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

2009

Department of the Treasury  
Internal Revenue Service

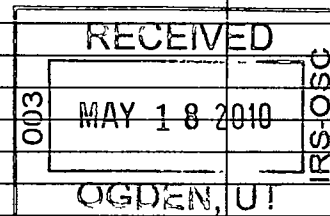
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return  
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>JAMES B. PENDLETON CHARITABLE TRUST</b>		A Employer identification number <b>95-6944277</b>
	C/O DAVID E. ELLISON		B Telephone number <b>(425) 943-7185</b>
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	
	<b>601 108TH AVENUE NE</b>	<b>1900</b>	
	City or town, state, and ZIP code <b>BELLEVUE, WA 98004</b>		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>22,023,097.76</b> (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		9,852.41	9,852.41		STATEMENT 1
4 Dividends and interest from securities		435,590.48	435,590.48		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<3893398.02>			
b Gross sales price for all assets on line 6a <b>9,039,799.25</b>					
7 Capital gain net income (from Part IV, line 2)			0.00		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		972.00	972.00		STATEMENT 3
12 Total. Add lines 1 through 11		<3446983.13>	446,414.89		
13 Compensation of officers, directors, trustees, etc		296,432.18	158,932.10		137,500.08
14 Other employee salaries and wages					
15 Pension plans, employee benefits		6,942.72	1,735.68		5,207.04
16a Legal fees STMT 4		10,050.00	9,045.00		1,005.00
b Accounting fees STMT 5		67,120.68	60,408.61		6,712.07
c Other professional fees STMT 6		123,999.34	123,999.34		0.00
17 Interest					
18 Taxes STMT 7		17,762.83	8,614.57		9,063.26
19 Depreciation and depletion					
20 Occupancy		23,125.05	11,562.53		11,562.52
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		17,983.34	8,703.67		8,703.67
24 Total operating and administrative expenses. Add lines 13 through 23		563,416.14	383,001.50		179,753.64
25 Contributions, gifts, grants paid		1,055,978.75			1,055,978.75
26 Total expenses and disbursements. Add lines 24 and 25		1,619,394.89	383,001.50		1,235,732.39
27 Subtract line 26 from line 12:		<5066378.02>			
a Excess of revenue over expenses and disbursements			63,413.39		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	



**JAMES B. PENDLETON CHARITABLE TRUST**  
**C/O DAVID E. ELLISON**

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash - non-interest-bearing		521,810.88	83,556.34	83,556.34
	2	Savings and temporary cash investments		3,439,479.51	3,797,985.13	3,797,943.62
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations <b>STMT 9</b>		922,627.94	409,289.85	412,328.10
	b	Investments - corporate stock <b>STMT 10</b>		8,506,154.06	12,374,013.44	15,009,754.10
	c	Investments - corporate bonds <b>STMT 11</b>		397,713.50	1,085,051.04	1,108,222.15
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other <b>STMT 12</b>		10,627,413.34	1,600,915.00	1,609,165.00	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ <b>STATEMENT 13</b> )		4,118.04	2,128.45	2,128.45	
16	<b>Total assets</b> (to be completed by all filers)		24,419,317.27	19,352,939.25	22,023,097.76	
<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				
	22	Other liabilities (describe ▶ )				
	23	<b>Total liabilities</b> (add lines 17 through 22)		0.00	0.00	
<b>Net Assets or Fund Balances</b>		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>				
		<b>and complete lines 24 through 26 and lines 30 and 31</b>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>				
		<b>and complete lines 27 through 31.</b>				
	27	Capital stock, trust principal, or current funds		0.00	0.00	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.00	0.00	
	29	Retained earnings, accumulated income, endowment, or other funds		24,419,317.27	19,352,939.25	
30	<b>Total net assets or fund balances</b>		24,419,317.27	19,352,939.25		
31	<b>Total liabilities and net assets/fund balances</b>		24,419,317.27	19,352,939.25		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	24,419,317.27
2	Enter amount from Part I, line 27a	2	<5,066,378.02>
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	19,352,939.25
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,352,939.25

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>			
<b>b</b> SEE ATTACHED STATEMENTS			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 9,039,799.25		12,933,197.27	<3,893,398.02>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			<3,893,398.02>

<b>2</b> Capital gain net income or (net capital loss)	2	<3,893,398.02>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,169,987.27	24,918,371.74	.046953
2007	1,623,539.55	29,742,986.17	.054586
2006	1,149,121.16	27,479,282.75	.041818
2005	1,174,444.72	26,285,651.37	.044680
2004	1,294,202.93	25,439,296.32	.050874

<b>2</b> Total of line 1, column (d)	2	.238911
<b>3</b> 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	.047782
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	19,178,304.90
<b>5</b> Multiply line 4 by line 3	5	916,377.76
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	634.13
<b>7</b> Add lines 5 and 6	7	917,011.89
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	1,235,732.39

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	634.13
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.00
3 Add lines 1 and 2		3	634.13
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	634.13
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,339.91	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,339.91	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,705.78	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax	11	0.00	
		1,705.78	Refunded

**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 instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0.00 (2) On foundation managers. \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.00		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13	X	
14	The books are in care of ► <b>VON HARTEN &amp; COMPANY, INC PS</b> Telephone no. ► <b>206-443-9017</b> Located at ► <b>2101 FOURTH AVENUE, STE 2170, SEATTLE, WA</b> ZIP+4 ► <b>98121</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		X

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

**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** ☐ 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? **N/A** ☐ 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? **N/A** ☐ Yes ☒ No

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

**1** List all officers, directors, trustees, foundation managers and their compensation.

(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
DAVID E. ELLISON	CHIEF EXECUTIVE OFFICER			
601 108TH AVENUE NE, SUITE 1900				
BELLEVUE, WA 98004	11.00	125000.04	0.00	0.00
DAVID E. ELLISON	INVESTMENT MANAGER			
601 108TH AVENUE NE, SUITE 1900				
BELLEVUE, WA 98004	29.00	71,432.06	0.00	0.00
DAYLE G. ELLISON	ASSOCIATE DIRECTOR			
601 108TH AVENUE NE, SUITE 1900				
BELLEVUE, WA 98004	40.00	100000.08	6,942.72	0.00

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

**0**

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

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

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

0

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3	0.00

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**JAMES B. PENDLETON CHARITABLE TRUST**  
**C/O DAVID E. ELLISON**

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	15,609,772.57
b Average of monthly cash balances	1b	3,860,587.73
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	19,470,360.30
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2 Acquisition indebtedness applicable to line 1 assets	2	0.00
3 Subtract line 2 from line 1d	3	19,470,360.30
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	292,055.40
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,178,304.90
6 Minimum investment return. Enter 5% of line 5	6	958,915.25

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

1 Minimum investment return from Part X, line 6	1	958,915.25
2a Tax on investment income for 2009 from Part VI, line 5	2a	634.13
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	634.13
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	958,281.12
4 Recoveries of amounts treated as qualifying distributions	4	0.00
5 Add lines 3 and 4	5	958,281.12
6 Deduction from distributable amount (see instructions)	6	0.00
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	958,281.12

