERALLY ONLY BE MADE TO 501(C)(3)  
ORGANIZATIONS.

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

ATTACHMENT 14

| ECIPIENT NAME AND ADDRESS                                       | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |                | PURPOSE OF GRANT OR CONTRIBUTION            | AMOUNT     |
|-----------------------------------------------------------------|----------------------------------------------------------------------------------|----------------|---------------------------------------------|------------|
|                                                                 |                                                                                  |                |                                             |            |
| EE ATTACHMENT A<br>ECIPIENTS' ADDRESSES AVAILABLE UPON REQUEST. | N/A                                                                              | SEE STATEMENT  | PROTECTING AND RESTORING THE NW ENVIRONMENT | 4,477,234. |
| EE ATTACHMENT A<br>ECIPIENTS' ADDRESSES AVAILABLE UPON REQUEST  | N/A                                                                              | PUBLIC CHARITY | VARIOUS CHARITABLE PURPOSES                 | 141,233.   |
| L. MICHAH<br>AVAILABLE ON REQUEST                               | N/A                                                                              | INDIVIDUAL     | PATSY PRIZE RECIPIENT                       | 100,000    |
| NW SCHOOL OF THE ENVIRONMENT<br>AVAILABLE ON REQUEST            | N/A                                                                              | PUBLIC CHARITY | ENVIRONMENTAL PURPOSES                      | 2,000,000. |
| TOTAL CONTRIBUTIONS PAID                                        |                                                                                  |                |                                             | 6,718,467. |

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 15

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHMENT A

N/A

PROTECTING AND RESTORING THE ENVIRONMENT

40,000

RECIPIENTS' ADDRESSES AVAILABLE UPON REQUEST.

SEE STATEMENT

TOTAL CONTRIBUTIONS APPROVED

40,000



**The Bullitt Foundation**

91-6027795

**Form 990PF**

2009

Gifts to public charities for the purpose of protecting and restoring the environment of the Pacific Northwest:

| ORGANIZATION                               | AMOUNT  | PC/PF |
|--------------------------------------------|---------|-------|
| 1000 Friends of Oregon                     | 75,000  | PC    |
| A World Institute for Sustainable Humanity | 25,000  | PC    |
| Alaska Center for the Environment          | 35,000  | PC    |
| Alaska Conservation Alliance               | 25,000  | PC    |
| American Farmland Trust                    | 30,000  | PC    |
| American Rivers                            | 40,000  | PC    |
| Anchorage Waterways Council                | 25,000  | PC    |
| Bicycle Transportation Alliance            | 17,000  | PC    |
| Canadian Parks & Wilderness Society        | 40,000  | PC    |
| Cascade Land Conservancy                   | 200,000 | PC    |
| Center for Justice                         | 25,000  | PC    |
| Citizens for a Healthy Bay                 | 20,000  | PC    |
| City Club                                  | 5,000   | PC    |
| Climate Solutions                          | 130,000 | PC    |
| Conservation Northwest                     | 30,000  | PC    |
| Consultative Group on Biological Diversity | 10,000  | PC    |
| Cook Inlet Keeper                          | 35,000  | PC    |
| David Suzuki Foundation                    | 130,000 | PC    |
| Defenders of Wildlife                      | 35,000  | PC    |
| Duwamish River Cleanup Coalition           | 30,000  | PC    |
| Earth Economics                            | 25,000  | PC    |
| EarthCorps                                 | 32,000  | PC    |
| Earthjustice                               | 50,000  | PC    |
| Ecojustice Canada                          | 50,000  | PC    |
| Ecotrust                                   | 50,000  | PC    |
| Ecotrust Canada                            | 40,000  | PC    |
| Environmental Law Alliance Worldwide       | 10,000  | PC    |
| Executive Service Corps of Washington      | 7,500   | PC    |
| Exloco                                     | 45,000  | PC    |
| Food Alliance                              | 40,000  | PC    |
| Forest Stewardship Council - US            | 29,000  | PC    |
| Freshwater Trust                           | 30,000  | PC    |
| Friends of the San Juans                   | 35,000  | PC    |
| Fuse Innovation Fund                       | 35,000  | PC    |
| Futurewise                                 | 75,000  | PC    |
| Georgia Strait Alliance                    | 30,000  | PC    |
| Groundwire                                 | 50,000  | PC    |
| Hanford Challenge                          | 70,000  | PC    |
| Hood River Valley Residents Committee      | 17,500  | PC    |
| Idaho Conservation League                  | 50,000  | PC    |
| Idaho Rural Council                        | 25,000  | PC    |

**The Bullitt Foundation**

91-6027795

**Form 990PF**

2009

|                                               |         |    |
|-----------------------------------------------|---------|----|
| Institutes for Journalism & Natural Resources | 40,000  | PC |
| Island Press - Center for Resource Economics  | 30,000  | PC |
| Justice Alliance Education Fund               | 50,000  | PC |
| Lake Roosevelt Forum                          | 15,000  | PC |
| Lands Council                                 | 25,000  | PC |
| Leadership Tomorrow                           | 5,400   | PC |
| Lewis & Clark College                         | 41,000  | PC |
| Local Government Commission                   | 7,500   | PC |
| Marine Conservation Biology Institute         | 45,000  | PC |
| Montana Environmental Information Center      | 50,000  | PC |
| Mountains to Sound Greenway Trust             | 50,000  | PC |
| National Caucus of Environmental Legislators  | 25,000  | PC |
| National Wildlife Federation                  | 135,000 | PC |
| National Resources Defense Council            | 65,000  | PC |
| NW Coalition for Alternatives to Pesticides   | 22,000  | PC |
| NW Environmental Defense Center               | 30,000  | PC |
| NW Energy Coalition                           | 65,000  | PC |
| OR Environmental Council                      | 70,000  | PC |
| OR League of Conservation Voters Educ. Fund   | 40,000  | PC |
| Oregon Shores Conservation Coalition          | 25,000  | PC |
| Oregon State University                       | 115,000 | PC |
| Oregon Wine Board                             | 20,000  | PC |
| Pacific Rivers Council                        | 35,000  | PC |
| People for Puget Sound                        | 50,000  | PC |
| Pilchuck Audubon Society                      | 20,000  | PC |
| Portland State University                     | 38,000  | PC |
| Puget Soundkeeper Alliance                    | 35,000  | PC |
| Renewable Energy Alaska Project               | 25,000  | PC |
| Renewable Northwest Project                   | 85,000  | PC |
| Resource Innovation Group                     | 50,000  | PC |
| Resource Media                                | 50,000  | PC |
| Resurrection Bay Conservaton Alliance         | 17,300  | PC |
| River Network                                 | 35,000  | PC |
| Rivershed Society of British Columbia         | 25,000  | PC |
| Salmon-Safe Inc.                              | 35,000  | PC |
| ShoreBank Enterprise Cascadia                 | 5,000   | PC |
| Sightline Institute                           | 80,000  | PC |
| Siskiyou Regional Education Project           | 20,000  | PC |
| Skagitonians to Preserve Farmland             | 25,000  | PC |
| Smart Growth America                          | 50,000  | PC |
| Smart Growth BC                               | 35,000  | PC |
| Sonoran Institute                             | 50,000  | PC |
| Southeast Alaska Conservation Council         | 20,000  | PC |
| Stewardship Partners                          | 40,000  | PC |
| Student Conservation Association              | 40,000  | PC |
| Surfrider Foundation                          | 50,000  | PC |
| Sustainable Connections                       | 25,000  | PC |
| Tahoma Audubon Society                        | 20,000  | PC |
| Taproot Foundation                            | 18,000  | PC |

