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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

02/01, 2009, and ending

01/31, 2010

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

FALES FOUNDATION TRUST 44113752

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

901 5TH AVE., SUITE 1200

City or town, state, and ZIP code

SEATTLE, WA 98164

A Employer identification number

91-6087669

B Telephone number (see page 10 of the instructions)

(206) 587-3688

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

I Fair market value of all assets at end

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

16) **\$ 3,888,454.**J Accounting method. ☒ Cash ☐ Accrual☐ Other (specify) _____

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	109,173.	109,127.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	28,102.			
b Gross sales price for all assets on line 6a	1,418,444.			
7 Capital gain net income (from Part IV, line 2)		28,102.		
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)	5,890.			STMT 2
12 Total Add lines 1 through 11	143,165.	137,229.		
13 Compensation of officers, directors, trustees, etc.	34,286.	25,714.		8,571.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	900.	NONE	NONE	900.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	745.	745.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 5	11,557.	11,532.		25.
24 Total operating and administrative expenses. Add lines 13 through 23	47,488.	37,991.	NONE	9,496.
25 Contributions, gifts, grants paid	159,500.			159,500.
26 Total expenses and disbursements Add lines 24 and 25	206,988.	37,991.	NONE	168,996.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-63,823.			
b Net investment income (if negative, enter -0-)		99,238.		
c Adjusted net income (if negative, enter -0-)				

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

JSA

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SCANNED JUL 23 2010
Operating and Administrative Expenses

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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
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	531,709.	45,356.	45,356.
	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) STMT 6	299,764.	200,232.	213,032.
	b Investments - corporate stock (attach schedule) STMT 7	1,387,007.	1,320,064.	1,583,667.
	c Investments - corporate bonds (attach schedule) STMT 8	199,204.	97,797.	105,008.
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 9	1,331,518.	2,021,931.	1,941,391.
	14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule)			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,749,202.	3,685,380.	3,888,454.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	3,749,202.	3,685,380.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see page 17 of the instructions)	3,749,202.	3,685,380.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,749,202.	3,685,380.		

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	3,749,202.
2 Enter amount from Part I, line 27a	2	-63,823.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	1.
4 Add lines 1, 2, and 3	4	3,685,380.
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	3,685,380.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	28,102.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. }			3		

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	185,354.	3,983,784.	0.04652712095
2007	176,924.	4,715,071.	0.03752308290
2006	206,694.	4,496,334.	0.04596944978
2005	226,372.	4,296,409.	0.05268865231
2004	232,840.	4,297,464.	0.05418079128
2 Total of line 1, column (d)			2 0.23688909722
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 0.04737781944
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 3,606,333.
5 Multiply line 4 by line 3			5 170,860.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 992.
7 Add lines 5 and 6			7 171,852.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 168,996.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,985.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	1,985.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,985.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,944.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,944.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	41.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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 page 19 of the instructions) ☐ STMT 11		
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 N/A				
14	The books are in care of UNION BANK, N.A. Telephone no (206) 587-3688			
	Located at 900 FOURTH AVENUE, SEATTLE, WA ZIP + 4 98164			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year			☐ 15

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		
Organizations relying on a current notice regarding disaster assistance check here		☐
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes	☒ No
If "Yes," list the years STMT 12		
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)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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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)? **5b** ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		34,286.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		NONE	NONE	NONE

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
SEE STATEMENT 15		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

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

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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	3,569,456.
b	Average of monthly cash balances	1b	91,796.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,661,252.
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	NONE
3	Subtract line 2 from line 1d	3	3,661,252.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	54,919.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,606,333.
6	Minimum investment return. Enter 5% of line 5	6	180,317.

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	180,317.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,985.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,985.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	178,332.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	178,332.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	178,332.

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	168,996.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	168,996.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	168,996.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				178,332.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			NONE	
b Total for prior years: 20 <u>07</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	25,218.			
b From 2005	27,925.			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	53,143.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ <u>168,996.</u>				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				168,996.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	9,336.			9,336.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	43,807.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
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)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	15,882.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	27,925.			
10 Analysis of line 9:				
a Excess from 2005	27,925.			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

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

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

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

4942(j)(3) or

4942(j)(5)

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

Tax year

Prior 3 years

(e) Total

(a) 2009

(b) 2008

(c) 2007

(d) 2006

b 85% of line 2a

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

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

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

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

a "Assets" alternative test - enter

(1) Value of all assets

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

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

c "Support" alternative test - enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

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

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

SEE STATEMENT 16

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 17				
Total			▶ 3a	159,500.
b Approved for future payment				
Total			▶ 3b	

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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				1,626.	
8,982.00		200. ABBOTT LABS COM PROPERTY TYPE: SECURITIES 10,618.00				P 12/23/2008 -1,636.00	05/08/2009
15,203.00		1150. ALCOA INC PROPERTY TYPE: SECURITIES 31,268.00				P 10/11/2006 -16,065.00	10/27/2009
16,035.00		650. ALLSTATE CORP PROPERTY TYPE: SECURITIES 9,492.00				P 12/11/2003 6,543.00	07/16/2009
19,305.00		1500. APPLIED MATLS INC PROPERTY TYPE: SECURITIES 16,485.00				P 04/09/2009 2,820.00	10/27/2009
7,422.00		200. AVERY DENNISON CORP PROPERTY TYPE: SECURITIES 5,066.00				P 04/09/2009 2,356.00	10/27/2009
4,392.00		800. BANK AMER CORP PROPERTY TYPE: SECURITIES 1,055.00				P 07/01/1974 3,337.00	02/10/2009
13,936.00		200. CHEVRON CORP. COMMON STOCK PROPERTY TYPE: SECURITIES 13,632.00				P 03/16/2007 304.00	04/09/2009
7,015.00		100. CHEVRON CORP. COMMON STOCK PROPERTY TYPE: SECURITIES 5,675.00				P 10/31/2005 1,340.00	05/08/2009
7,591.00		100. CHEVRON CORP. COMMON STOCK PROPERTY TYPE: SECURITIES 5,675.00				P 10/31/2005 1,916.00	10/27/2009
24,144.00		1000. COACH INC PROPERTY TYPE: SECURITIES 18,386.00				P 04/09/2009 5,758.00	05/21/2009

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)	
2,304.00		50. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES 2,995.00				P 06/17/2005 -691.00	02/10/2009
6,405.00		700. DELL INC COM PROPERTY TYPE: SECURITIES 16,401.00				P 10/11/2006 -9,996.00	02/10/2009
6,030.00		200. DOW CHEM CO PROPERTY TYPE: SECURITIES 7,824.00				P 10/11/2006 -1,794.00	01/21/2010
100,000.00		100000. E.I. DUPONT NT PROPERTY TYPE: SECURITIES 101,407.00		6.875% 10/1		P 12/07/2000 -1,407.00	10/15/2009
7,067.00		100. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 6,047.00				P 06/17/2005 1,020.00	05/08/2009
11,031.00		150. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 8,952.00				P 08/05/2005 2,079.00	10/27/2009
13,297.00		250. FPL GROUP INC PROPERTY TYPE: SECURITIES 2,615.00				P 03/14/1985 10,682.00	04/09/2009
4,987.00		100. FPL GROUP INC PROPERTY TYPE: SECURITIES 4,136.00				P 12/23/2005 851.00	01/21/2010
100,000.00		100000. FNMA PROPERTY TYPE: SECURITIES 99,531.00		6.375% 6/1		P 12/04/2000 469.00	06/15/2009
22,665.00		650. FISERV INC PROPERTY TYPE: SECURITIES 28,041.00				P 10/31/2005 -5,376.00	02/10/2009
36,617.00		400. GENENTECH INC PROPERTY TYPE: SECURITIES 33,044.00				P 12/23/2008 3,573.00	03/10/2009

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)	
10,242.00		200. GENERAL MLS INC PROPERTY TYPE: SECURITIES 4,517.00				P 08/22/1994 5,725.00	04/09/2009
9,936.00		200. GENERAL MLS INC PROPERTY TYPE: SECURITIES 5,453.00				P 08/08/1996 4,483.00	04/22/2009
11,930.00		200. GENERAL MLS INC PROPERTY TYPE: SECURITIES 10,234.00				P 06/17/2005 1,696.00	07/16/2009
3,260.00		50. GENERAL MLS INC PROPERTY TYPE: SECURITIES 2,336.00				P 08/05/2005 924.00	10/27/2009
3,260.00		50. GENERAL MLS INC PROPERTY TYPE: SECURITIES 2,768.00				P 10/11/2006 492.00	10/27/2009
41,600.00		4000. HIGHMARK BOND FID PROPERTY TYPE: SECURITIES 42,778.00			#4	P 11/08/1991 -1,178.00	05/08/2009
20,377.00		200. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES 16,284.00				P 01/24/2006 4,093.00	04/09/2009
10,725.00		100. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES 8,311.00				P 08/05/2005 2,414.00	06/02/2009
10,694.00		100. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES 9,954.00				P 11/15/2000 740.00	07/16/2009
5,927.00		50. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES 4,668.00				P 03/16/2007 1,259.00	08/27/2009
6,516.00		50. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES 4,137.00				P 12/23/2008 2,379.00	01/21/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,450.00		100. JPMORGAN CHASE & CO PROPERTY TYPE: SECURITIES 2,446.00				P	01/24/2006	02/10/2009 4.00
18,000.00		400. JACOBS ENGR GROUP INC PROPERTY TYPE: SECURITIES 17,716.00				P	12/23/2008	08/27/2009 284.00
5,500.00		100. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 1,035.00				P	10/20/1993	05/08/2009 4,465.00
14,430.00		300. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES 14,942.00				P	09/26/2003	04/09/2009 -512.00
2,499.00		50. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES 3,341.00				P	03/16/2007	04/22/2009 -842.00
3,067.00		50. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES 2,956.00				P	05/18/2001	10/27/2009 111.00
13,722.00		300. KOHLS CORP PROPERTY TYPE: SECURITIES 13,296.00				P	05/08/2009	07/16/2009 426.00
14,728.00		450. LILLY ELI & CO PROPERTY TYPE: SECURITIES 23,549.00				P	03/16/2007	04/09/2009 -8,821.00
11,181.00		300. LILLY ELI & CO PROPERTY TYPE: SECURITIES 15,699.00				P	03/16/2007	01/21/2010 -4,518.00
7,715.00		500. LOWES COS INC PROPERTY TYPE: SECURITIES 15,505.00				P	03/16/2007	02/25/2009 -7,790.00
16,256.00		800. LOWES COS INC PROPERTY TYPE: SECURITIES 15,588.00				P	02/10/2009	10/27/2009 668.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
15,440.00		1000. MFS INTL GROWTH FD CL I PROPERTY TYPE: SECURITIES 27,577.00			#8	P	03/16/2007	02/11/2009
							-12,137.00	
31,488.00		1200. MARATHON OIL CORP PROPERTY TYPE: SECURITIES 32,854.00				P	06/17/2005	02/10/2009
							-1,366.00	
5,478.00		100. MCDONALDS CORP PROPERTY TYPE: SECURITIES 2,921.00				P	06/17/2005	04/22/2009
							2,557.00	
8,563.00		150. MCDONALDS CORP PROPERTY TYPE: SECURITIES 8,591.00				P	02/10/2009	07/16/2009
							-28.00	
3,155.00		50. MCDONALDS CORP PROPERTY TYPE: SECURITIES 3,084.00				P	12/23/2008	01/21/2010
							71.00	
15,515.00		650. MICROSOFT CORP PROPERTY TYPE: SECURITIES 16,770.00				P	07/16/2002	07/16/2009
							-1,255.00	
13,856.00		400. MORGAN STANLEY PROPERTY TYPE: SECURITIES 21,227.00				P	10/11/2006	10/27/2009
							-7,371.00	
26,970.00		600. NIKE INC CL B PROPERTY TYPE: SECURITIES 26,433.00				P	03/16/2007	02/10/2009
							537.00	
5,247.00		100. NIKE INC CL B PROPERTY TYPE: SECURITIES 5,096.00				P	04/09/2009	07/16/2009
							151.00	
26,231.00		2100. NOKIA CORP SPNSRD ADR PROPERTY TYPE: SECURITIES 36,060.00				P	08/05/2005	02/10/2009
							-9,829.00	
9,092.00		200. NORTHROP GRUMMAN CORP PROPERTY TYPE: SECURITIES 9,755.00				P	05/11/2004	04/09/2009
							-663.00	