**Part XII Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,235,732.39
b Program-related investments - total from Part IX-B	1b	0.00
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,235,732.39
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	634.13
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,235,098.26

**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.

**JAMES B. PENDLETON CHARITABLE TRUST**  
**C/O DAVID E. ELLISON**
**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				958,281.12
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			1,055,761.92	
<b>b</b> Total for prior years:		0.00		
<b>3</b> Excess distributions carryover, if any, to 2009:				
<b>a</b> From 2004				
<b>b</b> From 2005				
<b>c</b> From 2006				
<b>d</b> From 2007				
<b>e</b> From 2008				
<b>f</b> Total of lines 3a through e	0.00			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4: <b>\$1,235,732.39</b>				
<b>a</b> Applied to 2008, but not more than line 2a			1,055,761.92	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.00		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.00			
<b>d</b> Applied to 2009 distributable amount				179,970.47
<b>e</b> Remaining amount distributed out of corpus	0.00			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				778,310.65
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7	0.00			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.00			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2005				
<b>b</b> Excess from 2006				
<b>c</b> Excess from 2007				
<b>d</b> Excess from 2008				
<b>e</b> Excess from 2009				

## Page 10

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

2009.03040 JAMES B. PENDLETON CHARITAB 70455 1

### 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

## Part XVII

## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |   |  | Yes | No |
|---|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |     |    |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of:   |     |    |
|   | (1) Cash   |     | X  |
|   | (2) Other assets   |     | X  |
| b | Other transactions:  |     |    |
|   | (1) Sales of assets to a noncharitable exempt organization   |     | X  |
|   | (2) Purchases of assets from a noncharitable exempt organization   |     | X  |
|   | (3) Rental of facilities, equipment, or other assets   |     | X  |
|   | (4) Reimbursement arrangements   |     | X  |
|   | (5) Loans or loan guarantees   |     | X  |
|   | (6) Performance of services or membership or fundraising solicitations   |     | X  |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |     | X  |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |     |    |

[illegible]

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

- b** If "Yes," complete the following schedule.

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

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

Signature of officer or trustee

Date \_\_\_\_\_

CHIEF EXECUTIVE OFFICER

▶ **Title**

Preparer's  
signature

Firm's name (or yours if self-employed),  
address, and ZIP code

William L. Moore

Date  
5/☐ Check if self-employed

Preparer's identifying number

VON HARTEN & COMPANY, INC., P.S.  
2101 FOURTH AVE, SUITE 2170  
SEATTLE, WA 98121

EIN ►

Phone no. (206) 443-9017

Form **990-PF** (2009)

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	6,329.41 BNY MELLON EMERGING MARKETS FUND	P	01/15/03	05/01/09
b	1,740.685 BNY MELLON EMERGING MARKETS FUND	P	09/01/06	05/01/09
c	14,285.715 BNY MELLON EMERGING MARKETS FUND	P	01/04/07	05/01/09
d	6,843.718 BNY MELLON EMERGING MARKETS FUND	P	01/15/08	05/01/09
e	94.442 BNY MELLON EMERGING MARKETS FUND	P	05/29/08	05/01/09
f	733.47 BNY MELLON EMERGING MARKETS FUND	P	07/08/08	05/01/09
g	134.051 BNY MELLON EMERGING MARKETS FUND	P	07/11/08	05/01/09
h	6,825.081 BNY MELLON EMERGING MARKETS FUND	P	11/05/08	05/01/09
i	13,614.262 BNY MELLON EMERGING MARKETS FUND	P	01/05/09	05/01/09
j	6,589 BNY MELLON INTERNATIONAL FD CL M	P	10/14/03	05/01/09
k	25,272 BNY MELLON INTERNATIONAL FD CL M	P	11/04/03	05/01/09
l	24,603 BNY MELLON INTERNATIONAL FD CL M	P	12/16/03	05/01/09
m	1,752.451 BNY MELLON INTERNATIONAL FD CL M	P	02/10/04	05/01/09
n	4,205 BNY MELLON INTERNATIONAL FD CL M	P	05/03/04	05/01/09
o	9,511.731 BNY MELLON INTERNATIONAL FD CL M	P	03/24/05	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 42,723.52		76,839.04	<34,115.52>
b 11,749.62		43,012.32	<31,262.70>
c 96,428.58		300,000.00	<203,571.42>
d 46,195.10		134,000.00	<87,804.90>
e 637.48		1,890.73	<1,253.25>
f 4,950.92		12,879.74	<7,928.82>
g 904.84		2,374.05	<1,469.21>
h 46,069.30		73,096.61	<27,027.31>
i 91,896.27		84,000.00	7,896.27
j 52,317.83		85,000.00	<32,682.17>
k 200,660.97		325,000.00	<124,339.03>
l 195,344.44		325,000.00	<129,655.56>
m 13,914.46		25,042.52	<11,128.06>
n 33,384.72		60,000.00	<26,615.28>
o 79,898.54		150,000.00	<70,101.46>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<34,115.52>
b			<31,262.70>
c			<203,571.42>
d			<87,804.90>
e			<1,253.25>
f			<7,928.82>
g			<1,469.21>
h			<27,027.31>
i			7,896.27
j			<32,682.17>
k			<124,339.03>
l			<129,655.56>
m			<11,128.06>
n			<26,615.28>
o			<70,101.46>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

2

3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	653.595 BNY MELLON INTERNATIONAL FD CL M	P	05/20/05	VARIOUS
b	8,509.652 BNY MELLON INTERNATIONAL FD CL M	P	08/24/06	VARIOUS
c	4,098.361 BNY MELLON INTERNATIONAL FD CL M	P	01/04/07	VARIOUS
d	17,535.211 BNY MELLON INTERNATIONAL FD CL M	P	01/15/08	05/01/09
e	2,156.247 BNY MELLON INTERNATIONAL FD CL M	P	05/29/08	05/01/09
f	1,023.237 BNY MELLON INTERNATIONAL FD CL M	P	07/08/08	05/01/09
g	383.912 BNY MELLON INTERNATIONAL FD CL M	P	07/11/08	05/01/09
h	2,095.301 BNY MELLON INTERNATIONAL FD CL M	P	08/06/08	05/01/09
i	4,542.629 BNY MELLON INTERNATIONAL FD CL M	P	11/05/08	05/01/09
j	506,771.702 BNY MELLON LARGE CAP STK FD CL M	P	02/09/05	VARIOUS
k	19,354.838 BNY MELLON LARGE CAP STK FD CL M	P	03/24/05	05/01/09
l	10,660.980 BNY MELLON LARGE CAP STK FD CL M	P	03/31/05	05/01/09
m	6,855.506 BNY MELLON LARGE CAP STK FD CL M	P	01/16/08	01/05/09
n	36,001.636 BNY MELLON LARGE CAP STK FD CL M	P	01/16/08	05/01/09
o	42,164.102 BNY MELLON LARGE CAP STK FD CL M	P	05/29/08	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,364.46		10,000.00	<4,635.54>
b 71,481.08		149,599.69	<78,118.61>
c 34,426.23		70,000.00	<35,573.77>
d 139,229.57		249,000.00	<109,770.43>
e 17,120.60		30,726.52	<13,605.92>
f 8,124.50		13,046.27	<4,921.77>
g 3,048.26		4,791.22	<1,742.96>
h 16,636.69		26,463.65	<9,826.96>
i 36,068.47		40,929.09	<4,860.62>
j 2,917,107.25		4,778,857.17	<1,861,749.92>
k 111,096.77		180,000.00	<68,903.23>
l 61,194.03		100,000.00	<38,805.97>
m 41,955.70		64,784.53	<22,828.83>
n 220,330.01		340,215.47	<119,885.46>
o 258,044.30		404,353.73	<146,309.43>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<4,635.54>
b			<78,118.61>
c			<35,573.77>
d			<109,770.43>
e			<13,605.92>
f			<4,921.77>
g			<1,742.96>
h			<9,826.96>
i			<4,860.62>
j			<1,861,749.92>
k			<68,903.23>
l			<38,805.97>
m			<22,828.83>
n			<119,885.46>
o			<146,309.43>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