Attachment A

**The Bullitt Foundation**

91-6027795

**Form 990PF**

2009

|                                              |                     |    |
|----------------------------------------------|---------------------|----|
| The Wilderness Society                       | 50,000              | PC |
| Tides Foundation                             | 50,000              | PC |
| Tilth Producers of Washington                | 13,500              | PC |
| Trout Unlimited Inc.                         | 48,500              | PC |
| Trout Unlimited/Washington Water Project     | 45,000              | PC |
| Trust for Conservation Innovation            | 30,000              | PC |
| Trustees for Alaska                          | 30,000              | PC |
| Tualatin Riverkeepers                        | 25,000              | PC |
| University of Washington Foundation          | 15,000              | PC |
| Urban Greenspaces Institute                  | 25,000              | PC |
| Virginia Organizing Project                  | 5,000               | PC |
| WA Citizens for Resource Conservation        | 30,000              | PC |
| WA Environmental Council                     | 125,000             | PC |
| WA State University Foundation               | 2,500               | PC |
| WA Toxics Coalition                          | 60,000              | PC |
| WA Wildlife & Recreation Foundation          | 15,000              | PC |
| Watershed Watch Salmon Society               | 35,000              | PC |
| WaterWatch of Oregon                         | 30,000              | PC |
| West Coast Environmental Law Research Fndn   | 25,000              | PC |
| Western Sustainability Exchange              | 25,000              | PC |
| Wildlands CPR                                | 25,000              | PC |
| Willamette Riverkeeper                       | 35,000              | PC |
| Xerces Society for Invertebrate Conservation | 20,000              | PC |
|                                              | <b>\$ 4,471,700</b> |    |

**Authorized gifts unpaid at 12/31/09:**

|                              |                 |
|------------------------------|-----------------|
| Oregon Environmental Council | 5,000           |
| Stewardship Partners         | 20,000          |
| Trout Unlimited              | <u>15,000</u>   |
|                              | <b>(40,000)</b> |

**\$ 4,431,700****Granted in prior years; paid in 2009:**

|                                        |                 |
|----------------------------------------|-----------------|
| Fraser Riverkeeper                     | \$ 25,000       |
| Renewable Energy Alaska Project        | 4,500           |
| Resurrection Bay Conservation Alliance | 10,000          |
| Washington Rivers Conservancy          | 15,000          |
| Washington Toxics Coalition            | 3,000           |
| Climate Group (returned unused funds)  | <u>(11,966)</u> |

**\$ 45,534****Net grants paid 2009****\$ 4,477,234**

**MATCHING GIFTS**

|                                            |        |
|--------------------------------------------|--------|
| 1SKY EDUCATION FUND                        | 2,500  |
| A WORLD INSTITUTE FOR SUSTAINABLE HUMANITY | 1,500  |
| ALDO LEOPOLD FOUNDATION                    | 9,600  |
| AMERICAN RED CROSS                         | 180    |
| ARTS FUND                                  | 750    |
| BLUFF LAKE NATURE CENTER                   | 600    |
| BREAST CANCER PREVENTION FUND              | 135    |
| BUILDING CHANGES                           | 225    |
| BURKE MUSEUM                               | 600    |
| CARDIGAN MOUNTAIN SCHOOL                   | 75     |
| CASCADE LAND CONSERVANCY                   | 450    |
| CATHERINE WASHBURN MEMORIAL ASSN           | 75     |
| CENTER FOR SPIRITUAL LIVING                | 375    |
| CLIMATE SOLUTIONS                          | 5,240  |
| COLA                                       | 150    |
| COMBINED FEDERAL CAMPAIGN                  | 600    |
| COMPASSION & CHOICES OF WA                 | 75     |
| CONSERVATION NORTHWEST                     | 2,025  |
| CORNISH COLLEGE OF THE ARTS                | 975    |
| CROSSCUT                                   | 450    |
| CYSTIC FIBROSIS FOUNDATION                 | 150    |
| DOCTORS WITHOUT BORDERS                    | 150    |
| EARTH MINISTRY                             | 75     |
| EARTHSHARE OF WASHINGTON                   | 6,480  |
| ECONOMIC OPPORTUNITY INSTITUTE             | 2,500  |
| ENVIRONMENTAL LAW ALLIANCE                 | 1,875  |
| FARE START                                 | 5,325  |
| FIDELITY CHARITABLE GIFT FUND              | 14,000 |
| FRIENDS OF LOPEZ ISLAND LIBRARY            | 75     |
| FRIENDS OF THE FLORISSANT FOSSIL BD        | 100    |
| FRIENDS OF THE SAN JUANS                   | 225    |
| FUTUREWISE                                 | 1,525  |
| GIVE2 THE TROOPS                           | 150    |
| GLOBAL PARTNERSHIPS                        | 7,500  |
| GREAT CITY INITIATIVE                      | 1,000  |
| HEIFER INTERNATIONAL                       | 75     |
| HAAS FOUNDATION                            | 150    |
| HISTORY LINK                               | 375    |
| HOLOCAUST MEMORIAL MUSEUM                  | 255    |
| HOPE HEART INSTITUTE                       | 75     |
| JEFFERSON LAND TRUST                       | 1,050  |
| KCSARC                                     | 300    |
| KCTS                                       | 575    |
| KPLU                                       | 75     |
| KUOW                                       | 650    |
| LEGAL VOICE                                | 75     |
| LOPEZ CENTER FOR COMMUNITY & ARTS          | 75     |

MATCHING GIFTS

|                                         |        |
|-----------------------------------------|--------|
| LOPEZ CHILDREN'S CENTER                 | 75     |
| LOPEZ COMMUNITY LAND TRUST              | 75     |
| LOPEZ ISLAND COMMUNITY FIREWORKS        | 120    |
| LOPEZ ISLAND EDUCATION FOUNDATION       | 75     |
| LOPEZ ISLAND FAMILY RES. CENTER         | 75     |
| LOPEZ ISLAND HOSPICE                    | 75     |
| LOPEZ UNION CEMETARY ASSOCIATION        | 225    |
| MAPLE LEAF COMMUNITY CENTER             | 75     |
| MARKET FOUNDATION                       | 675    |
| MEDIEVAL WOMEN'S CHOIR                  | 120    |
| MUSEUM OF HISTORY & INDUSTRY            | 5,000  |
| NATIONAL MULTIPLE SCLEROSIS SOCIETY     | 300    |
| NATIONAL WILDLIFE FEDERATION            | 45     |
| NEIGHBORCARE HEALTHY PIKE MARKET CLINIC | 1,500  |
| NEIGHBORHOOD COOKING FOUNDATION         | 375    |
| NEW BEGINNINGS                          | 25     |
| NEW HAMPSHIRE ASSN FOR THE BLIND        | 75     |
| NORTHWEST HARVEST                       | 525    |
| NORTHWEST PUPPET CENTER                 | 75     |
| ONE REEL                                | 1,875  |
| OREGON SHAKESPEARE FESTIVAL             | 450    |
| PAGE AHEAD                              | 150    |
| PARTNERS OF THE AMERICAS                | 150    |
| PAWSITIVE ALLIANCE                      | 90     |
| PEOPLE FOR PUGET SOUND                  | 150    |
| PLANNED PARENTHOOD                      | 250    |
| PUGET SOUNDKEEPER ALLIANCE              | 150    |
| RURAL DEVELOPMENT INSTITUTE             | 300    |
| SALVATION ARMY                          | 75     |
| SAN JUAN PRESERVATION TRUST             | 75     |
| SAVE LAKE SAMMAMISH                     | 90     |
| SEATTLE ANIMAL SHELTER                  | 300    |
| SEATTLE ART MUSEUM                      | 5,000  |
| SEATTLE AUDUBON SOCIETY                 | 825    |
| SEATTLE HUMANE SOCIETY                  | 300    |
| SEATTLE MEN'S CHORUS                    | 375    |
| SEATTLE PUBLIC LIBRARY FNDN             | 300    |
| SIGHTLINE INSTITUTE                     | 2,000  |
| SODA                                    | 1,800  |
| STANFORD UNIVERSITY                     | 150    |
| TEACH FOR AMERICAN                      | 750    |
| THE LIVING BREATH FOUNDATION            | 750    |
| THE WILDERNESS SOCIETY                  | 750    |
| TRUST FOR PUBLIC LAND                   | 18,000 |
| UNICEF                                  | 270    |
| UNITED STATES MISSION CORPORATION       | 75     |
| UNIVERSITY DISTRICT FOOD BANK           | 375    |