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)	
9,184.00		200. NORTHROP GRUMMAN CORP PROPERTY TYPE: SECURITIES 9,755.00				P 05/11/2004 -571.00	07/16/2009
11,616.00		200. NORTHROP GRUMMAN CORP PROPERTY TYPE: SECURITIES 13,726.00				P 10/11/2006 -2,110.00	01/21/2010
16,232.00		400. PG & E CORP PROPERTY TYPE: SECURITIES 14,620.00				P 06/17/2005 1,612.00	08/27/2009
13,590.00		375. PARKER HANNIFIN CORP PROPERTY TYPE: SECURITIES 20,595.00				P 03/16/2007 -7,005.00	02/25/2009
10,522.00		200. PEPSICO INC PROPERTY TYPE: SECURITIES 10,832.00				P 12/23/2008 -310.00	04/09/2009
10,757.00		650. PFIZER INC PROPERTY TYPE: SECURITIES 1,621.00				P 04/16/1990 9,136.00	08/27/2009
10,916.00		200. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 12,170.00				P 12/23/2008 -1,254.00	07/16/2009
7,212.00		150. QUEST DIAGNOSTICS INC PROPERTY TYPE: SECURITIES 6,232.00				P 05/11/2004 980.00	04/09/2009
10,412.00		200. QUEST DIAGNOSTICS INC PROPERTY TYPE: SECURITIES 8,309.00				P 05/11/2004 2,103.00	05/08/2009
18,210.00		300. QUEST DIAGNOSTICS INC PROPERTY TYPE: SECURITIES 12,464.00				P 05/11/2004 5,746.00	01/21/2010
61,704.00		800. SPDR S&P 500 ETF TR UNIT SER 1 S&P PROPERTY TYPE: SECURITIES 63,928.00				P 02/17/2009 -2,224.00	02/25/2009

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)	
93,432.00		1100. SPDR S&P 500 ETF TR UNIT SER 1 S&P PROPERTY TYPE: SECURITIES 87,901.00				02/17/2009 5,531.00	04/09/2009
8,579.00		100. SPDR S&P 500 ETF TR UNIT SER 1 S&P PROPERTY TYPE: SECURITIES 7,991.00				02/17/2009 588.00	04/22/2009
10,822.00		200. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 7,972.00				12/23/2008 2,850.00	07/16/2009
6,921.00		100. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 3,986.00				12/23/2008 2,935.00	01/21/2010
3,802.00		100. STARWOOD HOTELS & RESORTS WORLDWIDE PROPERTY TYPE: SECURITIES 2,106.00				07/16/2009 1,696.00	01/21/2010
70,000.00		1799.023 STRATTON SMALL CAP VALUE FD PROPERTY TYPE: SECURITIES 56,219.00				02/11/2009 13,781.00	10/27/2009
50,000.00		1210.068 STRATTON SMALL CAP VALUE FD PROPERTY TYPE: SECURITIES 37,815.00				02/11/2009 12,185.00	01/21/2010
5,244.00		300. SYMANTEC CORP PROPERTY TYPE: SECURITIES 5,091.00				03/16/2007 153.00	04/22/2009
15,967.00		1000. SYMANTEC CORP PROPERTY TYPE: SECURITIES 16,969.00				03/16/2007 -1,002.00	06/02/2009
18,585.00		300. 3M CO PROPERTY TYPE: SECURITIES 17,073.00				12/23/2008 1,512.00	07/16/2009
3,884.00		100. THE TRAVELERS COS INC COM PROPERTY TYPE: SECURITIES 4,910.00				03/16/2007 -1,026.00	02/10/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
12,150.00		250. THE TRAVELERS COS INC COM PROPERTY TYPE: SECURITIES 11,963.00				P	10/11/2006	08/27/2009
							187.00	
2,432.00		50. THE TRAVELERS COS INC COM PROPERTY TYPE: SECURITIES 2,147.00				P	04/09/2009	01/21/2010
							285.00	
7,296.00		150. THE TRAVELERS COS INC COM PROPERTY TYPE: SECURITIES 6,420.00				P	12/23/2008	01/21/2010
							876.00	
9,980.00		1000. VNGRD ST TERM INVMT GRADE ADM #5 PROPERTY TYPE: SECURITIES 10,600.00				P	06/22/2005	05/08/2009
							-620.00	
3,194.00		100. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 3,624.00				P	03/16/2007	04/09/2009
							-430.00	
8,688.00		300. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 10,668.00				P	03/16/2007	10/27/2009
							-1,980.00	
6,168.00		200. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 7,044.00				P	10/11/2006	01/21/2010
							-876.00	
20,063.00		400. WAL MART STORES INC PROPERTY TYPE: SECURITIES 20,508.00				P	07/16/2002	04/09/2009
							-445.00	
7,468.00		150. WAL MART STORES INC PROPERTY TYPE: SECURITIES 7,763.00				P	05/18/2001	10/27/2009
							-295.00	
8,292.00		300. WASTE MGMT INC DEL PROPERTY TYPE: SECURITIES 8,784.00				P	06/17/2005	07/16/2009
							-492.00	
10,542.00		350. WASTE MGMT INC DEL PROPERTY TYPE: SECURITIES 10,248.00				P	06/17/2005	08/27/2009
							294.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
13,476.00		400. WASTE MGMT INC DEL PROPERTY TYPE: SECURITIES 12,062.00				P	03/16/2007	01/21/2010
							1,414.00	
TOTAL GAIN(LOSS)							----- 28,102. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN DIVIDENDS	8,757.	8,757.
NONDIVIDEND DISTRIBUTIONS	46.	
DOMESTIC DIVIDENDS	36,677.	36,677.
CORPORATE INTEREST	11,375.	11,375.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	4,625.	4,625.
U.S. GOVERNMENT INTEREST - FEDERAL & STA	9,813.	9,813.
NONQUALIFIED FOREIGN DIVIDENDS	633.	633.
NONQUALIFIED DOMESTIC DIVIDENDS	37,247.	37,247.
	-----	-----
TOTAL	109,173.	109,127.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	5,890.

TOTALS	5,890.
	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	900.			900.
TOTALS	900.	NONE	NONE	900.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	38.	38.
FOREIGN TAXES ON QUALIFIED FOR	614.	614.
FOREIGN TAXES ON NONQUALIFIED	93.	93.
-----	-----	-----
TOTALS	745.	745.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
ADMINISTRATIVE FEES	11,532.	11,532.	25.
WA STATE FILING FEE	25.		
TOTALS	11,557.	11,532.	25.
	=====	=====	=====

FALES FOUNDATION TRUST 44113752

91-6087669

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

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
SEE ATTACHED ASSET STMT	299,764.	200,232.	213,032.
	-----	-----	-----
TOTALS	299,764.	200,232.	213,032.
	=====	=====	=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED ASSET STMT	1,387,007. -----	1,320,064. -----	1,583,667. -----
TOTALS	1,387,007. =====	1,320,064. =====	1,583,667. =====

FALES FOUNDATION TRUST 44113752

91-6087669

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED ASSET STMT	199,204. -----	97,797. -----	105,008. -----
TOTALS	199,204. =====	97,797. =====	105,008. =====

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
SEE ATTACHED ASSET STMT	C	1,331,518.	2,021,931.	1,941,391.
		-----	-----	-----
TOTALS		1,331,518.	2,021,931.	1,941,391.
		=====	=====	=====

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

ROUNDING DIFFERENCE

1.

TOTAL

1.

=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

WA

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT
=====

THIS QUESTION DOES NOT APPLY. THE FOUNDATION DOES NOT HAVE ANY
UNDISTRIBUTED INCOME FROM PRIOR YEARS.

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

=====

OFFICER NAME:

UNION BANK, N.A.

ADDRESS:

P. O. BOX 84495

SEATTLE, WA 98124

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

COMPENSATION 34,286.