3



**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	333.782 BNY MELLON LARGE CAP STK FD CL M	P	07/03/08	05/01/09
b	1,784.276 BNY MELLON LARGE CAP STK FD CL M	P	07/08/08	05/01/09
c	770.461 BNY MELLON LARGE CAP STK FD CL M	P	07/11/08	05/01/09
d	35,941 BNY MELLON MID CAP STK FD CL M	P	01/15/03	05/01/09
e	5,186 BNY MELLON MID CAP STK FD CL M	P	10/14/06	05/01/09
f	17,035.775 BNY MELLON MID CAP STK FD CL M	P	11/04/03	VARIOUS
g	7,911.183 BNY MELLON MID CAP STK FD CL M	P	12/16/03	VARIOUS
h	1,061.773 BNY MELLON MID CAP STK FD CL M	P	01/04/07	VARIOUS
i	7,306.338 BNY MELLON MID CAP STK FD CL M	P	01/15/08	05/01/09
j	5,873.941 BNY MELLON MID CAP STK FD CL M	P	05/29/08	VARIOUS
k	185.699 BNY MELLON MID CAP STK FD CL M	P	07/08/08	05/01/09
l	1,820.977 BNY MELLON MID CAP STK FD CL M	P	08/06/08	05/01/09
m	2,254.558 BNY MELLON MID CAP STK FD CL M	P	11/05/08	05/01/09
n	35,861.099 BNY MELLON SMALL CAP STK FD CL M	P	12/11/07	VARIOUS
o	1,156.002 BNY MELLON SMALL CAP STK FD CL M	P	05/29/08	05/01/09

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,910.17		2,901.86	<991.69>
b 10,241.74		15,683.79	<5,442.05>
c 4,422.45		6,595.15	<2,172.70>
d 269,556.02		340,000.00	<70,443.98>
e 38,893.69		60,000.00	<21,106.31>
f 127,724.15		200,000.00	<72,275.85>
g 58,780.09		93,431.07	<34,650.98>
h 7,888.98		13,739.34	<5,850.36>
i 54,797.54		83,000.00	<28,202.46>
j 43,643.38		72,073.27	<28,429.89>
k 1,392.74		2,100.26	<707.52>
l 13,657.33		20,249.26	<6,591.93>
m 16,909.18		17,134.64	<225.46>
n 281,612.31		452,567.08	<170,954.77>
o 9,028.38		13,802.66	<4,774.28>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<991.69>
b			<5,442.05>
c			<2,172.70>
d			<70,443.98>
e			<21,106.31>
f			<72,275.85>
g			<34,650.98>
h			<5,850.36>
i			<28,202.46>
j			<28,429.89>
k			<707.52>
l			<6,591.93>
m			<225.46>
n			<170,954.77>
o			<4,774.28>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8 }

3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	240.194 BNY MELLON SMALL CAP STK FD CL M	P	07/08/08	05/01/09
b	22,301.968 DREYFUS PR GI R/E SEC FD CL I	P	08/06/08	01/05/09
c	2,218.442 DREYFUS PR GI R/E SEC FD CL I	P	11/05/08	05/01/09
d	5,000 ADVANCED MED OPTICS	P	01/15/09	02/26/09
e	0.5455 AOL INC	P	05/10/06	12/29/09
f	2,500 CENTURYTEL INC	P	02/22/02	VARIOUS
g	1,000 CRANE CO	P	01/24/07	06/19/09
h	0.51 DIRECTV CLASS A	P	11/25/09	12/30/09
i	1,500 GENENTECH INC	P	02/11/09	03/26/09
j	1,500 GENENTECH INC	P	03/23/09	03/26/09
k	1,253 MERCK & CO	P	11/05/09	VARIOUS
l	5,000 PFIZER INC	P	05/10/06	VARIOUS
m	2,000 ROHM & HAAS CO	P	03/23/09	04/06/09
n	2,000 SCHERING PLOUGH CORP	P	03/23/09	11/05/09
o	500 SCRIPPS (EW) CO OHIO CLASS A	P	02/22/02	06/19/09

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,875.91		2,642.13	<766.22>
b 106,118.65		178,415.75	<72,297.10>
c 10,426.68		11,913.04	<1,486.36>
d 110,000.00		107,900.00	2,100.00
e 12.58		15.85	<3.27>
f 80,128.13		81,225.00	<1,096.87>
g 22,181.72		37,173.60	<14,991.88>
h 17.18		13.38	3.80
i 142,500.00		124,736.55	17,763.45
j 142,500.00		141,229.95	1,270.05
k 37,597.55		27,247.92	10,349.63
l 72,930.91		125,750.00	<52,819.09>
m 156,000.00		156,928.40	<928.40>
n 21,000.00		20,000.08	999.92
o 970.57		3,920.33	<2,949.76>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<766.22>
b			<72,297.10>
c			<1,486.36>
d			2,100.00
e			<3.27>
f			<1,096.87>
g			<14,991.88>
h			3.80
i			17,763.45
j			1,270.05
k			10,349.63
l			<52,819.09>
m			<928.40>
n			999.92
o			<2,949.76>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	125.505 TIME WARNER CABLE INC	P	02/22/02	05/06/09
b	125.505 TIME WARNER CABLE INC	P	04/02/02	VARIOUS
c	167.34 TIME WARNER CABLE INC	P	05/01/02	05/06/09
d	83.67 TIME WARNER CABLE INC	P	07/26/02	05/06/09
e	83.67 TIME WARNER CABLE INC	P	09/03/02	05/06/09
f	83.67 TIME WARNER CABLE INC	P	10/02/03	05/06/09
g	167.34 TIME WARNER CABLE INC	P	11/04/03	05/06/09
h	167.34 TIME WARNER CABLE INC	P	05/10/06	05/06/09
i	251.01 TIME WARNER CABLE INC	P	03/23/09	05/06/09
j	500 TIME WARNER INC	P	02/22/02	07/27/09
k	500 TIME WARNER INC	P	04/02/02	07/27/09
l	666.67 TIME WARNER INC	P	05/01/02	07/27/09
m	333.33 TIME WARNER INC	P	05/10/06	07/27/09
n	1,000 UST INC	P	09/22/08	01/06/09
o	2,000 VIACOM INC CL A	P	06/23/05	10/06/09