**MATCHING GIFTS**

|                                  |               |
|----------------------------------|---------------|
| UNIVERSITY OF WASHINGTON FNDN    | <b>18,600</b> |
| USD/KAPPA ALPHA THETA            | <b>75</b>     |
| WALLA WALLA COMMUNITY HOSPICE    | <b>75</b>     |
| WASHINGTON ENVIRONMENTAL COUNCIL | <b>1,050</b>  |
| WASHINGTON FNDN FOR THE ENVIRON. | <b>105</b>    |
| WASHINGTON TOXICS COALITION      | <b>1,128</b>  |
| WASHINGTON WOMEN'S FOUNDATION    | <b>1,250</b>  |
| WESTERN WASHINGTON UNIV FNDN     | <b>150</b>    |
| WHITMAN COLLEGE                  | <b>750</b>    |
| WING LUKE ASIAN MUSEUM           | <b>750</b>    |
| YALE UNIVERSITY                  | <b>750</b>    |

**TOTAL MATCHING GIFTS 2009** **\$ 141,458**

**Prior year gift check lost:**  
**Conservation Northwest**

**(225)**  
**\$ 141,233**

THE BULLITT FOUNDATION  
 990-PF PART II, LINE 11  
 FOR THE YEAR ENDED 12/31/09

COST

|                | BALANCE<br>12/31/2008 | ADDITIONS | DELETIONS | BALANCE<br>12/31/2009 |
|----------------|-----------------------|-----------|-----------|-----------------------|
| LAND           | 3,115,742             |           |           | 3,115,742             |
| CIP - BUILDING | 76,112                | 392,490   |           | 468,602               |
|                | 3,191,854             | 392,490   | 0         | 3,584,344             |

**BULLITT FOUNDATION**  
**Comprehensive Depreciation [Depreciation]**  
**Federal Tax**  
**For the Period January 1, 2009 to December 31, 2009**