TOTAL COMPENSATION:

34,286.

=====

990BF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:

NONE

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

=====

NAME:

NONE

TYPE OF SERVICE:

0

FALES FOUNDATION TRUST 44113752
FORM 990PF, PART XV - LINES 2a - 2d
=====

91-6087669

RECIPIENT NAME:

J. THOMAS MCCULLY, C/O UNION BANK
FORM, INFORMATION AND MATERIALS:
APPLICATION FORM PROVIDED IN RESPONSE TO
QUALIFIED INQUIRIES

SUBMISSION DEADLINES:

APRIL 1 ANNUALLY

RESTRICTIONS OR LIMITATIONS ON AWARDS:

ONLY TO SEATTLE ART PROGRAMS AND PROGRAMS
SERVING THE HOMELESS

=====

RECIPIENT NAME:

SEE ATTACHED STATEMENT OF
CHARITIES

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 159,500.

TOTAL GRANTS PAID:

159,500.

=====

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term , Gain/Loss.
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
200. ABBOTT LABS COM	12/23/2008	05/08/2009	8,982.00	10,618.00	-1,636.00
1500. APPLIED MATLS INC	04/09/2009	10/27/2009	19,305.00	16,485.00	2,820.00
200. AVERY DENNISON CORP	04/09/2009	10/27/2009	7,422.00	5,066.00	2,356.00
1000. COACH INC	04/09/2009	05/21/2009	24,144.00	18,386.00	5,758.00
400. GENENTECH INC	12/23/2008	03/10/2009	36,617.00	33,044.00	3,573.00
400. JACOBS ENGR GROUP INC	12/23/2008	08/27/2009	18,000.00	17,716.00	284.00
300. KOHLS CORP	05/08/2009	07/16/2009	13,722.00	13,296.00	426.00
800. LOWES COS INC	02/10/2009	10/27/2009	16,256.00	15,588.00	668.00
150. MCDONALDS CORP	02/10/2009	07/16/2009	8,563.00	8,591.00	-28.00
100. NIKE INC CL B	04/09/2009	07/16/2009	5,247.00	5,096.00	151.00
200. PEPSICO INC	12/23/2008	04/09/2009	10,522.00	10,832.00	-310.00
200. PROCTER & GAMBLE CO	12/23/2008	07/16/2009	10,916.00	12,170.00	-1,254.00
800. SPDR S&P 500 ETF TR	02/17/2009	02/25/2009	61,704.00	63,928.00	-2,224.00
1100. SPDR S&P 500 ETF TR	02/17/2009	04/09/2009	93,432.00	87,901.00	5,531.00
100. SPDR S&P 500 ETF TR	02/17/2009	04/22/2009	8,579.00	7,991.00	588.00
200. SCHLUMBERGER LTD	12/23/2008	07/16/2009	10,822.00	7,972.00	2,850.00
100. STARWOOD HOTELS & 1799.023 STRATTON SMALL	07/16/2009	01/21/2010	3,802.00	2,106.00	1,696.00
CAP VALUE FD #37	02/11/2009	10/27/2009	70,000.00	56,219.00	13,781.00
1210.068 STRATTON SMALL					
CAP VALUE FD #37	02/11/2009	01/21/2010	50,000.00	37,815.00	12,185.00
300. 3M CO	12/23/2008	07/16/2009	18,585.00	17,073.00	1,512.00
50. THE TRAVELERS COS INC	04/09/2009	01/21/2010	2,432.00	2,147.00	285.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			499,052.00	450,040.00	49,012.00
Totals			499,052.00	450,040.00	49,012.00

FALES FOUNDATION TRUST 44113752
Schedule D Detail of Long-term Capital Gains and Losses

91-6087669

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
1150. ALCOA INC	10/11/2006	10/27/2009	15,203.00	31,268.00	-16,065.00
650. ALLSTATE CORP	12/11/2003	07/16/2009	16,035.00	9,492.00	6,543.00
800. BANK AMER CORP	07/01/1974	02/10/2009	4,392.00	1,055.00	3,337.00
200. CHEVRON CORP. COMMON	03/16/2007	04/09/2009	13,936.00	13,632.00	304.00
100. CHEVRON CORP. COMMON	10/31/2005	05/08/2009	7,015.00	5,675.00	1,340.00
100. CHEVRON CORP. COMMON	10/31/2005	10/27/2009	7,591.00	5,675.00	1,916.00
50. CONOCOPHILLIPS COM	06/17/2005	02/10/2009	2,304.00	2,995.00	-691.00
700. DELL INC COM	10/11/2006	02/10/2009	6,405.00	16,401.00	-9,996.00
200. DOW CHEM CO	10/11/2006	01/21/2010	6,030.00	7,824.00	-1,794.00
100000. E.I. DUPONT NT					
6.875% 10/15/09	12/07/2000	10/15/2009	100,000.00	101,407.00	-1,407.00
100. EXXON MOBIL CORP	06/17/2005	05/08/2009	7,067.00	6,047.00	1,020.00
150. EXXON MOBIL CORP	08/05/2005	10/27/2009	11,031.00	8,952.00	2,079.00
250. FPL GROUP INC	03/14/1985	04/09/2009	13,297.00	2,615.00	10,682.00
100. FPL GROUP INC	12/23/2005	01/21/2010	4,987.00	4,136.00	851.00
100000. FNMA					
6.375% 6/15/09	12/04/2000	06/15/2009	100,000.00	99,531.00	469.00
650. FISERV INC	10/31/2005	02/10/2009	22,665.00	28,041.00	-5,376.00
200. GENERAL MLS INC	08/22/1994	04/09/2009	10,242.00	4,517.00	5,725.00
200. GENERAL MLS INC	08/08/1996	04/22/2009	9,936.00	5,453.00	4,483.00
200. GENERAL MLS INC	06/17/2005	07/16/2009	11,930.00	10,234.00	1,696.00
50. GENERAL MLS INC	08/05/2005	10/27/2009	3,260.00	2,336.00	924.00
50. GENERAL MLS INC	10/11/2006	10/27/2009	3,260.00	2,768.00	492.00
4000. HIGHMARK BOND FID					
#489	11/08/1991	05/08/2009	41,600.00	42,778.00	-1,178.00
200. INTERNATIONAL	01/24/2006	04/09/2009	20,377.00	16,284.00	4,093.00
100. INTERNATIONAL	08/05/2005	06/02/2009	10,725.00	8,311.00	2,414.00
100. INTERNATIONAL	11/15/2000	07/16/2009	10,694.00	9,954.00	740.00
50. INTERNATIONAL BUSINESS	03/16/2007	08/27/2009	5,927.00	4,668.00	1,259.00
50. INTERNATIONAL BUSINESS	12/23/2008	01/21/2010	6,516.00	4,137.00	2,379.00
100. JPMORGAN CHASE & CO	01/24/2006	02/10/2009	2,450.00	2,446.00	4.00
100. JOHNSON & JOHNSON	10/20/1993	05/08/2009	5,500.00	1,035.00	4,465.00
Totals					

FALES FOUNDATION TRUST 44113752
Schedule D Detail of Long-term Capital Gains and Losses

91-6087669

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss.
300. KIMBERLY CLARK CORP	09/26/2003	04/09/2009	14,430.00	14,942.00	-512.00
50. KIMBERLY CLARK CORP	03/16/2007	04/22/2009	2,499.00	3,341.00	-842.00
50. KIMBERLY CLARK CORP	05/18/2001	10/27/2009	3,067.00	2,956.00	111.00
450. LILLY ELI & CO	03/16/2007	04/09/2009	14,728.00	23,549.00	-8,821.00
300. LILLY ELI & CO	03/16/2007	01/21/2010	11,181.00	15,699.00	-4,518.00
500. LOWES COS INC	03/16/2007	02/25/2009	7,715.00	15,505.00	-7,790.00
1000. MFS INTL GROWTH FD					
CL I #886	03/16/2007	02/11/2009	15,440.00	27,577.00	-12,137.00
1200. MARATHON OIL CORP	06/17/2005	02/10/2009	31,488.00	32,854.00	-1,366.00
100. MCDONALDS CORP	06/17/2005	04/22/2009	5,478.00	2,921.00	2,557.00
50. MCDONALDS CORP	12/23/2008	01/21/2010	3,155.00	3,084.00	71.00
650. MICROSOFT CORP	07/16/2002	07/16/2009	15,515.00	16,770.00	-1,255.00
400. MORGAN STANLEY	10/11/2006	10/27/2009	13,856.00	21,227.00	-7,371.00
600. NIKE INC CL B	03/16/2007	02/10/2009	26,970.00	26,433.00	537.00
2100. NOKIA CORP SPNSRD	08/05/2005	02/10/2009	26,231.00	36,060.00	-9,829.00
200. NORTHROP GRUMMAN CORP	05/11/2004	04/09/2009	9,092.00	9,755.00	-663.00
200. NORTHROP GRUMMAN CORP	05/11/2004	07/16/2009	9,184.00	9,755.00	-571.00
200. NORTHROP GRUMMAN CORP	10/11/2006	01/21/2010	11,616.00	13,726.00	-2,110.00
400. PG & E CORP	06/17/2005	08/27/2009	16,232.00	14,620.00	1,612.00
375. PARKER HANNIFIN CORP	03/16/2007	02/25/2009	13,590.00	20,595.00	-7,005.00
650. PFIZER INC	04/16/1990	08/27/2009	10,757.00	1,621.00	9,136.00
150. QUEST DIAGNOSTICS INC	05/11/2004	04/09/2009	7,212.00	6,232.00	980.00
200. QUEST DIAGNOSTICS INC	05/11/2004	05/08/2009	10,412.00	8,309.00	2,103.00
300. QUEST DIAGNOSTICS INC	05/11/2004	01/21/2010	18,210.00	12,464.00	5,746.00
100. SCHLUMBERGER LTD	12/23/2008	01/21/2010	6,921.00	3,986.00	2,935.00
300. SYMANTEC CORP	03/16/2007	04/22/2009	5,244.00	5,091.00	153.00
1000. SYMANTEC CORP	03/16/2007	06/02/2009	15,967.00	16,969.00	-1,002.00
100. THE TRAVELERS COS INC	03/16/2007	02/10/2009	3,884.00	4,910.00	-1,026.00
250. THE TRAVELERS COS INC	10/11/2006	08/27/2009	12,150.00	11,963.00	187.00
150. THE TRAVELERS COS INC	12/23/2008	01/21/2010	7,296.00	6,420.00	876.00
1000. VNGRD ST TERM INVMT					
GRADE ADM #539	06/22/2005	05/08/2009	9,980.00	10,600.00	-620.00
100. VERIZON COMMUNICATION	03/16/2007	04/09/2009	3,194.00	3,624.00	-430.00
300. VERIZON COMMUNICATION	03/16/2007	10/27/2009	8,688.00	10,668.00	-1,980.00
200. VERIZON COMMUNICATION	10/11/2006	01/21/2010	6,168.00	7,044.00	-876.00
Totals					