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,226.51		8,566.83	<4,340.32>
b 4,226.21		8,828.91	<4,602.70>
c 5,635.35		9,390.34	<3,754.99>
d 2,817.67		2,651.32	166.35
e 2,817.67		3,016.08	<198.41>
f 2,817.67		3,822.22	<1,004.55>
g 5,635.35		7,758.09	<2,122.74>
h 5,635.35		8,515.40	<2,880.05>
i 8,453.02		6,070.87	2,382.15
j 13,716.40		26,000.67	<12,284.27>
k 13,716.40		26,796.09	<13,079.69>
l 18,288.62		28,500.06	<10,211.44>
m 9,144.16		12,922.28	<3,778.12>
n 69,500.00		67,220.40	2,279.60
o 59,683.46		80,288.19	<20,604.73>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<4,340.32>
b			<4,602.70>
c			<3,754.99>
d			166.35
e			<198.41>
f			<1,004.55>
g			<2,122.74>
h			<2,880.05>
i			2,382.15
j			<12,284.27>
k			<13,079.69>
l			<10,211.44>
m			<3,778.12>
n			2,279.60
o			<20,604.73>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	5,000 VIVENDI UNIVERSAL	P	05/28/09	05/28/09
b	3,000 WOODWARD GOVERNOR CO	P	09/29/06	08/28/09
c	2,000 ZEBRA TECHNOLOGIES CORP CL A	P	05/06/09	08/28/09
d	1,000 WYETH	P	01/23/09	10/15/09
e	2,000 WYETH	P	05/06/09	10/15/09
f	3,000 WYETH	P	06/19/09	10/15/09
g	AOL TIME WARNER CL ACTION PROCEEDS	P	VARIOUS	01/16/09
h	SALOMON ANALYST AT&T CL ACTION PROCEEDS	P	VARIOUS	02/06/09
i	BROADWING INC CL ACTION PROCEEDS	P	03/ /02	02/05/09
j	SALOMON ANALYST AT&T CL ACTION PROCEEDS	P	VARIOUS	03/05/09
k	SPRINT NEXTEL CORP CL ACTION PROCEEDS	P	VARIOUS	03/20/09
l	SPRINT CORP CL ACTION PROCEEDS	P	VARIOUS	02/27/09
m	DANONE ADR SALE OF RIGHTS	P	06/24/09	06/24/09
n	14,841.07 UNITS OF EURO	P	VARIOUS	09/11/09
o	ALLEGHENY ENERGY CL ACTION PROCEEDS	P	/ /02	11/13/09

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0.00
b	63,407.66	50,655.20	12,752.46
c	49,936.71	38,984.40	10,952.31
d	33,000.00	24,729.72	8,270.28
e	66,000.00	51,965.45	14,034.55
f	99,000.00	83,423.18	15,576.82
g	2,383.56		2,383.56
h	10.00		10.00
i	774.22		774.22
j	9.80		9.80
k	247.63		247.63
l	252.68		252.68
m	3,534.62		3,534.62
n	94.18		94.18
o	20.41		20.41

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.00
b			12,752.46
c			10,952.31
d			8,270.28
e			14,034.55
f			15,576.82
g			2,383.56
h			10.00
i			774.22
j			9.80
k			247.63
l			252.68
m			3,534.62
n			94.18
o			20.41

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	EL PASO CORP CL ACTION PROCEEDS	P	06/19/09	11/30/09
b	BRISTOL MYERS SQUIBB CL ACTION PROCEEDS	P	VARIOUS	12/10/09
c	230 ALCON INC	P	02/03/09	08/05/09
d	322 BAYER AG	P	09/15/08	10/01/09
e	417 BAYER AG	P	01/06/09	10/01/09
f	780 BORG WARNER INC	P	06/19/09	10/21/09
g	1,388 CEMEX SAB DE CV	P	09/15/08	01/05/09
h	1,288 CEMEX SAB DE CV	P	10/15/08	01/05/09
i	3,373 CEMEX SAB DE CV	P	10/31/08	01/05/09
j	365 COMPASS MINERALS INTERNATIONAL INC	P	09/15/08	12/28/09
k	520 COSTCO WHSL CORP	P	01/20/09	07/28/09
l	271 DEVON ENERGY CORP	P	09/15/08	11/12/09
m	150 DEVON ENERGY CORP	P	10/15/08	11/12/09
n	325 DEVON ENERGY CORP	P	10/31/08	11/12/09
o	698 DOW CHEMICAL CO	P	09/15/08	02/19/09

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 965.30			965.30
b 22.79			22.79
c 29,804.59		19,246.40	10,558.19
d 21,766.64		25,602.22	<3,835.58>
e 28,188.47		24,986.64	3,201.83
f 25,351.99		25,067.41	284.58
g 13,893.80		24,929.60	<11,035.80>
h 12,892.81		9,917.60	2,975.21
i 33,763.54		25,634.80	8,128.74
j 24,983.60		21,094.96	3,888.64
k 25,329.12		24,986.00	343.12
l 18,469.40		24,571.87	<6,102.47>
m 10,222.91		9,949.10	273.81
n 22,149.64		24,573.25	<2,423.61>
o 5,961.51		25,148.94	<19,187.43>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			965.30
b			22.79
c			10,558.19
d			<3,835.58>
e			3,201.83
f			284.58
g			<11,035.80>
h			2,975.21
i			8,128.74
j			3,888.64
k			343.12
l			<6,102.47>
m			273.81
n			<2,423.61>
o			<19,187.43>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 1,546 DOW CHEMICAL CO	P	01/06/09	02/19/09
b 960 DU PONT (EI) DE NEMOURS	P	04/27/09	10/01/09
c 323 EXXON MOBIL CORP	P	09/15/08	10/15/09
d 81 EXXON MOBIL CORP	P	10/31/08	10/15/09
e 353 FLOWSERVE CORP	P	11/26/08	06/23/09
f 524.3174 KINDER MORGAN MANAGEMENT LLC	P	09/15/08	VARIOUS
g 243.6176 KINDER MORGAN MANAGEMENT LLC	P	10/15/08	07/28/09
h 536.82848 KINDER MORGAN MANAGEMENT LLC	P	10/31/08	07/28/09
i 231 MONSANTO COMPANY	P	09/15/08	10/19/09
j 124 MONSANTO COMPANY	P	10/15/08	10/19/09
k 280 MONSANTO COMPANY	P	10/31/08	10/19/09
l 1,360 NII HLDGS INC	P	01/02/09	10/30/09
m 3,870 NOKIA CORP SPON ADR	P	01/02/09	06/09/09
n 2,862.049 VANGUARD STAR FUND	P	10/21/09	10/23/09
o 661 VESTAS WIND SYSTEMS	P	09/15/08	10/01/09