| Asset ID           | Selected Dates                       |               |           | Asset Balances |           |        | Depreciable Basis     |           |                    |           | Current & Accum Depreciation |                             |                   |                       | Net Book Value |                    |                   |                         |                    |
|--------------------|--------------------------------------|---------------|-----------|----------------|-----------|--------|-----------------------|-----------|--------------------|-----------|------------------------------|-----------------------------|-------------------|-----------------------|----------------|--------------------|-------------------|-------------------------|--------------------|
|                    | Placed In Service Date               | Disposal Date | Beginning | Additions      | Deletions | Ending | Dep'r Meth/Conv Yr Mo | Book Cost | Revisions Absorbed | Bus Use % | Net S178A & AFYD             | Additional First Year Dep'r | Depreciable Basis | Beginning Accum Dep'r |                | Current Dep'r AFYD | Net Sec 178A/179A | Net Additions Deletions | Ending Accum Dep'r |
| Mass EQP ULL000011 | LAPTOP COMPUTER 4/25/1997            | 6/30/2009     | 6,219.00  | 0.00           | 6,219.00  | 0.00   | MS100AHY 5 0          | 6,219.00  | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 6,219.00              | 0.00           | 0.00               | 0.00              | -6,219.00               | 0.00               |
| ULL000013          | HP LASER JET PRINTER 4/11/1991       | 6/30/2009     | 876.00    | 0.00           | 876.00    | 0.00   | MS100AHY 5 0          | 876.00    | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 876.00                | 0.00           | 0.00               | 0.00              | -876.00                 | 0.00               |
| ULL000020          | LASER WRITER II F 5/29/1992          | 6/30/2009     | 3,300.00  | 0.00           | 3,300.00  | 0.00   | MS100AHY 5 0          | 3,300.00  | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 3,300.00              | 0.00           | 0.00               | 0.00              | -3,300.00               | 0.00               |
| ULL000021          | PHONES 6/5/1992                      | 6/30/2009     | 578.00    | 0.00           | 578.00    | 0.00   | MS100AHY 7 0          | 578.00    | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 578.00                | 0.00           | 0.00               | 0.00              | -578.00                 | 0.00               |
| ULL000022          | PHONES 6/19/1992                     | 6/30/2009     | 380.00    | 0.00           | 380.00    | 0.00   | MS100AHY 7 0          | 380.00    | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 380.00                | 0.00           | 0.00               | 0.00              | -380.00                 | 0.00               |
| ULL000027          | COMPUTER EQUIPMENT MONITOR 8/20/1997 | 6/30/2009     | 1,427.00  | 0.00           | 1,427.00  | 0.00   | MS100AHY 5 0          | 1,427.00  | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 1,427.00              | 0.00           | 0.00               | 0.00              | -1,427.00               | 0.00               |
| ULL000028          | COMPUTER EQUIPMENT 7/9/1996          | 6/30/2009     | 1,288.00  | 0.00           | 1,288.00  | 0.00   | MS100AHY 5 0          | 1,288.00  | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 1,288.00              | 0.00           | 0.00               | 0.00              | -1,288.00               | 0.00               |
| ULL000031          | COMPUTER EQUIPMENT 3/17/1993         | 6/30/2009     | 502.00    | 0.00           | 502.00    | 0.00   | MS100AHY 5 0          | 502.00    | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 502.00                | 0.00           | 0.00               | 0.00              | -502.00                 | 0.00               |
| ULL000032          | REFRIGERATOR 3/17/1993               | 6/30/2009     | 2,380.00  | 0.00           | 2,380.00  | 0.00   | MS100AHY 5 0          | 2,380.00  | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 2,380.00              | 0.00           | 0.00               | 0.00              | -2,380.00               | 0.00               |
| ULL000033          | TELEPHONES 3/26/1993                 | 6/30/2009     | 200.00    | 0.00           | 200.00    | 0.00   | MS100AHY 7 0          | 200.00    | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 200.00                | 0.00           | 0.00               | 0.00              | -200.00                 | 0.00               |
| ULL000036          | CACHE CARD 5/5/1993                  | 6/30/2009     | 548.00    | 0.00           | 548.00    | 0.00   | MS100AHY 5 0          | 548.00    | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 548.00                | 0.00           | 0.00               | 0.00              | -548.00                 | 0.00               |
| ULL000037          | NETWORKING SOFTWARE 5/7/1993         | 6/30/2009     | 325.00    | 0.00           | 325.00    | 0.00   | MS100AHY 5 0          | 325.00    | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 325.00                | 0.00           | 0.00               | 0.00              | -325.00                 | 0.00               |
| ULL000038          | TELEPHONE 8/13/1993                  | 6/30/2009     | 3,668.00  | 0.00           | 3,668.00  | 0.00   | MS100AHY 5 0          | 3,668.00  | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 3,668.00              | 0.00           | 0.00               | 0.00              | -3,668.00               | 0.00               |
| ULL000039          | PRINTER 3/8/1994                     | 6/30/2009     | 537.00    | 0.00           | 537.00    | 0.00   | MS100AHY 5 0          | 537.00    | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 537.00                | 0.00           | 0.00               | 0.00              | -537.00                 | 0.00               |
| ULL000040          | LIGHTING 4/8/1994                    | 6/30/2009     | 2,272.00  | 0.00           | 2,272.00  | 0.00   | MS100AHY 5 0          | 2,272.00  | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 2,272.00              | 0.00           | 0.00               | 0.00              | -2,272.00               | 0.00               |
| ULL000043          | REPLACEMENT COMPUTER 2/18/1994       | 6/30/2009     | 504.00    | 0.00           | 504.00    | 0.00   | MS100AHY 7 0          | 504.00    | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 504.00                | 0.00           | 0.00               | 0.00              | 0.00                    | 504.00             |
| ULL000046          | COMPUTER EQ & SFTWR 6/26/1995        | 6/30/2009     | 1,499.00  | 0.00           | 1,499.00  | 0.00   | MS100AMQ 5 0          | 1,499.00  | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 1,499.00              | 0.00           | 0.00               | 0.00              | -1,499.00               | 0.00               |
| ULL000047          | COMPUTER SOFTWARE 7/21/1995          | 6/30/2009     | 1,579.00  | 0.00           | 1,579.00  | 0.00   | MS100AMQ 5 0          | 1,579.00  | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 1,579.00              | 0.00           | 0.00               | 0.00              | 0.00                    | 1,579.00           |
| ULL000048          | COMPUTER SOFTWARE 10/23/1995         | 6/30/2009     | 844.00    | 0.00           | 844.00    | 0.00   | MS100AMQ 5 0          | 844.00    | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 844.00                | 0.00           | 0.00               | 0.00              | 0.00                    | 844.00             |
| ULL000049          | COMPUTER EQUIPMENT 7/12/1996         | 6/30/2009     | 920.00    | 0.00           | 920.00    | 0.00   | SL100FM 3 0           | 920.00    | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 920.00                | 0.00           | 0.00               | 0.00              | 0.00                    | 920.00             |
| ULL000050          | COMPUTER SOFTWARE 8/5/1996           | 6/30/2009     | 1,428.00  | 0.00           | 1,428.00  | 0.00   | MS100AHY 7 0          | 1,428.00  | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 1,428.00              | 0.00           | 0.00               | 0.00              | 0.00                    | 1,428.00           |
| ULL000051          | COMPUTER SOFTWARE 9/16/1996          | 6/30/2009     | 840.00    | 0.00           | 840.00    | 0.00   | SL100FM 3 0           | 840.00    | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 840.00                | 0.00           | 0.00               | 0.00              | 0.00                    | 840.00             |
| ULL000052          | COMPUTER SOFTWARE 1/19/1996          | 6/30/2009     | 3,368.00  | 0.00           | 3,368.00  | 0.00   | MS100AHY 3 0          | 3,368.00  | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 3,368.00              | 0.00           | 0.00               | 0.00              | 0.00                    | 3,368.00           |
| ULL000053          | POWER MAC 7500 2/15/1996             | 6/30/2009     | 4,121.00  | 0.00           | 4,121.00  | 0.00   | MS100AHY 5 0          | 4,121.00  | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 4,121.00              | 0.00           | 0.00               | -4,121.00         | 0.00                    | 0.00               |
| ULL000054          | MEMORY UPGRADES 3/12/1996            | 6/30/2009     | 1,338.00  | 0.00           | 1,338.00  | 0.00   | MS100AHY 5 0          | 1,338.00  | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 1,338.00              | 0.00           | 0.00               | 0.00              | -1,338.00               | 0.00               |
| ULL000055          | COMPUTER EQUIPMENT 10/1/1997         | 6/30/2009     | 1,450.00  | 0.00           | 1,450.00  | 0.00   | MS100AHY 5 0          | 1,450.00  | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 1,450.00              | 0.00           | 0.00               | 0.00              | 0.00                    | 1,450.00           |
| ULL000056          | COMPUTER EQUIPMENT 10/29/1997        | 6/30/2009     | 2,715.00  | 0.00           | 2,715.00  | 0.00   | MS100AHY 5 0          | 2,715.00  | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 2,715.00              | 0.00           | 0.00               | 0.00              | 0.00                    | 2,715.00           |
| ULL000067          | COMPUTER EQUIPMENT 4/17/1998         | 6/30/2009     | 526.00    | 0.00           | 526.00    | 0.00   | MS100AHY 5 0          | 526.00    | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 526.00                | 0.00           | 0.00               | 0.00              | 0.00                    | 526.00             |
| ULL000068          | MAC POWERBOOK LAPTOP 7/20/1998       | 6/30/2009     | 5,420.00  | 0.00           | 5,420.00  | 0.00   | MS100AHY 5 0          | 5,420.00  | 0.00               | 100.00    | 0.00                         | 0.00                        | 0.00              | 5,420.00              | 0.00           | 0.00               | -5,420.00         | 0.00                    | 0.00               |