Schedule D Detail of Long-term Capital Gains and Losses

[illegible]

FEDERAL CAPITAL GAIN DIVIDENDS
=====LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

LONG-TERM 15% CAPITAL GAIN DIVIDENDS

1,626.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

1,626.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

1,626.00
=====



Holdings - Reporting as of Trade Date
Account. 44113752 - FALES FOUNDATION TRUST TW

As of 31-Jan-2010

Pending Transactions Included

Asset Type	Asset Name	CUSIP	ISIN	Owning Account Number	Owning Account Name	Shares / Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Cash & Cash Equivalents	HIGHMARK DIVERSIFIED MMKT FD	431114883S	US4311148831	44113752	FALES FOUNDATION TRUST TW	45,355 6100	\$1 0000 USD	31-Jan-2010	\$45,355 61 USD	\$45,355 61 USD	\$0 00 USD
Mutual Funds/ Commingled Funds	ABSOLUTE STRATEGIES FD CL I #212-102	34984T600	US34984T6001	44113752	FALES FOUNDATION TRUST TW	3,836 4000	\$10 5100 USD	29-Jan-2010	\$40,013 77 USD	\$40,320 56 USD	\$306 79 USD
Mutual Funds/ Commingled Funds	AMEX FINANCIAL SELECT SPDR	81369Y605	US81369Y6059	44113752	FALES FOUNDATION TRUST TW	2,800 0000	\$14 1800 USD	29-Jan-2010	\$30,974 00 USD	\$39,704 00 USD	\$8,730 00 USD
Mutual Funds/ Commingled Funds	DODGE & COX INTL STOCK FD #1048	256206103	US2562061034	44113752	FALES FOUNDATION TRUST TW	1,697 5080	\$30 5700 USD	29-Jan-2010	\$74,944 99 USD	\$51,892 82 USD	(\$23,052.17) USD
Mutual Funds/ Commingled Funds	FIRST AMERN REAL EST SECS CL Y #818	318530268	US3185302680	44113752	FALES FOUNDATION TRUST TW	2,853 0670	\$13 5800 USD	29-Jan-2010	\$40,000 00 USD	\$38,744 65 USD	(\$1,255 35) USD
Mutual Funds/ Commingled Funds	HIGHMARK BOND FID #489	431114305	US4311143055	44113752	FALES FOUNDATION TRUST TW	39,685 8730	\$11 0700 USD	29-Jan-2010	\$421,768 58 USD	\$439,322 61 USD	\$17,554 03 USD
Mutual Funds/ Commingled Funds	HIGHMARK GENEVA GROWTH FD CL F #2647	431113505	US4311135051	44113752	FALES FOUNDATION TRUST TW	3,017 5270	\$16 2600 USD	29-Jan-2010	\$50,000 00 USD	\$49,064 99 USD	(\$935 01) USD
Mutual Funds/ Commingled Funds	HIGHMARK INTL OPPORTUNITIES F #2211	431112341	US4311123412	44113752	FALES FOUNDATION TRUST TW	23,286 2270	\$6 2500 USD	29-Jan-2010	\$180,119 80 USD	\$145,538 92 USD	(\$34,580 88) USD
Mutual Funds/ Commingled Funds	HIGHMARK SMALL CAP VALUE FID #148	431112101	US4311121010	44113752	FALES FOUNDATION TRUST TW	8,641 6650	\$10 5700 USD	29-Jan-2010	\$128,454 14 USD	\$91,342 40 USD	(\$37,111 74) USD
Mutual Funds/ Commingled Funds	HOTCHKIS & WILEY M/C VALUE I #1072	44134R800	US44134R8007	44113752	FALES FOUNDATION TRUST TW	2,780 7450	\$18 2300 USD	29-Jan-2010	\$50,000 00 USD	\$50,692 98 USD	\$692 98 USD
Mutual Funds/ Commingled Funds	ISHARES MSCI EMERGING MKT IDX FD	464287234	US4642872349	44113752	FALES FOUNDATION TRUST TW	1,200 0000	\$38 2800 USD	29-Jan-2010	\$43,097 04 USD	\$45,936 00 USD	\$2,838 96 USD
Mutual Funds/ Commingled Funds	LAZARD EMERGING MKTS INSTL #638	52106N889	US52106N8891	44113752	FALES FOUNDATION TRUST TW	3,687 6290	\$17 3100 USD	29-Jan-2010	\$74,162 13 USD	\$63,832 86 USD	(\$10,329 27) USD
Mutual Funds/ Commingled Funds	MFS INTL GROWTH FD CL I #886	55273E848	US55273E8488	44113752	FALES FOUNDATION TRUST TW	2,411 1950	\$22 1400 USD	29-Jan-2010	\$61,012 98 USD	\$53,383 86 USD	(\$7,629 12) USD
Mutual Funds/ Commingled Funds	PIMCO HIGH YIELD INSTL #108	693390841	US6933908419	44113752	FALES FOUNDATION TRUST TW	10,174 1070	\$8 8900 USD	29-Jan-2010	\$73,310 00 USD	\$80,447 81 USD	\$17,137 81 USD
Mutual Funds/ Commingled Funds	PIMCO TOTAL RETURN INSTL #35	693390700	US6933907007	44113752	FALES FOUNDATION TRUST TW	13,808 7870	\$10 9600 USD	29-Jan-2010	\$151,017 04 USD	\$151,344 31 USD	\$327 27 USD
Mutual Funds/ Commingled Funds	ROWE T PRICE NEW HORIZONS #42	779562107	US7795621074	44113752	FALES FOUNDATION TRUST TW	6,526 3310	\$24 7500 USD	29-Jan-2010	\$205,600 30 USD	\$161,526 69 USD	(\$44,073 61) USD



Holdings - Reporting as of Trade Date
Account: 44113752 - FALES FOUNDATION TRUST TW

As of 31-Jan-2010

Pending Transactions Included

Asset Type	Asset Name	CUSIP	ISIN	Owning Account Number	Owning Account Name	Shares / Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Mutual Funds/ Commingled Funds	STRATTON SMALL CAP VALUE FD #37	863137105	US8631371056	44113752	FALES FOUNDATION TRUST TW	3,990 9090	\$39 7000 USD	29-Jan-2010	\$118,535 91 USD	\$158,439 09 USD	\$39,903 18 USD
Mutual Funds/ Commingled Funds	VNGRD SMALL-CAP VALUE INDEX INV #860	922908793	US9229087930	44113752	FALES FOUNDATION TRUST TW	2,842 5240	\$12 6600 USD	29-Jan-2010	\$50,000 00 USD	\$35,988 35 USD	(\$14,013 65) USD
Mutual Funds/ Commingled Funds	VNGRD ST TERM INVTMT GRADE ADM #539	922031836		44113752	FALES FOUNDATION TRUST TW	21,856 9880	\$10 7000 USD	29-Jan-2010	\$228,920 00 USD	\$233,869 77 USD	\$4,949 77 USD
Equities	3M CO	88579Y101	US88579Y1010	44113752	FALES FOUNDATION TRUST TW	300 0000	\$80 4900 USD	29-Jan-2010	\$17,073 00 USD	\$24,147 00 USD	\$7,074 00 USD
Equities	ABBOTT LABS COM	002824100	US0028241000	44113752	FALES FOUNDATION TRUST TW	600 0000	\$52 9400 USD	29-Jan-2010	\$31,854 00 USD	\$31,764 00 USD	(\$90 00) USD
Equities	AMERICAN EXPRESS CO	025816109	US0258161092	44113752	FALES FOUNDATION TRUST TW	450 0000	\$37 6600 USD	29-Jan-2010	\$10,325 19 USD	\$16,947 00 USD	\$6,621 81 USD
Equities	BAXTER INTL INC	071813109	US0718131099	44113752	FALES FOUNDATION TRUST TW	500 0000	\$57 5900 USD	29-Jan-2010	\$25,474 10 USD	\$28,795 00 USD	\$3,320 90 USD
Equities	BP PLC ADR	055622104	US0556221044	44113752	FALES FOUNDATION TRUST TW	300 0000	\$56 1200 USD	29-Jan-2010	\$18,523 50 USD	\$16,838 00 USD	(\$1,685 50) USD
Equities	CAMERON INTL CORP COM	13342B105	US13342B1052	44113752	FALES FOUNDATION TRUST TW	500 0000	\$37 6600 USD	29-Jan-2010	\$14,060 00 USD	\$18,830 00 USD	\$4,770 00 USD
Equities	CHEVRON CORP COMMON STOCK	166764100	US1667641005	44113752	FALES FOUNDATION TRUST TW	400 0000	\$72 1200 USD	29-Jan-2010	\$26,027 50 USD	\$28,848 00 USD	\$2,820 50 USD
Equities	CISCO SYS INC	17275R102	US17275R1023	44113752	FALES FOUNDATION TRUST TW	2,800 0000	\$22 4700 USD	29-Jan-2010	\$44,160 00 USD	\$62,916 00 USD	\$18,756 00 USD
Equities	CITRIX SYS INC	177376100	US1773761002	44113752	FALES FOUNDATION TRUST TW	500 0000	\$41 5500 USD	29-Jan-2010	\$13,729 10 USD	\$20,775 00 USD	\$7,045 90 USD
Equities	CVS CAREMARK CORPORATION	126650100	US1266501006	44113752	FALES FOUNDATION TRUST TW	700 0000	\$32 3700 USD	29-Jan-2010	\$22,004 64 USD	\$22,659 00 USD	\$654 36 USD
Equities	DANAHER CORP	235851102	US2358511028	44113752	FALES FOUNDATION TRUST TW	700 0000	\$71 3500 USD	29-Jan-2010	\$40,898 13 USD	\$49,945 00 USD	\$9,046 87 USD
Equities	DEERE & CO	244199105	US2441991054	44113752	FALES FOUNDATION TRUST TW	500 0000	\$49 9500 USD	29-Jan-2010	\$19,230 00 USD	\$24,975 00 USD	\$5,745 00 USD
Equities	DONALDSON INC	257651109	US2576511099	44113752	FALES FOUNDATION TRUST TW	500 0000	\$38 2400 USD	29-Jan-2010	\$18,605 00 USD	\$19,120 00 USD	\$515 00 USD