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 13,204.16		24,859.68	<11,655.52>
b 30,212.63		26,609.17	3,603.46
c 23,517.24		24,748.25	<1,231.01>
d 5,897.51		6,029.20	<131.69>
e 24,782.61		15,832.23	8,950.38
f 25,050.79		24,780.03	270.76
g 11,641.50		9,931.25	1,710.25
h 25,652.87		24,972.57	680.30
i 17,769.51		24,855.60	<7,086.09>
j 9,538.62		9,880.90	<342.28>
k 21,538.81		24,813.60	<3,274.79>
l 37,032.66		24,962.66	12,070.00
m 60,881.56		59,907.60	973.96
n 49,856.89		50,000.00	<143.11>
o 15,143.12		24,238.87	<9,095.75>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<11,655.52>
b			3,603.46
c			<1,231.01>
d			<131.69>
e			8,950.38
f			270.76
g			1,710.25
h			680.30
i			<7,086.09>
j			<342.28>
k			<3,274.79>
l			12,070.00
m			973.96
n			<143.11>
o			<9,095.75>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	852 VESTAS WIND SYSTEMS	P	01/06/09	10/01/09
b	806 WASTE MANAGEMENT INC	P	10/01/08	02/19/09
c	512 XTO ENERGY INC	P	09/15/08	04/28/09
d	346 XTO ENERGY INC	P	10/15/08	04/28/09
e	713 XTO ENERGY INC	P	10/31/08	04/28/09
f	TYCO CLASS ACTION PROCEEDS	P	VARIOUS	04/02/09
g	SUNBEAM CL ACTION PROCEEDS	P	VARIOUS	07/23/09
h	ROYAL AHOLD CL ACTION PROCEEDS	P	VARIOUS	09/22/09
i	STANDARD CHARTERED CL ACTION PROCEEDS	P	VARIOUS	10/08/09
j	BRITISH POUND STERLING	P	10/14/09	10/16/09
k	VANGUARD STAR FUND ADD'L CASH RECEIPTS	P	10/21/09	11/04/09
l	400 CITIGROUP INC	P	08/14/07	07/15/09
m	400 CITIGROUP INC	P	09/06/07	07/15/09
n	200 CITIGROUP INC	P	09/11/07	07/15/09
o	300 CITIGROUP INC	P	11/28/07	07/15/09

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 19,518.81		18,292.44	1,226.37
b 23,141.66		24,928.05	<1,786.39>
c 16,695.89		24,899.92	<8,204.03>
d 11,282.77		9,952.55	1,330.22
e 23,250.33		24,484.42	<1,234.09>
f 4,028.09			4,028.09
g 59.05			59.05
h 55.53			55.53
i 23.34			23.34
j 0.38			0.38
k 143.11			143.11
l 1,223.97		18,277.95	<17,053.98>
m 1,223.97		18,276.75	<17,052.78>
n 611.99		9,231.83	<8,619.84>
o 917.97		9,765.95	<8,847.98>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,226.37
b			<1,786.39>
c			<8,204.03>
d			1,330.22
e			<1,234.09>
f			4,028.09
g			59.05
h			55.53
i			23.34
j			0.38
k			143.11
l			<17,053.98>
m			<17,052.78>
n			<8,619.84>
o			<8,847.98>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	300 CITIGROUP INC	P	12/13/07	07/15/09
b	1,000 CITIGROUP INC	P	05/23/08	07/15/09
c	400 GLAXOSMITHKLINE PLC ADR	P	08/14/07	11/12/09
d	400 GLAXOSMITHKLINE PLC ADR	P	09/06/07	11/12/09
e	200 GLAXOSMITHKLINE PLC ADR	P	12/13/07	11/12/09
f	500 GLAXOSMITHKLINE PLC ADR	P	05/23/08	11/12/09
g	1,000 GLAXOSMITHKLINE PLC ADR	P	05/20/09	11/12/09
h	1,000 GLAXOSMITHKLINE PLC ADR	P	08/18/09	11/12/09
i	400 INGERSOLL RAND CO CL A	P	08/14/07	09/11/09
j	300 INGERSOLL RAND CO CL A	P	08/29/08	09/11/09
k	100 INGERSOLL RAND CO CL A	P	11/04/08	09/11/09
l	600 INGERSOLL RAND CO CL A	P	11/04/08	09/11/09
m	1,000 INGERSOLL RAND CO CL A	P	11/25/08	09/11/09
n	200 INGERSOLL RAND CO CL A	P	05/20/09	09/11/09
o	800 INGERSOLL RAND CO CL A	P	05/20/09	09/11/09

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 917.97		9,116.75	<8,198.78>
b 3,059.92		21,378.95	<18,319.03>
c 16,584.39		20,183.95	<3,599.56>
d 16,584.39		21,424.35	<4,839.96>
e 8,292.19		10,716.15	<2,423.96>
f 20,730.49		22,252.95	<1,522.46>
g 41,460.98		33,077.95	8,383.03
h 41,460.98		38,877.95	2,583.03
i 12,813.02		17,926.95	<5,113.93>
j 9,609.77		11,116.45	<1,506.68>
k 3,203.26		1,809.58	1,393.68
l 19,219.53		10,857.47	8,362.06
m 32,032.55		13,283.95	18,748.60
n 6,406.51		4,423.59	1,982.92
o 25,626.04		17,694.36	7,931.68

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<8,198.78>
b			<18,319.03>
c			<3,599.56>
d			<4,839.96>
e			<2,423.96>
f			<1,522.46>
g			8,383.03
h			2,583.03
i			<5,113.93>
j			<1,506.68>
k			1,393.68
l			8,362.06
m			18,748.60
n			1,982.92
o			7,931.68

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

3



**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 1,000 INGERSOLL RAND CO CL A		P	06/03/09	09/11/09
b 1,000 INGERSOLL RAND CO CL A		P	06/25/09	09/11/09
c 700 SYNOVUS FINANCIAL CORP		P	08/14/07	06/19/09
d 1,000 SYNOVUS FINANCIAL CORP		P	02/19/08	06/19/09
e 2,000 SYNOVUS FINANCIAL CORP		P	05/23/08	06/19/09
f 400 WYETH		P	08/14/07	01/23/09
g 200 WYETH		P	11/28/07	01/23/09
h 400 WYETH		P	02/19/08	01/23/09
i 1,500 ALEXANDRIA REAL EST EQTY		P	03/18/09	12/18/09
j 100 ALEXANDRIA REAL EST EQTY		P	05/20/09	12/18/09
k 200 ALEXANDRIA REAL EST EQTY		P	05/20/09	12/18/09
l 200 ALEXANDRIA REAL EST EQTY		P	05/20/09	12/18/09
m 500 ALEXANDRIA REAL EST EQTY		P	05/20/09	12/18/09
n 200,000 US TREASURY NOTE, 6.0%, 8/15/09		P	06/27/06	08/15/09
o 35,000 US TREASURY NOTE, 6.0%, 8/15/09		P	07/28/06	08/15/09