| Asset ID                | Placed in Service Date                | Asset Balances |           |           | Depreciable Basis |                |            |           | Current & Accum Depreciation |           |                 |                            | Net Book Value |                   |                      |                     |                  |                         |                   |
|-------------------------|---------------------------------------|----------------|-----------|-----------|-------------------|----------------|------------|-----------|------------------------------|-----------|-----------------|----------------------------|----------------|-------------------|----------------------|---------------------|------------------|-------------------------|-------------------|
|                         |                                       | Beginning      | Additions | Deletions | Ending            | Depr Meth/Conv | Life Yr/Mo | Book Cost | Revisions Absorbed           | Bus Use % | Net S179/A AFYD | Additional First Year Depr |                | Depreciable Basis | Beginning Accum Depr | Current Depr & AFYD | Net Sec 179/178A | Net Additions Deletions | Ending Accum Depr |
| Class EQP<br>JULL000069 | COMPUTER EQUIPMENT<br>8/19/1998       | 535.00         | 0.00      | 0.00      | 535.00            | MS100AHY       | 50         | 535.00    | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 535.00            | 0.00                 | 0.00                | 0.00             | 535.00                  | 0.00              |
| JULL000071              | COMPUTER BACK-UP EQP<br>7/15/1999     | 1,583.00       | 0.00      | 1,583.00  | 0.00              | MS100AMQ       | 50         | 1,583.00  | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 1,583.00          | 0.00                 | 0.00                | -1,583.00        | 0.00                    | 0.00              |
| JULL000072              | COMPUTER HARDWARE<br>12/14/1999       | 12,367.00      | 0.00      | 0.00      | 12,367.00         | MS100AMQ       | 50         | 12,367.00 | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 12,367.00         | 0.00                 | 0.00                | 0.00             | 12,367.00               | 0.00              |
| JULL000073              | COMPUTER EQUIPMENT<br>8/12/1999       | 1,050.00       | 0.00      | 0.00      | 1,050.00          | MS100AMQ       | 50         | 1,050.00  | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 1,050.00          | 0.00                 | 0.00                | 0.00             | 1,050.00                | 0.00              |
| JULL000074              | LASERWRITER PRINTER<br>10/27/1992     | 1,751.00       | 0.00      | 1,751.00  | 0.00              | MS100AHY       | 50         | 1,751.00  | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 1,751.00          | 0.00                 | 0.00                | -1,751.00        | 0.00                    | 0.00              |
| JULL000075              | COMPUTER EQUIPMENT<br>1/11/2000       | 5,541.00       | 0.00      | 0.00      | 5,541.00          | MS100AHY       | 50         | 5,541.00  | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 5,541.00          | 0.00                 | 0.00                | 0.00             | 5,541.00                | 0.00              |
| JULL000076              | COMPUTER SOFTWARE<br>3/12/1996        | 197.00         | 0.00      | 0.00      | 197.00            | SL100FM        | 30         | 197.00    | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 197.00            | 0.00                 | 0.00                | 0.00             | 197.00                  | 0.00              |
| JULL000078              | COMPUTER SOFTWARE<br>2/14/2000        | 448.00         | 0.00      | 0.00      | 448.00            | SL100FM        | 30         | 448.00    | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 448.00            | 0.00                 | 0.00                | 0.00             | 448.00                  | 0.00              |
| JULL000079              | COMPUTER SOFTWARE<br>3/9/2000         | 750.00         | 0.00      | 0.00      | 750.00            | SL100FM        | 30         | 750.00    | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 750.00            | 0.00                 | 0.00                | 0.00             | 750.00                  | 0.00              |
| JULL000083              | POWER MAC 7500-100<br>12/22/1995      | 3,633.00       | 0.00      | 3,633.00  | 0.00              | MS100AHY       | 50         | 3,633.00  | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 3,633.00          | 0.00                 | 0.00                | -3,633.00        | 0.00                    | 0.00              |
| JULL000084              | COMPUTER EQUIPMENT<br>4/3/2000        | 865.00         | 0.00      | 0.00      | 865.00            | MS100AHY       | 50         | 865.00    | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 865.00            | 0.00                 | 0.00                | 0.00             | 865.00                  | 0.00              |
| JULL000085              | COMPUTER SOFTWARE<br>4/12/2000        | 670.00         | 0.00      | 0.00      | 670.00            | SL100FM        | 30         | 670.00    | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 670.00            | 0.00                 | 0.00                | 0.00             | 670.00                  | 0.00              |
| JULL000088              | MONITOR<br>12/22/1995                 | 1,102.00       | 0.00      | 1,102.00  | 0.00              | MS100AHY       | 50         | 1,102.00  | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 1,102.00          | 0.00                 | 0.00                | -1,102.00        | 0.00                    | 0.00              |
| JULL000089              | COMPUTER EQ & SFTWR<br>5/15/2000      | 4,102.00       | 0.00      | 0.00      | 4,102.00          | MS100AHY       | 50         | 4,102.00  | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 4,102.00          | 0.00                 | 0.00                | 0.00             | 4,102.00                | 0.00              |
| JULL000090              | COMPUTER EQUIPMENT<br>7/13/2000       | 588.00         | 0.00      | 0.00      | 588.00            | MS100AHY       | 50         | 588.00    | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 588.00            | 0.00                 | 0.00                | 0.00             | 588.00                  | 0.00              |
| JULL000091              | FLAT SCREEN MONITOR<br>8/14/2000      | 1,419.00       | 0.00      | 0.00      | 1,419.00          | MS100AHY       | 50         | 1,419.00  | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 1,419.00          | 0.00                 | 0.00                | 0.00             | 1,419.00                | 0.00              |
| JULL000093              | KEYBOARD<br>12/22/1995                | 88.00          | 0.00      | 88.00     | 0.00              | MS100AHY       | 50         | 88.00     | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 88.00             | 0.00                 | 0.00                | -88.00           | 0.00                    | 0.00              |
| JULL000094              | CACHE CARD<br>12/22/1995              | 209.00         | 0.00      | 0.00      | 209.00            | MS100AHY       | 50         | 209.00    | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 209.00            | 0.00                 | 0.00                | 0.00             | 209.00                  | 0.00              |
| JULL000095              | TV/VCR<br>9/19/1996                   | 655.00         | 0.00      | 0.00      | 655.00            | MS100AHY       | 50         | 655.00    | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 655.00            | 0.00                 | 0.00                | 0.00             | 655.00                  | 0.00              |
| JULL000096              | COMPUTER EQUIPMENT<br>10/14/1996      | 541.00         | 0.00      | 0.00      | 541.00            | MS100AHY       | 50         | 541.00    | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 541.00            | 0.00                 | 0.00                | 0.00             | 541.00                  | 0.00              |
| JULL000097              | COMPUTER EQUIPMENT<br>10/16/1996      | 606.00         | 0.00      | 0.00      | 606.00            | MS100AHY       | 50         | 606.00    | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 606.00            | 0.00                 | 0.00                | 0.00             | 606.00                  | 0.00              |
| JULL000098              | COMPUTER EQ & SFTWR<br>4/18/1995      | 873.00         | 0.00      | 0.00      | 873.00            | MS100AMQ       | 50         | 873.00    | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 873.00            | 0.00                 | 0.00                | 0.00             | 873.00                  | 0.00              |
| JULL000100              | COMPUTER EQUIPMENT<br>9/22/2000       | 2,848.00       | 0.00      | 0.00      | 2,848.00          | MS100AHY       | 50         | 2,848.00  | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 2,848.00          | 0.00                 | 0.00                | 0.00             | 2,848.00                | 0.00              |
| JULL000160              | LAPTOP COMPUTER<br>7/13/2001          | 3,665.00       | 0.00      | 3,665.00  | 0.00              | MS100AMQ       | 50         | 3,665.00  | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 3,665.00          | 0.00                 | 0.00                | -3,665.00        | 0.00                    | 0.00              |
| JULL000170              | COMPUTER EQUIPMENT<br>7/13/2001       | 3,388.00       | 0.00      | 0.00      | 3,388.00          | MS100AMQ       | 50         | 3,388.00  | 0.00                         | 100.00    | 0.00            | 0.00                       | 0.00           | 3,388.00          | 0.00                 | 0.00                | 0.00             | 3,388.00                | 0.00              |
| JULL000180              | ESCHELON PHONE SYSTEM<br>12/29/2001   | 6,097.00       | 0.00      | 0.00      | 6,097.00          | MS100AMQ       | 70         | 6,097.00  | 0.00                         | 100.00    | 1,829.10        | 0.00                       | 0.00           | 4,267.90          | 6,097.00             | 0.00                | 0.00             | 6,097.00                | 0.00              |
| JULL000190              | COMPUTER SOFTWARE<br>12/29/2001       | 3,560.00       | 0.00      | 0.00      | 3,560.00          | SL100FM        | 30         | 3,560.00  | 0.00                         | 100.00    | 1,068.00        | 0.00                       | 0.00           | 2,492.00          | 3,560.00             | 0.00                | 0.00             | 3,560.00                | 0.00              |
| JULL000200              | POWER-ON SOFTWARE<br>2/19/2002        | 622.00         | 0.00      | 0.00      | 622.00            | SL100FM        | 30         | 622.00    | 0.00                         | 100.00    | 186.60          | 0.00                       | 0.00           | 435.40            | 622.00               | 0.00                | 0.00             | 622.00                  | 0.00              |
| JULL000210              | PALM PILOT & PERIPHERALS<br>2/19/2002 | 1,011.00       | 0.00      | 1,011.00  | 0.00              | MS100AMQ       | 50         | 1,011.00  | 0.00                         | 100.00    | 303.30          | 0.00                       | 0.00           | 707.70            | 1,011.00             | 0.00                | -1,011.00        | 0.00                    | 0.00              |
| JULL000220              | COMPUTER SOFTWARE<br>5/14/2002        | 1,177.00       | 0.00      | 0.00      | 1,177.00          | SL100FM        | 30         | 1,177.00  | 0.00                         | 100.00    | 353.10          | 0.00                       | 0.00           | 823.90            | 1,177.00             | 0.00                | 0.00             | 1,177.00                | 0.00              |
| JULL000230              | COMPUTER MONITOR<br>8/16/2002         | 762.00         | 0.00      | 0.00      | 762.00            | MS100AMQ       | 50         | 762.00    | 0.00                         | 100.00    | 228.60          | 0.00                       | 0.00           | 533.40            | 762.00               | 0.00                | 0.00             | 762.00                  | 0.00              |
| JULL000240              | LAPTOP COMPUTER<br>9/27/2002          | 1,702.00       | 0.00      | 0.00      | 1,702.00          | MS100AMQ       | 50         | 1,702.00  | 0.00                         | 100.00    | 510.60          | 0.00                       | 0.00           | 1,191.40          | 1,702.00             | 0.00                | 0.00             | 1,702.00                | 0.00              |