Holdings - Reporting as of Trade Date
Account 44113752 - FALES FOUNDATION TRUST TW

As of 31-Jan-2010

Pending Transactions Included

Asset Type	Asset Name	CUSIP	ISIN	Owning Account Number	Owning Account Name	Shares / Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Equities	DOW CHEM CO	260543103	US2605431038	44113752	FALES FOUNDATION TRUST TW	750 0000	\$27 0900 USD	29-Jan-2010	\$29,340 00 USD	\$20,317 50 USD	(\$9,022 50) USD
Equities	ECOLAB INC	278865100	US2788651006	44113752	FALES FOUNDATION TRUST TW	400 0000	\$43 9000 USD	29-Jan-2010	\$15,339 28 USD	\$17,560 00 USD	\$2,220 72 USD
Equities	EMERSON ELEC CO	291011104	US2910111044	44113752	FALES FOUNDATION TRUST TW	400 0000	\$41 5400 USD	29-Jan-2010	\$12,604 00 USD	\$16,616 00 USD	\$4,012 00 USD
Equities	EXELON CORP	30161N101	US30161N1019	44113752	FALES FOUNDATION TRUST TW	300 0000	\$45 6200 USD	29-Jan-2010	\$15,564 00 USD	\$13,686 00 USD	(\$1,878 00) USD
Equities	EXXON MOBIL CORP	30231G102	US30231G1022	44113752	FALES FOUNDATION TRUST TW	450 0000	\$64 4300 USD	29-Jan-2010	\$33,343 50 USD	\$28,993 50 USD	(\$4,350 00) USD
Equities	FPL GROUP INC	302571104	US3025711041	44113752	FALES FOUNDATION TRUST TW	200 0000	\$48 7600 USD	29-Jan-2010	\$5,182 00 USD	\$9,752 00 USD	\$4,570 00 USD
Equities	GENERAL ELEC CO	369604103	US3696041033	44113752	FALES FOUNDATION TRUST TW	1,800 0000	\$16 0800 USD	29-Jan-2010	\$13,123 22 USD	\$28,944 00 USD	\$15,820 78 USD
Equities	GENERAL MLS INC	370334104	US3703341046	44113752	FALES FOUNDATION TRUST TW	200 0000	\$71 3100 USD	29-Jan-2010	\$11,712 00 USD	\$14,262 00 USD	\$2,550 00 USD
Equities	GOLDMAN SACHS GROUP INC	38141G104	US38141G1040	44113752	FALES FOUNDATION TRUST TW	250 0000	\$148 7200 USD	29-Jan-2010	\$28,892 75 USD	\$37,180 00 USD	\$8 287 25 USD
Equities	GOOGLE INC-CL A	38259P508	US38259P5089	44113752	FALES FOUNDATION TRUST TW	110 0000	\$529 9440 USD	29-Jan-2010	\$38,016 50 USD	\$58,293 84 USD	\$20,277 34 USD
Equities	HANOVER INS GROUP INC COM	410867105	US4108671052	44113752	FALES FOUNDATION TRUST TW	700 0000	\$42 4200 USD	29-Jan-2010	\$27,134 00 USD	\$29,694 00 USD	\$2,560 00 USD
Equities	HOME DEPOT INC	437076102	US4370761029	44113752	FALES FOUNDATION TRUST TW	600 0000	\$28 0100 USD	29-Jan-2010	\$16,764 00 USD	\$16,806 00 USD	\$42 00 USD
Equities	HOSPIRA INC COM	441060100	US4410601003	44113752	FALES FOUNDATION TRUST TW	300 0000	\$50 6400 USD	29-Jan-2010	\$9,588 00 USD	\$15,192 00 USD	\$5,604 00 USD
Equities	INTEL CORP	458140100	US4581401001	44113752	FALES FOUNDATION TRUST TW	1,800 0000	\$19 4000 USD	29-Jan-2010	\$34,879 50 USD	\$34,920 00 USD	\$40 50 USD
Equities	INTERNATIONAL BUSINESS MACHS CORP	459200101	US4592001014	44113752	FALES FOUNDATION TRUST TW	100 0000	\$122 3900 USD	29-Jan-2010	\$8,273 00 USD	\$12,239 00 USD	\$3,966 00 USD
Equities	INVESCO LTD COM	G491BT108	BMG491BT1088	44113752	FALES FOUNDATION TRUST TW	1,000,0000	\$19 3000 USD	29-Jan-2010	\$16,690 00 USD	\$19,300 00 USD	\$2,610 00 USD



Holdings - Reporting as of Trade Date
Account: 44113752 - FALES FOUNDATION TRUST TW

As of 31-Jan-2010

Pending Transactions Included

Asset Type	Asset Name	CUSIP	ISIN	Owning Account Number	Owning Account Name	Shares / Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Equities	JOHNSON & JOHNSON	478160104	US4781601046	44113752	FALES FOUNDATION TRUST TW	500 0000	\$62 8600 USD	29-Jan-2010	\$13,207 50 USD	\$31,430 00 USD	\$18,222 50 USD
Equities	JPMORGAN CHASE & CO	46625H100	US46625H1005	44113752	FALES FOUNDATION TRUST TW	1,000 0000	\$38 9400 USD	29-Jan-2010	\$14,487 52 USD	\$38,940 00 USD	\$24,452 48 USD
Equities	KIMBERLY CLARK CORP	494368103	US4943681035	44113752	FALES FOUNDATION TRUST TW	400 0000	\$59 3900 USD	29-Jan-2010	\$22,419 45 USD	\$23,756 00 USD	\$1,336 55 USD
Equities	KOHL'S CORP	500255104	US5002551043	44113752	FALES FOUNDATION TRUST TW	500 0000	\$50 3700 USD	29-Jan-2010	\$17,585 00 USD	\$25,185 00 USD	\$7,600 00 USD
Equities	LINEAR TECHNOLOGY CORP	535678106	US5356781063	44113752	FALES FOUNDATION TRUST TW	600 0000	\$26 1000 USD	29-Jan-2010	\$17,280 00 USD	\$15,660 00 USD	(\$1,620 00) USD
Equities	MCDONALD'S CORP	580135101	US5801351017	44113752	FALES FOUNDATION TRUST TW	300 0000	\$62 4300 USD	29-Jan-2010	\$18,501 00 USD	\$18,729 00 USD	\$228 00 USD
Equities	MICROSOFT CORP	594918104	US5949181045	44113752	FALES FOUNDATION TRUST TW	1,650 0000	\$28 1800 USD	29-Jan-2010	\$39,156 83 USD	\$48,497 00 USD	\$7,340 17 USD
Equities	MONSANTO CO NEW	61166W101	US61166W1018	44113752	FALES FOUNDATION TRUST TW	150 0000	\$75.8800 USD	29-Jan-2010	\$11,568 00 USD	\$11,382 00 USD	(\$186 00) USD
Equities	NIKE INC CL B	654106103	US6541061031	44113752	FALES FOUNDATION TRUST TW	300 0000	\$63 7500 USD	29-Jan-2010	\$15,288 00 USD	\$19,125 00 USD	\$3,837 00 USD
Equities	NORDSTROM INC	655664100	US6556641008	44113752	FALES FOUNDATION TRUST TW	600 0000	\$34 5400 USD	29-Jan-2010	\$11,820 00 USD	\$20,724 00 USD	\$8,904 00 USD
Equities	OCCIDENTAL PETE CORP	674599105	US6745991058	44113752	FALES FOUNDATION TRUST TW	300 0000	\$78 3400 USD	29-Jan-2010	\$15,873 00 USD	\$23,502 00 USD	\$7,629 00 USD
Equities	ORACLE CORP	68389X105	US68389X1054	44113752	FALES FOUNDATION TRUST TW	2,300 0000	\$23 0600 USD	29-Jan-2010	\$40,961 00 USD	\$53,038 00 USD	\$12,077 00 USD
Equities	PEPSICO INC	713448108	US7134481081	44113752	FALES FOUNDATION TRUST TW	500 0000	\$59 6200 USD	29-Jan-2010	\$27,080 00 USD	\$29,810 00 USD	\$2,730 00 USD
Equities	PFIZER INC	717081103	US7170811035	44113752	FALES FOUNDATION TRUST TW	1,700 0000	\$18 6600 USD	29-Jan-2010	\$26,860 10 USD	\$31,722.00 USD	\$4,861 90 USD
Equities	PHILIP MORRIS INTL COM	718172109	US7181721090	44113752	FALES FOUNDATION TRUST TW	300 0000	\$45 5100 USD	29-Jan-2010	\$13,119 00 USD	\$13,653 00 USD	\$534 00 USD
Equities	PRAXAIR INC	74005P104	US74005P1049	44113752	FALES FOUNDATION TRUST TW	400 0000	\$75 3200 USD	29-Jan-2010	\$24,916 00 USD	\$30,128 00 USD	\$5,212 00 USD



Holdings - Reporting as of Trade Date
Account: 44113752 - FALES FOUNDATION TRUST TW