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 32,032.55		21,066.95	10,965.60
b 32,032.55		21,617.95	10,414.60
c 2,275.00		8,238.41	<5,963.41>
d 3,250.00		11,888.95	<8,638.95>
e 6,499.99		24,008.95	<17,508.96>
f 16,807.12		18,181.95	<1,374.83>
g 8,403.57		9,765.95	<1,362.38>
h 16,807.12		16,729.15	77.97
i 94,856.54		55,531.45	39,325.09
j 6,323.77		3,443.90	2,879.87
k 12,647.54		6,887.79	5,759.75
l 12,647.54		6,887.79	5,759.75
m 31,618.84		17,216.97	14,401.87
n 200,000.00		204,453.13	<4,453.13>
o 35,000.00		36,029.49	<1,029.49>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			10,965.60
b			10,414.60
c			<5,963.41>
d			<8,638.95>
e			<17,508.96>
f			<1,374.83>
g			<1,362.38>
h			77.97
i			39,325.09
j			2,879.87
k			5,759.75
l			5,759.75
m			14,401.87
n			<4,453.13>
o			<1,029.49>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 200,000 US TREASURY NOTE, 6.0%, 8/15/09		P	08/01/06	08/15/09
b 65,000 US TREASURY NOTE, 6.0%, 8/15/09		P	08/07/06	08/15/09
c ALLIANCE BERNSTEIN HOLDING LP		P	VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 200,000.00		205,875.00	<5,875.00>
b 65,000.00		66,980.47	<1,980.47>
c		613.00	<613.00>
d 9,923.83			9,923.83
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<5,875.00>
b			<1,980.47>
c			<613.00>
d			9,923.83
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<3,893,398.02>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

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SOURCE	AMOUNT
BNY MELLON MONEY MKT FUND CL M	4,601.88
DREYFUS MONEY MARKET RESERVES	2,707.34
KEYBANK NATIONAL ASSOCIATION	1,563.34
MELLON (FOREIGN INTEREST REC'D)	85.38
SCHWAB ADV CASH RESRV PREM	894.47
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9,852.41

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB & CO INC - ACCRUED INTEREST PURCHASED	<5,058.71>	0.00	<5,058.71>
CHARLES SCHWAB & CO INC - INTEREST INCOME	78,562.50	0.00	78,562.50
CHARLES SCHWAB & CO INC - INVESTMENTS/TAXABLE	142,050.78	7,899.57	134,151.21
INVESTMENTS - TAXABLE (MELLON)	229,959.74	2,024.26	227,935.48
TOTAL TO FM 990-PF, PART I, LN 4	445,514.31	9,923.83	435,590.48

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FORM 990-PF OTHER INCOME STATEMENT 3

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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ALLIANCEBERNSTEIN HOLDING LP	972.00	972.00	
TOTAL TO FORM 990-PF, PART I, LINE 11	972.00	972.00	

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FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GREENBERG GLUSKER	10,050.00	9,045.00		1,005.00
TO FM 990-PF, PG 1, LN 16A	10,050.00	9,045.00		1,005.00

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
VON HARTEN & COMPANY, INC PS	59,320.68	53,388.61		5,932.07
LOVERIDGE HUNT & CO, PLLC	7,800.00	7,020.00		780.00
TO FORM 990-PF, PG 1, LN 16B	67,120.68	60,408.61		6,712.07

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GARLAND CAPITAL MANAGEMENT	37,220.21	37,220.21		0.00
GABELLI ASSET MANAGEMENT COMPANY	70,989.00	70,989.00		0.00
MELLON PRIVATE ASSET MANAGEMENT	15,790.13	15,790.13		0.00
TO FORM 990-PF, PG 1, LN 16C	123,999.34	123,999.34		0.00

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FORM 990-PF	TAXES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES - ASSOCIATE DIRECTOR	7,650.00	1,912.50		5,737.50
PAYROLL TAXES - OFFICER	6,093.55	3,046.77		3,046.78
PAYROLL TAXES - INVESTMENT MANAGER	3,376.32	3,376.32		0.00
CALIFORNIA FILING FEES	85.00	0.00		0.00
PAYROLL TAXES - L&I	557.96	278.98		278.98
TO FORM 990-PF, PG 1, LN 18	17,762.83	8,614.57		9,063.26

FORM 990-PF	OTHER EXPENSES		STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE EXPENSE	5,200.02	2,600.01		2,600.01
PAYROLL PROCESSING EXPENSE	807.72	403.86		403.86
MEMBERSHIP DUES	4,011.19	2,005.59		2,005.60
OFFICE SUPPLIES	1,300.25	650.13		650.12
BANK CHARGES	584.00	292.00		292.00
MISCELLANEOUS	78.22	39.11		39.11
POSTAGE	92.17	46.09		46.08
PARKING	3,083.77	1,541.88		1,541.89
D&O INSURANCE	2,250.00	1,125.00		1,125.00
NONDEDUCTIBLE EXPENSES	576.00	0.00		0.00
TO FORM 990-PF, PG 1, LN 23	17,983.34	8,703.67		8,703.67

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TREASURY NOTES 6.000% DUE 8/15/09	X		0.00	0.00
US TREASURY NOTE 4.125% DUE 8/15/10	X		97,989.07	102,343.80
US TREAS NOTE, 5.75%, DUE 8/15/10	X		311,300.78	309,984.30
TOTAL U.S. GOVERNMENT OBLIGATIONS			409,289.85	412,328.10
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			409,289.85	412,328.10

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
AMETEK INC NEW	31,710.50	114,720.00	
CTS CORP	23,777.20	38,480.00	
CORNING INC	34,245.60	96,550.00	
DEL MONTE FOODS CO	98,020.00	113,400.00	
ENERGIZER HLDGS INC	43,022.80	122,560.00	
FLOWERVE CORPORATION	24,052.70	189,060.00	
HONEYWELL INTL INC	117,129.85	156,800.00	
THOMAS & BETTS CORP	36,894.00	71,580.00	
WATTS WATER TECHNOLOGIES INC	47,271.00	92,760.00	
ARCHER DANIELS MIDLAND CO	42,019.50	93,930.00	
CHURCH & DWIGHT INC	51,399.97	151,125.00	
FLOWERS FOOD INC	28,556.50	95,040.00	
PEPSIAMERICAS	67,498.70	146,300.00	
COOPER INDS LTD	26,652.50	63,960.00	
CABLEVISION SYS CORP CL A	125,612.60	258,200.00	
CORN PRODS INTL INC	61,080.00	116,920.00	
DISNEY WALT CO	29,586.41	64,500.00	
GAYLORD ENTERTAINMENT CO	57,804.75	49,375.00	
SCRIPPS (EW) CO OHIO CLASS A	51,740.92	62,250.00	
AMERICAN EXPRESS CO	149,924.61	202,600.00	
ALLEGHENY ENERGY INC	21,689.70	93,920.00	
CH ENERGY GROUP INC	69,121.70	63,780.00	
CENTURYTEL INC	0.00	0.00	
EL PASO ELEC CO	71,926.00	101,400.00	
TELEPHONE & DATA SYSTEMS INC	199,537.05	164,020.00	
WESTAR ENERGY INC	51,250.80	86,880.00	
VIVENDI UNIVERSAL	65,447.64	149,178.13	
SOUTHWEST GAS CORP	113,690.00	142,650.00	