Attachment C

| Asset ID       | Class     | EQP      | Selected Dates                                         |               |           | Asset Balances |           |           |        | Depreciable Basis     |           |                    |           | Current & Accum Depreciation |                             |                   |                       | Net Book Value |                    |                   |                         |
|----------------|-----------|----------|--------------------------------------------------------|---------------|-----------|----------------|-----------|-----------|--------|-----------------------|-----------|--------------------|-----------|------------------------------|-----------------------------|-------------------|-----------------------|----------------|--------------------|-------------------|-------------------------|
|                |           |          | Placed in Service Date                                 | Disposal Date |           | Beginning      | Additions | Deletions | Ending | Dep'r Meth/Conv Yr Mo | Book Cost | Revisions Absorbed | Bus Use % | Net S179A & AFTD             | Additional First Year Dep'r | Depreciable Basis | Beginning Accum Dep'r |                | Current Dep'r AFTD | Net Sec 179A AFTD | Net Additions Deletions |
| 3ULL000280     |           |          | COMPUTER UPGRADES & MEMORY                             |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 11/13/2002     | 6/30/2009 | 944.00   | 0.00                                                   | 944.00        | 0.00      | MS100AAQ       | 5.0       |           |        | 944.00                |           | 0.00               | 100.00    | 283.20                       | 0.00                        | 660.80            | 944.00                | 0.00           | 0.00               | -944.00           | 0.00                    |
| 3ULL000290     |           |          | HP COLOR PRINTER                                       |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 11/13/2003     |           | 1,700.00 | 0.00                                                   | 0.00          | 1,700.00  | MS100AAQ       | 5.0       |           |        | 1,700.00              |           | 0.00               | 100.00    | 850.00                       | 0.00                        | 850.00            | 1,700.00              | 0.00           | 0.00               | 1,700.00          | 0.00                    |
| 3ULL000300     |           |          | SOFTWARE UPGRADE                                       |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 11/13/2003     |           | 993.00   | 0.00                                                   | 0.00          | 993.00    | SL100FM        | 3.0       |           |        | 993.00                |           | 0.00               | 100.00    | 0.00                         | 0.00                        | 993.00            | 993.00                | 0.00           | 0.00               | 993.00            | 0.00                    |
| 3ULL000310     |           |          | POWERBOOK                                              |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 12/16/2003     |           | 2,902.00 | 0.00                                                   | 0.00          | 2,902.00  | MS100AAQ       | 5.0       |           |        | 2,902.00              |           | 0.00               | 100.00    | 1,451.00                     | 0.00                        | 1,451.00          | 2,902.00              | 0.00           | 0.00               | 2,902.00          | 0.00                    |
| 3ULL000320     |           |          | COMPUTER MONITOR                                       |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 12/16/2003     |           | 1,521.00 | 0.00                                                   | 0.00          | 1,521.00  | MS100AAQ       | 5.0       |           |        | 1,521.00              |           | 0.00               | 100.00    | 760.50                       | 0.00                        | 760.50            | 1,521.00              | 0.00           | 0.00               | 1,521.00          | 0.00                    |
| 3ULL000330     |           |          | POWERPOINT PROJECTOR                                   |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 12/26/2003     |           | 3,135.00 | 0.00                                                   | 0.00          | 3,135.00  | MS100AAQ       | 5.0       |           |        | 3,135.00              |           | 0.00               | 100.00    | 1,567.50                     | 0.00                        | 1,567.50          | 3,135.00              | 0.00           | 0.00               | 3,135.00          | 0.00                    |
| 3ULL000350     |           |          | PALM PILOT                                             |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 3/12/2004      | 6/30/2009 | 535.00   | 0.00                                                   | 535.00        | 0.00      | MS100AAQ       | 5.0       |           |        | 535.00                |           | 0.00               | 100.00    | 267.50                       | 0.00                        | 267.50            | 528.31                | 6.69           | 0.00               | -535.00           | 0.00                    |
| 3ULL000360     |           |          | HARDDRIVE                                              |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 8/15/2004      |           | 2,480.00 | 0.00                                                   | 0.00          | 2,480.00  | MS100AAQ       | 5.0       |           |        | 2,480.00              |           | 0.00               | 100.00    | 1,240.00                     | 0.00                        | 1,240.00          | 2,325.00              | 155.00         | 0.00               | 2,480.00          | 0.00                    |
| 3ULL000370     |           |          | POWER MAC OS SERVER                                    |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 12/15/2004     |           | 3,476.00 | 0.00                                                   | 0.00          | 3,476.00  | MS100AAQ       | 5.0       |           |        | 3,476.00              |           | 0.00               | 100.00    | 1,738.00                     | 0.00                        | 1,738.00          | 3,171.85              | 304.15         | 0.00               | 3,476.00          | 0.00                    |
| 3ULL000380     |           |          | BACKUP SOFTWARE PROGRAM                                |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 6/14/2005      | 6/30/2009 | 854.00   | 0.00                                                   | 854.00        | 0.00      | MS100AAQ       | 3.0       |           |        | 854.00                |           | 0.00               | 100.00    | 0.00                         | 0.00                        | 854.00            | 854.00                | 0.00           | 0.00               | -854.00           | 0.00                    |
| 3ULL000390     |           |          | 4 line/s COMPUTERS & PERIPHERALS                       |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 7/16/2005      |           | 7,722.00 | 0.00                                                   | 0.00          | 7,722.00  | MS100AAQ       | 5.0       |           |        | 7,722.00              |           | 0.00               | 100.00    | 0.00                         | 0.00                        | 7,722.00          | 5,405.40              | 1,544.40       | 0.00               | 6,949.80          | 772.20                  |
| 3ULL000420     |           |          | LAPTOP                                                 |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 7/17/2006      |           | 1,760.00 | 0.00                                                   | 0.00          | 1,760.00  | MS100AAQ       | 5.0       |           |        | 1,760.00              |           | 0.00               | 100.00    | 0.00                         | 0.00                        | 1,760.00          | 880.00                | 352.00         | 0.00               | 1,232.00          | 528.00                  |
| 3ULL000430     |           |          | HP PRINTER                                             |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 7/17/2006      |           | 847.00   | 0.00                                                   | 0.00          | 847.00    | MS100AAQ       | 5.0       |           |        | 847.00                |           | 0.00               | 100.00    | 0.00                         | 0.00                        | 847.00            | 423.50                | 169.40         | 0.00               | 592.90            | 254.10                  |
| 3ULL000440     |           |          | LAPTOP COMPUTER                                        |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 4/28/2007      |           | 2,538.00 | 0.00                                                   | 0.00          | 2,538.00  | MS100AAQ       | 5.0       |           |        | 2,538.00              |           | 0.00               | 100.00    | 0.00                         | 0.00                        | 2,538.00          | 761.40                | 507.60         | 0.00               | 1,269.00          | 1,269.00                |