As of 31-Jan-2010

Pending Transactions Included

Asset Type	Asset Name	CUSIP	ISIN	Owning Account Number	Owning Account Name	Shares / Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Equities	PROCTER & GAMBLE CO	742718109	US7427181091	44113752	FALES FOUNDATION TRUST TW	400 0000	\$61 5500 USD	29-Jan-2010	\$24,340 00 USD	\$24,620 00 USD	\$280 00 USD
Equities	QUALCOMM INC	747525103	US7475251036	44113752	FALES FOUNDATION TRUST TW	400 0000	\$39 1900 USD	29-Jan-2010	\$17,342 50 USD	\$15,676 00 USD	(\$1,666 50) USD
Equities	QUESTAR CORP	748356102	US7483561020	44113752	FALES FOUNDATION TRUST TW	500 0000	\$41 4800 USD	29-Jan-2010	\$15,835 00 USD	\$20,740 00 USD	\$4,905 00 USD
Equities	ROCKWELL COLLINS	774341101	US7743411016	44113752	FALES FOUNDATION TRUST TW	350 0000	\$53 1900 USD	29-Jan-2010	\$16,239 37 USD	\$18,616 50 USD	\$2,377 13 USD
Equities	SCHLUMBERGER LTD	806857108	AN8068571086	44113752	FALES FOUNDATION TRUST TW	500 0000	\$63 4600 USD	29-Jan-2010	\$19,930 00 USD	\$31,730 00 USD	\$11,800 00 USD
Equities	STAPLES INC COMMON STOCK	855030102	US8550301027	44113752	FALES FOUNDATION TRUST TW	1,000 0000	\$23 4600 USD	29-Jan-2010	\$19,620 00 USD	\$23,460 00 USD	\$3,840 00 USD
Equities	STARWOOD HOTELS & RESORTS WORLDWIDE	85590A401	US85590A4013	44113752	FALES FOUNDATION TRUST TW	400 0000	\$33 3200 USD	29-Jan-2010	\$8,424 00 USD	\$13,328 00 USD	\$4,904 00 USD
Equities	SUNCOR ENERGY INC	867224107	CA8672241079	44113752	FALES FOUNDATION TRUST TW	1,200 0000	\$31 6500 USD	29-Jan-2010	\$32,736 00 USD	\$37,980 00 USD	\$5,244 00 USD
Equities	ULTRA PETE CORP COM	903914109	CA9039141093	44113752	FALES FOUNDATION TRUST TW	500 0000	\$45 9400 USD	29-Jan-2010	\$21,429 28 USD	\$22,970 00 USD	\$1,540 72 USD
Equities	VERIZON COMMUNICATIONS	92343V104	US92343V1044	44113752	FALES FOUNDATION TRUST TW	800 0000	\$29 4200 USD	29-Jan-2010	\$27,654 32 USD	\$23,536 00 USD	(\$4,118 32) USD
Equities	WAL MART STORES INC	931142103	US9311421039	44113752	FALES FOUNDATION TRUST TW	600 0000	\$53 4300 USD	29-Jan-2010	\$31,347 00 USD	\$32,058 00 USD	\$711 00 USD
Equities	WELLS FARGO & CO COM	949746101	US9497461015	44113752	FALES FOUNDATION TRUST TW	1,300 0000	\$28 4300 USD	29-Jan-2010	\$34,428 01 USD	\$38,959 00 USD	\$2,530 99 USD
Equities	WEYERHAEUSER CO	962166104	US9621661043	44113752	FALES FOUNDATION TRUST TW	700 0000	\$39 9000 USD	29-Jan-2010	\$23,528 28 USD	\$27,930 00 USD	\$4,401 72 USD
Equities	WISCONSIN ENERGY CORP	976657106	US9766571064	44113752	FALES FOUNDATION TRUST TW	300 0000	\$48 9400 USD	29-Jan-2010	\$13,872 00 USD	\$14,682 00 USD	\$810 00 USD
Equities	XTO ENERGY INC	98385X106	US98385X1063	44113752	FALES FOUNDATION TRUST TW	650 0000	\$44 5700 USD	29-Jan-2010	\$22,893 96 USD	\$28,970 50 USD	\$6,076 54 USD
Equities	YUM BRANDS INC	988498101	US9884981013	44113752	FALES FOUNDATION TRUST TW	500 0000	\$34 2100 USD	29-Jan-2010	\$16,484 10 USD	\$17,105 00 USD	\$620 90 USD

**UnionBank**

Holdings - Reporting as of Trade Date

Account: 44113752 - FALES FOUNDATION TRUST

TW

As of 31-Jan-2010

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Asset Type	Asset Name	CUSIP	ISIN	Owning Account Number	Owning Account Name	Shares / Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Equities	ZIMMER HLDGS INC COM	98956P102	US98956P1021	44113752	FALES FOUNDATION TRUST TW	350 0000	\$56 3200 USD	29-Jan-2010	\$25,427 50 USD	\$19,712 00 USD	(\$5,715 50) USD
Government Obligations	FHLB BDS SER RM12 4 625% 8/15/12	3133MRPX4	US3133MRPX43	44113752	FALES FOUNDATION TRUST TW	100,000 0000	108 063%	29-Jan-2010	\$98,451 00 USD	\$108,063 00 USD	\$9,612 00 USD
Government Obligations	FNMA NTS 6 625% 11/15/10	31359MGJ6	US31359MGJ62	44113752	FALES FOUNDATION TRUST TW	100,000 0000	104 969%	29-Jan-2010	\$101,781 25 USD	\$104,969 00 USD	\$3,187 75 USD
Corporate Obligations	JP MORGAN CHASE & CO 4 500% 1/15/12	46625HCA6	US46625HCA68	44113752	FALES FOUNDATION TRUST TW	100,000 0000	105 008%	29-Jan-2010	\$97,797 00 USD	\$105,008 00 USD	\$7,211 00 USD
Subtotals											
Cash & Cash Equivalents									\$45,355 61 USD	\$45,355 61 USD	\$0 00 USD
Mutual Funds/ Commingled Funds									\$2,021,930 68 USD	\$1,941,390 67 USD	(\$80,540 01) USD
Equities									\$1,320,063 63 USD	\$1,583,666 84 USD	\$263,603 21 USD
Government Obligations									\$200,232 25 USD	\$213,032 00 USD	\$12,799 75 USD
Corporate Obligations									\$97,797 00 USD	\$105,008 00 USD	\$7,211 00 USD
Totals									\$3,685,379 17 USD	\$3,888,453 12 USD	\$203,073 95 USD

149 BENEFICIARY DISTRIBUTIONS

06/16/09	CASH DISBURSEMENT CONTRIBUTION TO CHARITY REPRESENTATIVE PAYEE AND SUPPORT SERVICES FOR PAID TO ARC OF KING COUNTY 233 SIXTH AVE NO SEATTLE, WA 98109	-2000 00	-2000 00 0906000048 **CHANGED** 10/23/09 DJT
	TR TRAN# = XF0000074000003 TR CD=156 REG=0 PORT=PRIN		
06/16/09	CASH DISBURSEMENT CONTRIBUTION TO CHARITY GENERAL OPERATIONS FOR PAID TO ARTWORKS 923 S BAYVIEW STREET, STE C SEATTLE, WA 98134	-1500 00	-1500 00 0906000050 **CHANGED** 10/23/09 DJT
	TR TRAN# = XF0000074000005 TR CD=156 REG=0 PORT=PRIN		
06/16/09	CASH DISBURSEMENT CONTRIBUTION TO CHARITY GENERAL OPERATIONS FOR PAID TO BREAD OF LIFE MISSION 97 SOUTH MAIN STREET SEATTLE, WA 98194	-4000 00	-4000 00 0906000051 **CHANGED** 10/23/09 DJT
	TR TRAN# = XF0000074000006 TR CD=156 REG=0 PORT=PRIN		

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149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
06/16/09 CASH DISBURSEMENT CONTRIBUTION TO CHARITY MARY'S PLACE OPERATIONS FOR PAID TO CHURCH OF MARY MAGDALENE 766 THOMAS STREET SEATTLE, WA 98109 TR TRAN#-XF000074000007 TR CD=156 REG=0 PORT=PRIN	-2500 00		-2500 00 0906000052 **CHANGED** 10/23/09 DJT	
06/16/09 CASH DISBURSEMENT CONTRIBUTION TO CHARITY PROGRAMS FOR HOMELESS CHILDREN FOR PAID TO FAMILY SERVICES 615 2ND AVENUE, STE 150 SEATTLE, WA 98104 TR TRAN#-XF000074000008 TR CD=156 REG=0 PORT=PRIN	-3000 00		-3000 00 0906000053 **CHANGED** 10/23/09 DJT	
06/16/09 CASH DISBURSEMENT CONTRIBUTION TO CHARITY FOUR CORE PROGRAMS FOR PAID TO ARCHDIOCESAN HOUSING AUTHORITY 1902 SECOND AVENUE SEATTLE, WA 98101 TR TRAN#-XF000074000004 TR CD=156 REG=0 PORT=PRIN	-13000 00		-13000 00 0906000049 **CHANGED** 10/23/09 DJT	
06/16/09 CASH DISBURSEMENT CONTRIBUTION TO CHARITY FOOD PROCUREMENT PROGRAM FOR PAID TO FOOD LIFELINE 1702 NE 150TH SHORELINE, WA 98155 TR TRAN#-XF000074000010 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00 0906000055 **CHANGED** 10/23/09 DJT	
06/16/09 CASH DISBURSEMENT CONTRIBUTION TO CHARITY EMERGENCY HOUSING ASSISTANCE PROGRAM FOR PAID TO JEWISH FAMILY SERVICE 1601 16TH AVE SEATTLE, WA 98122 TR TRAN#-XF000074000011 TR CD=156 REG=0 PORT=PRIN	-2500 00		-2500 00 0906000056 **CHANGED** 10/23/09 DJT	
06/16/09 CASH DISBURSEMENT CONTRIBUTION TO CHARITY GENERAL OPERATIONS FOR PAID TO JUBILEE WOMEN'S CENTER 620 18TH AVENUE E SEATTLE, WA 98112 TR TRAN#-XF000074000012 TR CD=156 REG=0 PORT=PRIN	-3000 00		-3000 00 0906000057 **CHANGED** 10/23/09 DJT	
06/16/09 CASH DISBURSEMENT CONTRIBUTION TO CHARITY SCHOOL PROGRAM FOR PAID TO LADIES MUSICAL CLUB PO BOX 94337 SEATTLE, WA 98124 TR TRAN#-XF000074000013 TR CD=156 REG=0 PORT=PRIN	-2000 00		-2000 00 0906000058 **CHANGED** 10/23/09 DJT	
06/16/09 CASH DISBURSEMENT CONTRIBUTION TO CHARITY FOOD BANK AND FAMILY SUPPORT PROGRAMS FOR PAID TO FAMILY WORKS 1501 NO 45TH SEATTLE, WA 98103 TR TRAN#-XF000074000009 TR CD=156 REG=0 PORT=PRIN	-3000 00		-3000 00 0906000054 **CHANGED** 10/23/09 DJT	
06/16/09 CASH DISBURSEMENT CONTRIBUTION TO CHARITY HOUSING SUPPORT PROGRAM FOR PAID TO PLYMOUTH HOUSING GROUP 2113 THIRD AVE SEATTLE, WA 98121 TR TRAN#-XF000074000015 TR CD=156 REG=0 PORT=PRIN	-8000 00		-8000 00 0906000060 **CHANGED** 10/23/09 DJT	
06/16/09 CASH DISBURSEMENT	-2000 00		-2000 00 0906000061	