TIME WARNER INC	125,534.24	145,700.00
UNITED STATES CELLULAR CORP	89,180.10	127,230.00
CNH GLOBAL NV	98,439.49	124,900.00
CAVCO INDUSTRIES INC	49,751.95	89,800.00
CHEMED CORP NEW	35,827.30	95,940.00
DEERE & CO	31,575.00	54,090.00
NEWS CORP INC CL A	144,625.90	136,900.00
NOBILITY HOMES INC	34,249.69	20,900.00
GENERAL MLS INC	119,991.50	177,025.00
LIBERTY GLOBAL INC SER A	16,962.36	19,701.00
LIBERTY GLOBAL INC COM SER C	15,552.77	19,674.00
VIACOM INC CL A	131,845.00	126,000.00
AT&T INC COM	98,755.33	129,050.12
GROUP DANONE SPONS ADR	0.00	0.00
INTERMEC INC	179,602.15	115,740.00
INTERNATIONAL FLAVORS & FRAGRANCES	47,587.60	41,140.00
ITT CORPORATION	50,012.00	49,740.00
LIBERTY MEDIA HOLDING CORP	47,477.18	27,100.00
LIBERTY MEDIA HOLDING CORP CAP SER A	8,003.12	17,910.00
NAVISTAR INTL CORP	15,410.00	19,325.00
PFIZER INC	103,513.65	107,502.90
TREDEGAR INDS INC	25,139.79	23,730.00
VERIZON COMMUNICATIONS	129,414.83	132,520.00
WINDSTREAM CORP	3,396.02	18,232.41
WOODWARD GOVERNOR CO	0.00	0.00
CAMPBELL SOUP CO	264,556.60	270,400.00
CRANE CO	101,862.70	91,860.00
DIRECTV GROUP INC	0.00	0.00
GATX CORP	80,167.40	57,500.00
JOHNSON & JOHNSON	163,694.50	161,025.00
WASTE MANAGEMENT INC	113,762.70	101,430.00
3M COMPANY	139,291.30	173,607.00
ABBOTT LABORATORIES	141,642.10	161,970.00
AVERY DENNISON CORP	160,623.54	171,503.00
BP PLC SPONS ADR	131,306.83	139,128.00
BANK OF AMERICA CORP	74,928.48	24,080.94
BANK OF NEW YORK/MELLON CO	37,842.50	27,970.00
CHEVRON CORP	108,766.20	115,485.00
CITIGROUP INC	0.00	0.00
COLGATE-PALMOLIVE CO	102,594.18	123,225.00
DU PONT E I DE NEMOUR & CO	130,258.80	134,680.00
EMERSON ELECTRIC CO	151,956.76	174,660.00
EXXON MOBIL CORP	86,463.90	81,828.00
GALLAGHER, ARTHUR J & CO	112,251.45	103,546.00
GENERAL ELECTRIC CO	172,154.13	131,631.00
GLAXOSMITHKLINE PLC ADR	0.00	0.00
HEINZ, H J CO	152,860.55	171,040.00
HOME DEPOT INC	110,346.71	115,720.00
INGERSOLL RAND CO CL A	0.00	0.00
INT'L BUSINESS MACHINES	114,389.45	143,990.00
JOHNSON & JOHNSON	106,975.09	115,938.00
MASCO CORP	84,952.60	60,764.00
PFIZER INCORPORATED	110,032.95	103,683.00
PROCTER & GAMBLE	119,612.30	127,323.00

SOUTHERN COMPANY	127,690.35	133,280.00
SYNOVUS FINANCIAL CORP	0.00	0.00
UNILEVER PLC ADR NEW	110,360.88	127,600.00
UNITED PARCEL SERVICE CL B	128,887.50	126,214.00
UNITED TECHNOLOGIES CORP	109,125.55	138,820.00
WAL-MART STORES INC	98,058.65	106,900.00
WYETH	0.00	0.00
ASCENT MEDIA CORP - A	26,880.98	27,444.75
CADBURY PLC SPONS ADR	160,739.03	208,643.40
COCA-COLA CO	171,154.20	171,000.00
DIEBOLD INC	178,707.30	142,250.00
DISCOVERY COMMUNICATIONS - A	10,432.76	23,002.50
DISCOVERY COMMUNICATIONS - C	9,367.35	19,890.00
DISH NETWORK CORP - A	149,881.03	166,160.00
DR PEPPER SNAPPLE GROUP	78,675.20	113,200.00
ECHOSTAR HOLDING CORP - A	20,851.07	16,112.00
GRAFTECH INTL LTD	5,947.40	15,550.00
HERLEY INDS INC	26,335.10	27,780.00
LIBERTY MEDIA CORP - ENTERTAINMENT	0.00	0.00
NCR CORP	64,762.30	55,650.00
PRECISION CASTPARTS CORP	133,965.95	165,525.00
STERLING BANCORP - NV	32,168.20	14,280.00
UST INC	0.00	0.00
ZEP INC	44,401.80	51,960.00
AT&T INC COM	133,507.14	137,347.00
MCCORMICK & CO INC N-VT	113,662.90	135,487.50
3M COMPANY	59,858.51	76,883.10
ABB LTD	59,470.90	73,114.80
BAYER AG	0.00	0.00
BECTON DICKINSON & CO	59,754.51	68,292.76
CEMEX SAB DE CV	0.00	0.00
COMPASS MINERALS INT'L INC	38,217.83	50,862.83
DEVON ENERGY CORP	0.00	0.00
DIAGEO PLC	59,106.98	63,093.69
DOW CHEMICAL CO	0.00	0.00
EXPEDITORS INT'L OF WA, INC	75,246.67	80,075.31
EXXON MOBIL CORP	28,717.79	27,548.76
FLOWERVE CORP	33,292.76	63,996.81
FRANCE TELECOM SA	58,317.79	57,067.64
INTERNATIONAL BUSINESS MACHINES CORP	60,067.13	78,409.10
KINDER MORGAN MANAGEMENT LLC	0.00	0.00
MCCORMICK & CO INC	60,343.92	70,561.89
MONSANTO COMPANY	0.00	0.00
NOVARTIS AG	74,582.80	82,189.30
NOVO NORDISK A/S ADR	59,961.11	74,449.10
PACCAR INC	60,228.14	66,446.64
SCHLUMBERGER LTD	49,795.10	52,983.26
SIEMENS AG	59,301.15	77,945.00
UNITED PARCEL SERVICE	60,165.52	60,066.39
UNITED TECHNOLOGIES	59,951.40	85,513.12
VESTAS WIND SYSTEMS	32,224.51	41,269.90
WASTE MANAGEMENT INC	0.00	0.00
XTO ENERGY INC	0.00	0.00
BERKSHIRE HATHAWAY INC DEL CL B	76,358.22	85,436.00