| 3ULL000450     |           |          | COMPUTER EQUIPMENT                                     |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 6/14/2007      |           | 952.00   | 0.00                                                   | 0.00          | 952.00    | MS100AAQ       | 5.0       |           |        | 952.00                |           | 0.00               | 100.00    | 0.00                         | 0.00                        | 952.00            | 285.60                | 190.40         | 0.00               | 476.00            | 476.00                  |
| 3ULL000460     |           |          | iPhone                                                 |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 10/19/2007     |           | 511.00   | 0.00                                                   | 0.00          | 511.00    | MS100AAQ       | 5.0       |           |        | 511.00                |           | 0.00               | 100.00    | 0.00                         | 0.00                        | 511.00            | 153.30                | 102.20         | 0.00               | 255.50            | 255.50                  |
| 3ULL000470     |           |          | Computer Software                                      |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 11/14/2007     |           | 1,030.00 | 0.00                                                   | 0.00          | 1,030.00  | MS100AAQ       | 3.0       |           |        | 1,030.00              |           | 0.00               | 100.00    | 0.00                         | 0.00                        | 1,030.00          | 515.00                | 343.33         | 0.00               | 858.33            | 171.67                  |
| 3ULL000480     |           |          | LAPTOP COMPUTER                                        |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 5/15/2008      |           | 1,687.00 | 0.00                                                   | 0.00          | 1,687.00  | MS100AAQ       | 5.0       |           |        | 1,687.00              |           | 0.00               | 100.00    | 843.50                       | 0.00                        | 843.50            | 927.85                | 168.70         | 0.00               | 1,096.55          | 590.45                  |
| 3ULL000490     |           |          | LAPTOP COMPUTER                                        |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 5/15/2008      |           | 1,687.00 | 0.00                                                   | 0.00          | 1,687.00  | MS100AAQ       | 5.0       |           |        | 1,687.00              |           | 0.00               | 100.00    | 843.50                       | 0.00                        | 843.50            | 927.85                | 168.70         | 0.00               | 1,096.55          | 590.45                  |
| 3ULL000510     |           |          | COMPUTER SOFTWARE                                      |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 10/15/2008     |           | 1,237.00 | 0.00                                                   | 0.00          | 1,237.00  | MS100AAQ       | 3.0       |           |        | 1,237.00              |           | 0.00               | 100.00    | 618.50                       | 0.00                        | 618.50            | 721.58                | 206.17         | 0.00               | 927.75            | 309.25                  |
| 3ULL000530     |           |          | SOFTWARE UPDATE                                        |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 2/15/2009      |           | 0.00     | 780.00                                                 | 0.00          | 780.00    | MS100AAQ       | 3.0       |           |        | 780.00                |           | 0.00               | 100.00    | 390.00                       | 0.00                        | 390.00            | 0.00                  | 455.00         | 0.00               | 455.00            | 325.00                  |
| 3ULL000540     |           |          | COMPUTER SOFTWARE                                      |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 3/16/2009      |           | 0.00     | 1,179.00                                               | 0.00          | 1,179.00  | MS100AAQ       | 3.0       |           |        | 1,179.00              |           | 0.00               | 100.00    | 589.50                       | 0.00                        | 589.50            | 0.00                  | 687.75         | 0.00               | 687.75            | 674.10                  |
| 3ULL000550     |           |          | MACMINI + 2 KEYBOARDS                                  |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 3/16/2009      |           | 0.00     | 843.00                                                 | 0.00          | 843.00    | MS100AAQ       | 5.0       |           |        | 843.00                |           | 0.00               | 100.00    | 421.50                       | 0.00                        | 421.50            | 0.00                  | 463.65         | 0.00               | 463.65            | 674.10                  |
| 3ULL000560     |           |          | IMAC + PERIPHERALS                                     |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 4/16/2009      |           | 0.00     | 1,498.00                                               | 0.00          | 1,498.00  | MS100AAQ       | 5.0       |           |        | 1,498.00              |           | 0.00               | 100.00    | 749.00                       | 0.00                        | 749.00            | 0.00                  | 823.90         | 0.00               | 823.90            | 674.10                  |
| 3ULL000570     |           |          | MACBOOK LAPTOP                                         |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 12/16/2009     |           | 0.00     | 2,633.00                                               | 0.00          | 2,633.00  | MS100AAQ       | 5.0       |           |        | 2,633.00              |           | 0.00               | 100.00    | 1,316.50                     | 0.00                        | 1,316.50          | 0.00                  | 1,448.15       | 0.00               | 1,448.15          | 1,184.85                |
| Less Disposals |           |          | Adjustment to eliminate cost values of disposed assets |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| Subtotal       | EQP (87)  |          | 153,968.00                                             | 6,933.00      | 52,044.00 | 108,857.00     |           |           |        | -52,044.00            | 0.00      | 0.00               | 0.00      | 17,555.00                    | 3,466.50                    | -6,155.00         | 8,097.19              | 0.00           | -52,044.00         | 100,585.83        | 8,271.17                |
| Class FURN     |           |          |                                                        |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 3ULL000001     |           |          | DESK                                                   |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 11/20/1990     |           | 471.00   | 0.00                                                   | 0.00          | 471.00    | MS100AAQ       | 7.0       |           |        | 471.00                |           | 0.00               | 100.00    | 0.00                         | 0.00                        | 471.00            | 0.00                  | 0.00           | 0.00               | 471.00            | 0.00                    |
| 3ULL000014     |           |          | STENO CHAIRS                                           |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 8/20/1992      |           | 443.00   | 0.00                                                   | 0.00          | 443.00    | MS100AAQ       | 7.0       |           |        | 443.00                |           | 0.00               | 100.00    | 0.00                         | 0.00                        | 443.00            | 0.00                  | 0.00           | 0.00               | 443.00            | 0.00                    |
| 3ULL000015     |           |          | TABLE & CHAIRS                                         |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 9/21/1992      |           | 1,042.00 | 0.00                                                   | 0.00          | 1,042.00  | MS100AAQ       | 7.0       |           |        | 1,042.00              |           | 0.00               | 100.00    | 0.00                         | 0.00                        | 1,042.00          | 0.00                  | 0.00           | 0.00               | 1,042.00          | 0.00                    |
| 3ULL000016     |           |          | BOOKCASE                                               |               |           |                |           |           |        |                       |           |                    |           |                              |                             |                   |                       |                |                    |                   |                         |
| 11/24/1992     |           | 2,126.00 | 0.00                                                   | 0.00          | 2,126.00  | MS100AAQ       | 7.0       |           |        | 2,126.00              |           | 0.00               | 100.00    | 0.00                         | 0.00                        | 2,126.00          | 0.00                  | 0.00           | 0.00               | 2,126.00          | 0.00                    |