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149 BENEFICIARY DISTRIBUTIONS (CONTINUED)

CHANGED 10/23/09 DJT

CONTRIBUTION TO CHARITY
KIDS AND YOUTH ART WORKS PROGRAM
FOR
PAID TO

PRATT FINE ARTS CENTER
1902 SO MAIN STREET
SEATTLE, WA 98144

TR TRAN#-XF000074000016 TR CD=156 REG=0 PORT=PRIN

06/16/09 CASH DISBURSEMENT
CONTRIBUTION TO CHARITY
GIRLS OF ALL CULTURES UNITED PROGRAM
FOR
PAID TO

REEL GRRLS
1409 21ST AVENUE
SEATTLE, WA 98122

TR TRAN#-XF000074000017 TR CD=156 REG=0 PORT=PRIN

-2000 00

-2000 00 0906000062
CHANGED 10/23/09 DJT

06/16/09 CASH DISBURSEMENT
CONTRIBUTION TO CHARITY
WRITERS IN THE SCHOOLS PROGRAM
FOR
PAID TO

SEATTLE ARTS & LECTURES
105 SO MAIN, STE 201
SEATTLE, WA 98104

TR TRAN#-XF000074000018 TR CD=156 REG=0 PORT=PRIN

-2000 00

-2000 00 0906000063
CHANGED 10/23/09 DJT

06/16/09 CASH DISBURSEMENT
CONTRIBUTION TO CHARITY
DANCECHANCE PROGRAM
FOR
PAID TO

PACIFIC NORTHWEST BALLET
301 MERCER STREET
SEATTLE, WA 98109

TR TRAN#-XF000074000014 TR CD=156 REG=0 PORT=PRIN

-3000 00

-3000 00 0906000059
CHANGED 10/23/09 DJT

06/16/09 CASH DISBURSEMENT
CONTRIBUTION TO CHARITY
PROGRAMS FOR UNDERSERVED YOUTH
FOR
PAID TO

SEATTLE SHAKESPEARE COMPANY
305 HARRISON STREET
PO BOX 19595
SEATTLE, WA 98109

TR TRAN#-XF000074000020 TR CD=156 REG=0 PORT=PRIN

-3000 00

-3000 00 0906000065
CHANGED 10/23/09 DJT

06/16/09 CASH DISBURSEMENT
CONTRIBUTION TO CHARITY
SYSO IN THE SCHOOLS PROGRAM
FOR
PAID TO

SEATTLE YOUTH SYMPHONY ORCHESTRAS
11065 FIFTH AVENUE, NE, STE A
SEATTLE, WA 98125

TR TRAN#-XF000074000021 TR CD=156 REG=0 PORT=PRIN

-2000 00

-2000 00 0906000066
CHANGED 10/23/09 DJT

06/16/09 CASH DISBURSEMENT
CONTRIBUTION TO CHARITY
YOUNG PLAYWRIGHTS FESTIVAL AND ARTS GUMBO
FOR
PAID TO

SOUTHEAST EFFECTIVE DEVELOPMENT
5117 RAINIER AVE S
SEATTLE, WA 98118

TR TRAN#-XF000074000022 TR CD=156 REG=0 PORT=PRIN

-2000 00

-2000 00 0906000067
CHANGED 10/23/09 DJT

06/16/09 CASH DISBURSEMENT
CONTRIBUTION TO CHARITY
FOCUS ON FOSTER YOUTH PROGRAM
FOR
PAID TO

STREET YOUTH LEGAL ADVOCATES OF WA
PO BOX 95956
SEATTLE, WA 98145

TR TRAN#-XF000074000023 TR CD=156 REG=0 PORT=PRIN

-1000 00

-1000 00 0906000068
CHANGED 10/23/09 DJT

06/16/09 CASH DISBURSEMENT
CONTRIBUTION TO CHARITY
EDUCATION AND TEACHER TRAINING PROGRAM
FOR
PAID TO

SEATTLE REPERTORY THEATRE
155 MERCER STREET
SEATTLE, WA 98109

TR TRAN#-XF000074000019 TR CD=156 REG=0 PORT=PRIN

-4000 00

-4000 00 0906000064
CHANGED 10/23/09 DJT

06/16/09 CASH DISBURSEMENT

-2000 00

-2000 00 0906000069

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149 BENEFICIARY DISTRIBUTIONS (CONTINUED)

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CONTRIBUTION TO CHARITY
SATURDAY FAMILY CONCERTS
FOR
PAID TO

TOWN HALL SEATTLE
1119 8TH AVENUE
SEATTLE, WA 98101

TR TRAN#-XF000074000024 TR CD=156 REG=0 PORT=PRIN

06/16/09 CASH DISBURSEMENT
CONTRIBUTION TO CHARITY
WOMEN AND CHILDREN'S SHELTER HOPE PLACE FAC
FOR
PAID TO

UNION GOSPEL MISSION
PO BOX 202
SEATTLE, WA 98111

TR TRAN#-XF000074000025 TR CD=156 REG=0 PORT=PRIN

-8000 00

-8000 00 0906000070
CHANGED 10/23/09 DJT

12/23/09 CASH DISBURSEMENT
CONTRIBUTION TO CHARITY
ROUGH EAGLES PROGRAM FOR YOUTH
RAC APPRV 12/23/09
FOR
PAID TO

INTIMAN THEATRE
201 MERCER STREET
SEATTLE, WA 98109

TR TRAN#-XF000096000026 TR CD=156 REG=0 PORT=PRIN

-2000 00

-2000 00 0912000088
CHANGED 03/19/10 ICB

12/23/09 CASH DISBURSEMENT
CONTRIBUTION TO CHARITY
GENERAL OPEATIONS
RAC APPRV 12/23/09
FOR
PAID TO

LEGAL ACTION CENTER
100-23RD AVE, SOUTH
SEATTLE, WA 98144

TR TRAN#-XF000096000028 TR CD=156 REG=0 PORT=PRIN

-2000 00

-2000 00 0912000089
CHANGED 03/19/10 ICB

12/23/09 CASH DISBURSEMENT
CONTRIBUTION TO CHARITY
CHICKEN SOUP BRIGADE PORGRAM
RAC APPRV 12/23/09
FOR
PAID TO

LIFELONG AIDS ALLIANCE
1002 EAST SENECA
SEATTLE, WA 98122

TR TRAN#-XF000096000030 TR CD=156 REG=0 PORT=PRIN

-2000 00

-2000 00 0912000090
CHANGED 03/19/10 ICB

12/23/09 CASH DISBURSEMENT
CONTRIBUTION TO CHARITY
SUBSIDY PROGRAMS FOR YOUTH
RAC APPRV 12/23/09
FOR
PAID TO

MUSEUM OF HISTORY & INDUSTRY
2700 24TH AVE E
SEATTLE, WA 98112

TR TRAN#-XF000096000032 TR CD=156 REG=0 PORT=PRIN

-2000 00

-2000 00 0912000091
CHANGED 03/19/10 ICB

12/23/09 CASH DISBURSEMENT
CONTRIBUTION TO CHARITY
FAMILY TEAM AND PATHWAYS HOME PRGMS
RAC APPRVD 12/23/09
FOR
PAID TO

NEIGHBORCARE HEALTH
905 SPRUCE STREET #300
SEATTLE, WA 98104

TR TRAN#-XF000096000036 TR CD=156 REG=0 PORT=PRIN

-2000 00

-2000 00 0912000093
CHANGED 03/19/10 ICB

12/23/09 CASH DISBURSEMENT
CONTRIBUTION TO CHARITY
EMERGENCY SERVICES
RAC APPRVD 12/23/09
FOR
PAID TO

NORTH HELPLINE
12707 30TH AVE, NE
SEATTLE, WA 98125

TR TRAN#-XF000096000038 TR CD=156 REG=0 PORT=PRIN

-1000 00

-1000 00 0912000094
CHANGED 03/19/10 ICB

12/23/09 CASH DISBURSEMENT
CONTRIBUTION TO CHARITY
OPERATING EXPENSES
RAC APPRVD 12/23/09
FOR
PAID TO

-5000 00

-5000 00 0912000095
CHANGED 03/19/10 ICB

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149 BENEFICIARY DISTRIBUTIONS (CONTINUED)

NORTHWEST HARVEST
PO BOX 12272
SEATTLE, WA 98102
TR TRAN# = XF000096000040 TR CD=156 REG=0 PORT=PRIN

12/23/09 CASH DISBURSEMENT -2000.00 -2000 00 0912000096
CONTRIBUTION TO CHARITY **CHANGED** 03/19/10 ICB
PROGRAM OPERATONS
RAC APPRVD 12/23/09
FOR
PAID TO