ALBERTO CULVER CO	46,884.40	58,580.00
AOL INC	9,165.85	10,569.12
BANK OF NEW YORK MELLON CORP	58,954.60	55,940.00
BOSTON SCIENTIFIC CORP	22,880.00	18,000.00
DANONE SPNS ADR	64,212.00	73,140.00
DIRECTV CLASS A	171,469.89	266,800.00
EL PASO CORP	45,959.50	49,150.00
JP MORGAN CHASE & CO	69,121.60	83,340.00
KAMAN CORP	29,480.20	46,180.00
LEGG MASON INC	72,338.10	90,480.00
LIBERTY MEDIA STARZ SR A	4,495.31	13,845.00
MORGAN STANLEY	55,999.60	59,200.00
NATIONAL FUEL GAS CO	44,781.70	50,000.00
RPC INC	16,483.20	20,800.00
AUTO DATA PROCESSING	144,201.84	156,293.00
MICROSOFT CORP	95,451.64	143,256.00
NOVARTIS AG SPONS ADR	136,973.82	171,454.50
ROCHE HLDG LTD SPONS ADR	139,308.25	148,807.40
TOTAL SA ADR	147,224.40	153,696.00
WASTE MANAGEMENT INC	137,138.41	155,526.00
ABBOTT LABORATORIES	59,505.25	67,487.50
ALCON INC	40,584.80	79,709.75
BP PLC SPONS ADR	74,710.35	99,998.25
BHP LTD	50,017.24	48,781.46
CANADIAN NATIONAL RAILWAY CO	50,085.36	50,880.96
COCA-COLA CO	50,068.38	57,228.00
COLGATE-PALMOLIVE CO	74,996.40	92,418.75
DU PONT E I DE NEMOUR & CO	23,560.21	28,619.50
E ON AG ADR	49,992.15	84,126.25
GLAXOSMITHKLINE PLC ADR	59,619.50	84,500.00
HEINZ, H J CO	25,061.55	30,060.28
INTEL CORP	59,080.32	79,560.00
JOHNSON & JOHNSON	59,620.00	64,410.00
MCDONALD'S CORPORATION	60,048.97	69,807.92
MICROSOFT CORP	75,051.26	116,098.32
NATIONAL GRID PLC SP ADR	59,950.75	66,724.26
PETROCHINA CO LTD ADR	29,890.79	27,003.92
PROCTER & GAMBLE	59,684.68	76,393.80
QUALCOMM INC	50,007.88	53,060.22
ROYAL BANK CDA MONTREAL QUEBEC	24,811.42	33,361.65
SANOFI-AVENTIS ADR	74,875.93	103,947.69
STANDARD CHARTERED	48,935.22	60,481.78
T ROWE PRICE LATIN AMER FUND	50,000.00	61,195.54
TEVA PHARMACEUTICALS INDS ADR	74,966.95	83,595.84
VANGUARD TOTAL INTL STK INDX	50,000.00	48,913.78
VEOLIA ENVIRONMENT ADR	25,020.87	23,903.76
WAL-MART STORES INC	25,013.83	26,350.85
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,374,013.44	15,009,754.10

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HSBC FINANCE CP, 5.5%, 6/15/11	150,000.00	150,035.05
MORGAN STANLEY NOTES, 5.625%, 1/9/12	99,575.00	105,984.40
PRIN LIFE FDG TR, 5.15%, 9/30/11	49,203.50	51,964.45
PROTECTIVE LIFE INTERNOTES	100,000.00	98,496.90
WELLS FARGO NOTES	98,935.00	103,597.00
GENERAL ELECTRIC CAP CP, 5.0%, 8/15/17	100,000.00	96,150.10
GENERAL ELECTRIC CAP CP, 4.3%, 10/15/15	100,000.00	99,491.40
PROCTER & GAMBLE, 3.5%, 2/15/15	99,435.06	102,330.70
PRUDENTIAL FINL, 4.75%, 4/1/14	95,619.41	102,717.60
WACHOVIA BANK, 5.6%, 3/15/16	96,703.44	96,546.65
WELLPOINT INC, 5.25%, 1/15/16	95,579.63	100,907.90
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,085,051.04	1,108,222.15

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BNY MELLON EMERGING MARKETS FUND CL M	COST	0.00	0.00
BNY MELLON INTERNATIONAL FUND CL M	COST	0.00	0.00
BNY MELLON MID CAP STOCK FUND CL M	COST	0.00	0.00
BNY MELLON LARGE CAP STK FUND CL M	COST	0.00	0.00
HEALTH CARE REIT INC	COST	108,181.83	124,096.00
HOSPITALITY PPTYS TRUST SH BEN INT	COST	109,489.64	68,759.00
LIBERTY PROPERTY TRUST REIT	COST	154,817.98	147,246.00
MACK CALI REALTY CORP REIT	COST	128,497.49	127,909.00
BNY MELLON SMALL CAP STOCK FUND CL M	COST	0.00	0.00
HOME PROPERTIES INC REIT	COST	131,689.09	143,130.00
SIMON PROPERTY GROUP INC	COST	118,040.56	146,991.60
HCP INC REIT	COST	114,289.45	128,268.00
EQUITY RESIDENTIAL	COST	90,382.25	81,072.00
DUKE REALTY CORP REIT	COST	165,681.87	114,398.00
DEVELOPERS DIVERS RLTY REIT	COST	136,503.32	116,120.40
AMB PROPERTY CORP REIT	COST	138,423.02	120,085.00
DREYFUS PR GI R/E SEC FD CL I	COST	0.00	0.00
PRLOGOIS REIT	COST	96,461.50	150,590.00
ALLIANCEBERNSTEIN HOLDING LP	COST	108,457.00	140,500.00
TOTAL TO FORM 990-PF, PART II, LINE 13		1,600,915.00	1,609,165.00

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE CONSTRUCTIVELY RECEIVED	4,118.04	2,128.45	2,128.45
TO FORM 990-PF, PART II, LINE 15	4,118.04	2,128.45	2,128.45

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DAVID E. ELLISON  
601 108TH AVENUE NE, SUITE 1900  
BELLEVUE, WA 98004

TELEPHONE NUMBER

(425) 943-7185

FORM AND CONTENT OF APPLICATIONS

LETTER DISCUSSING PROGRAMS QUALIFYING UNDER INTERNAL REVENUE CODE SECTION  
501(C)(3) FOR AIDS RESEARCH, CONTROL OR TREATMENT.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CASE WESTERN RESERVE UNIVERSITY	NONE RESEARCH	PUBLIC CHARITY	25,000.00
FRED HUTCHINSON CANCER RESEARCH CENTER	NONE RESEARCH	PUBLIC CHARITY	260784.00
INTERNATIONAL AIDS VACCINE INITIATIVE	NONE RESEARCH	PUBLIC CHARITY	80,000.00
NORTHWESTERN UNIVERSITY	NONE RESEARCH	PUBLIC CHARITY	50,877.00
REGENTS OF THE UNIVERSITY OF CA (UC DAVIS)	NONE RESEARCH	PUBLIC CHARITY	53,931.15
THE GENERAL HOSPITAL CORPORATION	NONE RESEARCH	PUBLIC CHARITY	100000.00
THE SALK INSTITUTE	NONE RESEARCH	PUBLIC CHARITY	156938.60
UCLA AIDS INSTITUTE / UCLA SCHOOL OF MEDICINE	NONE RESEARCH	PUBLIC CHARITY	100000.00

JAMES B. PENDLETON CHARITABLE TRUST C/O

95-6944277

UNIVERSITY OF CALIFORNIA SAN  
DIEGO

NONE  
RESEARCH

PUBLIC  
CHARITY

228448.00

TOTAL TO FORM 990-PF, PART XV, LINE 3A

1,055,978.75