| Asset ID            | Class                   | Selected Dates         |               |  | Asset Balances |           |           | Depreciable Basis |                |            |            |                    | Current & Accum Depreciation |                  |                            |                   |                      | Net Book Value |                     |                  |                         |                   |
|---------------------|-------------------------|------------------------|---------------|--|----------------|-----------|-----------|-------------------|----------------|------------|------------|--------------------|------------------------------|------------------|----------------------------|-------------------|----------------------|----------------|---------------------|------------------|-------------------------|-------------------|
|                     |                         | Placed In Service Date | Disposal Date |  | Beginning      | Additions | Deletions | Ending            | Depr Meth/Conv | Life Yr Mo | Book Cost  | Revisions Absorbed | Bus Use %                    | Net S179A & AFTD | Additional First Year Depr | Depreciable Basis | Beginning Accum Depr |                | Current Depr & AFTD | Net Sec 179/179A | Net Additions Deletions | Ending Accum Depr |
| BULL000018          | BOOKCASE                | 2/18/1993              |               |  | 2,187.00       | 0.00      | 0.00      | 2,187.00          | MS100AHY       | 7 0        | 2,187.00   | 0.00               | 100.00                       | 0.00             | 0.00                       | 0.00              | 2,187.00             | 0.00           | 0.00                | 0.00             | 2,187.00                | 0.00              |
| BULL000029          | DESK                    | 11/4/1997              |               |  | 543.00         | 0.00      | 0.00      | 543.00            | MS100AHY       | 7 0        | 543.00     | 0.00               | 100.00                       | 0.00             | 0.00                       | 0.00              | 543.00               | 0.00           | 0.00                | 0.00             | 543.00                  | 0.00              |
| BULL000034          | BOOKCASE                | 3/7/1993               |               |  | 1,644.00       | 0.00      | 0.00      | 1,644.00          | MS100AHY       | 7 0        | 1,644.00   | 0.00               | 100.00                       | 0.00             | 0.00                       | 0.00              | 1,644.00             | 0.00           | 0.00                | 0.00             | 1,644.00                | 0.00              |
| BULL000035          | DESK/RETURN/CHAIR       | 5/3/1993               |               |  | 1,621.00       | 0.00      | 0.00      | 1,621.00          | MS100AHY       | 7 0        | 1,621.00   | 0.00               | 100.00                       | 0.00             | 0.00                       | 0.00              | 1,621.00             | 0.00           | 0.00                | 0.00             | 1,621.00                | 0.00              |
| BULL000044          | DESK                    | 4/4/1994               |               |  | 528.00         | 0.00      | 0.00      | 528.00            | MS100AHY       | 7 0        | 528.00     | 0.00               | 100.00                       | 0.00             | 0.00                       | 0.00              | 528.00               | 0.00           | 0.00                | 0.00             | 528.00                  | 0.00              |
| BULL000077          | CHAIR                   | 2/1/2000               |               |  | 357.00         | 0.00      | 0.00      | 357.00            | MS100AHY       | 7 0        | 357.00     | 0.00               | 100.00                       | 0.00             | 0.00                       | 0.00              | 357.00               | 0.00           | 0.00                | 0.00             | 357.00                  | 0.00              |
| BULL000086          | REFRIGERATOR            | 5/1/2000               |               |  | 868.00         | 0.00      | 0.00      | 868.00            | MS100AHY       | 7 0        | 868.00     | 0.00               | 100.00                       | 0.00             | 0.00                       | 0.00              | 868.00               | 0.00           | 0.00                | 0.00             | 868.00                  | 0.00              |
| BULL000110          | LATERAL FILES           | 9/18/2000              |               |  | 1,974.00       | 0.00      | 0.00      | 1,974.00          | MS100HY        | 7 0        | 1,974.00   | 0.00               | 100.00                       | 0.00             | 0.00                       | 0.00              | 1,974.00             | 1,974.00       | 0.00                | 0.00             | 1,974.00                | 0.00              |
| BULL000120          | BOOKCASE                | 12/14/2000             |               |  | 1,717.00       | 0.00      | 0.00      | 1,717.00          | MS100HY        | 7 0        | 1,717.00   | 0.00               | 100.00                       | 0.00             | 0.00                       | 0.00              | 1,717.00             | 1,717.00       | 0.00                | 0.00             | 1,717.00                | 0.00              |
| BULL000140          | 2 CHAIRS                | 3/5/2001               |               |  | 623.00         | 0.00      | 0.00      | 623.00            | MS100AMQ       | 7 0        | 623.00     | 0.00               | 100.00                       | 0.00             | 0.00                       | 0.00              | 623.00               | 623.00         | 0.00                | 0.00             | 623.00                  | 0.00              |
| BULL000150          | OFFICE CHAIR            | 5/14/2001              |               |  | 511.00         | 0.00      | 0.00      | 511.00            | MS100AMQ       | 7 0        | 511.00     | 0.00               | 100.00                       | 0.00             | 0.00                       | 0.00              | 511.00               | 511.00         | 0.00                | 0.00             | 511.00                  | 0.00              |
| BULL000250          | 18 CONFERENCE RM CHAIRS | 10/3/2002              |               |  | 12,443.00      | 0.00      | 0.00      | 12,443.00         | MS100MQ        | 7 0        | 12,443.00  | 0.00               | 100.00                       | 3,732.90         | 0.00                       | 8,710.10          | 11,354.24            | 1,088.76       | 0.00                | 0.00             | 12,443.00               | 0.00              |
| BULL000340          | CONFERENCE TABLE        | 12/16/2003             |               |  | 5,756.00       | 0.00      | 0.00      | 5,756.00          | MS100AMQ       | 7 0        | 5,756.00   | 0.00               | 100.00                       | 2,878.00         | 0.00                       | 2,878.00          | 4,985.29             | 410.98         | 0.00                | 0.00             | 5,396.27                | 359.73            |
| BULL000500          | RUG                     | 9/18/2008              |               |  | 2,285.00       | 0.00      | 0.00      | 2,285.00          | MS100AHY       | 7 0        | 2,285.00   | 0.00               | 100.00                       | 1,142.50         | 0.00                       | 1,142.50          | 1,224.07             | 163.26         | 0.00                | 0.00             | 1,387.33                | 897.67            |
| Subtotal: FURN (18) |                         |                        |               |  | 37,139.00      | 0.00      | 0.00      | 37,139.00         |                |            | 37,139.00  | 0.00               | 0.00                         | 7,753.40         | 0.00                       | 17,555.60         | 34,218.60            | 1,663.00       | 0.00                | 0.00             | 35,881.60               | 1,257.40          |
| Grand Total         |                         |                        |               |  | 191,107.00     | 6,933.00  | 52,044.00 | 145,996.00        |                |            | 145,996.00 | 0.00               | 0.00                         | 25,308.40        | 3,466.50                   | 64,317.60         | 178,751.24           | 9,760.19       | 0.00                | -52,044.00       | 136,467.43              | 9,528.57          |

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

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

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

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

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

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

|                                                                                            |                                                                                                                          |                                                     |
|--------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| <b>Type or print</b><br><br>File by the due date for filing your return. See instructions. | Name of Exempt Organization<br><b>THE BULLITT FOUNDATION</b>                                                             | Employer identification number<br><b>91-6027795</b> |
|                                                                                            | Number, street, and room or suite no. If a P.O. box, see instructions<br><b>1212 MINOR AVENUE</b>                        |                                                     |
|                                                                                            | City, town or post office, state, and ZIP code. For a foreign address, see instructions<br><b>SEATTLE, WA 98101-2825</b> |                                                     |

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

|                                                 |                                                                   |                                    |
|-------------------------------------------------|-------------------------------------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► **MARILYN FIKE**

Telephone No. ► **206 343-0807**FAX No. ► **206 343-0822**

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

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/16, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☒ calendar year **2009** or  
 ► ☐ tax year beginning \_\_\_\_\_, \_\_\_\_\_, and ending \_\_\_\_\_, \_\_\_\_\_

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

|                                                                                                                                                                                                                               |           |                   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-------------------|
| <b>3a</b> 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.                                                                    | <b>3a</b> | \$ <b>32,800.</b> |
| <b>b</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.                                               | <b>3b</b> | \$ <b>39,812.</b> |
| <b>c Balance Due.</b> 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. | <b>3c</b> | \$                |

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

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

Form **8868** (Rev. 4-2009)