OPERATION SACK LUNCH
PO BOX 1231
CLINTON, WA 98236
TR TRAN# = XF000096000042 TR CD=156 REG=0 PORT=PRIN

12/23/09 CASH DISBURSEMENT -1000 00 -1000 00 0912000092
CONTRIBUTION TO CHARITY **CHANGED** 03/19/10 ICB
FURNISHNG PEACEFUL HOMES PROGRAM
RAC APPRVD 12/23/09
FOR
PAID TO

NATIONAL COUNCIL JEWISH WOMEN
1501 17TH AVE, BOX 105
SEATTLE, WA 98122
TR TRAN# = XF000096000034 TR CD=156 REG=0 PORT=PRIN

12/23/09 CASH DISBURSEMENT -2000 00 -2000 00 0912000098
CONTRIBUTION TO CHARITY **CHANGED** 03/19/10 ICB
POWERFUL ARTS PROGRAM
RAC APPRVD 12/23/09
FOR
PAID TO

POWERFUL SCHOOLS
3301 SO HORTON STREET
SEATTLE, WA 98144
TR TRAN# = XF000096000046 TR CD=156 REG=0 PORT=PRIN

12/23/09 CASH DISBURSEMENT -2000 00 -2000 00 0912000099
CONTRIBUTION TO CHARITY **CHANGED** 03/19/10 ICB
GENERAL OPERATIONS
RAC APPRVD 12/23/09
FOR
PAID TO

PROVIDENCE HOSPITALITY HOUSE
PO BOX 22382
SEATTLE, WA 98122
TR TRAN# = XF000096000048 TR CD=156 REG=0 PORT=PRIN

12/23/09 CASH DISBURSEMENT -2000 00 -2000 00 0912000100
CONTRIBUTION TO CHARITY **CHANGED** 03/19/10 ICB
SHELTER PROGRAM FOR HOMELESS YOUTH
RAC APPRVD 12/23/09
FOR
PAID TO

ROOTS
1415 NE 43RD STREET
SEATTLE, WA 98105
TR TRAN# = XF000096000050 TR CD=156 REG=0 PORT=PRIN

12/23/09 CASH DISBURSEMENT -2000 00 -2000 00 0912000101
CONTRIBUTION TO CHARITY **CHANGED** 03/19/10 ICB
GENERAL OPERATIONS
RAC APPRVD 12/23/09
FOR
PAID TO

SANCTUARY ART CENTER
1604 NE 50TH STREET
SEATTLE, WA 98105
TR TRAN# = XF000096000052 TR CD=156 REG=0 PORT=PRIN

12/23/09 CASH DISBURSEMENT -2000 00 -2000 00 0912000097
CONTRIBUTION TO CHARITY **CHANGED** 03/19/10 ICB
PROGRAM OPERATONS
RAC APPRVD 12/23/09
FOR
PAID TO

POWER OF HOPE
4408 DELRIDGE WAY SW, STE 103
SEATTLE, WA 98102
TR TRAN# = XF000096000044 TR CD=156 REG=0 PORT=PRIN

12/23/09 CASH DISBURSEMENT -3000 00 -3000 00 0912000103
CONTRIBUTION TO CHARITY **CHANGED** 03/19/10 ICB
EXPERIENCE OPERA OPERA GOES TO SCHOOL PGRM
RAC APPRVD 12/23/09
FOR
PAID TO

SEATTLE OPERA
1020 JOHN STREET
PO BOX 9248

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
SEATTLE, WA 98109				
TR TRAN# = XF000096000056 TR CD=156 REG=0 PORT=PRIN				
12/23/09 CASH DISBURSEMENT	-2000 00		-2000 00	0912000104
CONTRIBUTION TO CHARITY			**CHANGED** 03/19/10 ICB	
PROGRAM OPERATIONS				
RAC APPRVD 12/23/09				
FOR				
PAID TO				
SEATTLE YOUTH GARDEN WORKS				
5700 SIXTH AVE SO #207				
SEATTLE, WA 98108				
TR TRAN# = XF000096000058 TR CD=156 REG=0 PORT=PRIN				
12/23/09 CASH DISBURSEMENT	-4000 00		-4000 00	0912000105
CONTRIBUTION TO CHARITY			**CHANGED** 03/19/10 ICB	
MEALS ON WHEELS AND COMMUNITY DINING PRGMS				
RAC APPRVD 12/23/09				
FOR				
PAID TO				
SENIOR SERVICES				
2208 SECOND AVE, STE 100				
SEATTLE, WA 98121				
TR TRAN# = XF000096000060 TR CD=156 REG=0 PORT=PRIN				
12/23/09 CASH DISBURSEMENT	-2000 00		-2000 00	0912000106
CONTRIBUTION TO CHARITY			**CHANGED** 03/19/10 ICB	
HOUSING AND SUPPORT PROGRAM FOR WOMEN				
RAC APPRVD 12/23/09				
FOR				
PAID TO				
SOJOURNER PLACE				
5071 8TH AVENUE, NE				
SEATTLE, WA 98105				
TR TRAN# = XF000096000062 TR CD=156 REG=0 PORT=PRIN				
12/23/09 CASH DISBURSEMENT	-2000 00		-2000 00	0912000102
CONTRIBUTION TO CHARITY			**CHANGED** 03/19/10 ICB	
DISABLED HOMELESS ADVOCACY PROJECT				
RAC APPRVD 12/23/09				
FOR				
PAID TO				
SEATTLE COMMUNITY LAW CENTER				
1265 SOUTH MAIN STREET, STE 310				
SEATTLE, WA 98144				
TR TRAN# = XF000096000054 TR CD=156 REG=0 PORT=PRIN				
12/23/09 CASH DISBURSEMENT	-2000 00		-2000 00	0912000108
CONTRIBUTION TO CHARITY			**CHANGED** 03/19/10 ICB	
PROGRAM OPERATIONS				
RAC APPRVD 12/23/09				
FOR				
PAID TO				
VISION HOUSE				
PO BOX 2951				
RENTON, WA 98056				
TR TRAN# = XF000096000066 TR CD=156 REG=0 PORT=PRIN				
12/23/09 CASH DISBURSEMENT	-2000 00		-2000 00	0912000107
CONTRIBUTION TO CHARITY			**CHANGED** 03/19/10 ICB	
TEEN FEED PROGRAM				
RAC APPRVD 12/23/09				
FOR				
PAID TO				
UNIVERSITY STREET MNISTRY				
4740-B UNIVERSITY WAY NE				
SEATTLE, WA 98105				
TR TRAN# = XF000096000064 TR CD=156 REG=0 PORT=PRIN				
12/23/09 CASH DISBURSEMENT	-1000 00		-1000 00	0912000078
CONTRIBUTION TO CHARITY			**CHANGED** 03/19/10 ICB	
MUSICIAN CORPS PILOT PROGRAM				
RAC APPRVD 12/23/09				
FOR				
PAID TO				
ARTS CORPS				
4408 DELRIDGE AVE SW, STE 110				
SEATTLE, WA 98106				
TR TRAN# = XF000096000006 TR CD=156 REG=0 PORT=PRIN				
12/23/09 CASH DISBURSEMENT	-2000 00		-2000 00	0912000079
CONTRIBUTION TO CHARITY			**CHANGED** 03/19/10 ICB	
BOOK IT ALL OVER PROGRAM				
RAC APPRVD 12/23/09				
FOR				
PAID TO				
BOOK-IT REPERTORY THEATRE				
305 HARRISON STREET				
SEATTLE, WA 98109				
TR TRAN# = XF000096000008 TR CD=156 REG=0 PORT=PRIN				

ACCT L674 44113752
PREP 7204 ADMN:409 INV 176

UNION BANK, N A
TAX TRANSACTION DETAIL

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TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
12/23/09 CASH DISBURSEMENT CONTRIBUTION TO CHARITY CARVING CULTURAL CONNECTIONS PRGM FOR YOUTH RAC APPRV 12/23/09 FOR PAID TO CENTER FOR WOODEN BOATS 1010 VALLEY STREET SEATTLE, WA 98109 TR TRAN#-XF000096000010 TR CD=156 REG=0 PORT=PRIN	-2000 00		-2000 00 **CHANGED** 03/19/10 ICB	0912000080
12/23/09 CASH DISBURSEMENT CONTRIBUTION TO CHARITY YOUNG PLAYWRITES PROGRAM RAC APPRV 12/23/09 FOR PAID TO ACT THEATRE 700 UNION STREET SEATTLE, WA 98101 TR TRAN#-XF000096000002 TR CD=156 REG=0 PORT=PRIN	-2000.00		-2000 00 **CHANGED** 03/19/10 ICB	0912000076
12/23/09 CASH DISBURSEMENT CONTRIBUTION TO CHARITY FAMILY RELIEF FUND RAC APPRV 12/23/09 FOR PAID TO AMERICAN RED CROSS - KING & KITSAP 1900 25TH AVE SO SEATTLE, WA 98144 TR TRAN#-XF000096000004 TR CD=156 REG=0 PORT=PRIN	-2000 00		-2000 00 **CHANGED** 03/19/10 ICB	0912000077
12/23/09 CASH DISBURSEMENT CONTRIBUTION TO CHARITY HOMELESS CHILD CARE PROGRAMS RAC APPRV 12/23/09 FOR PAID TO CHILD CARE RESOURCES 1225 SOUTH WELLER #300 SEATTLE, WA 98144 TR TRAN#-XF000096000012 TR CD=156 REG=0 PORT=PRIN	-2000 00		-2000 00 **CHANGED** 03/19/10 ICB	0912000081
12/23/09 CASH DISBURSEMENT CONTRIBUTION TO CHARITY OPERATING EXPENSES RAC APPRV 12/23/09 FOR PAID TO COMMUNITY LUNCH ON CAPITOL HIL 1710 ELEVENTH AVE SEATTLE, WA 98122 TR TRAN#-XF000096000014 TR CD=156 REG=0 PORT=PRIN	-2000 00		-2000 00 **CHANGED** 03/19/10 ICB	0912000082
12/23/09 CASH DISBURSEMENT CONTRIBUTION TO CHARITY GENERAL OPERATIONS RAC APPRV 12/23/09 FOR PAID TO COMPASS CENTER 77 S WASHINGTON STREET SEATTLE, WA 98104 TR TRAN#-XF000096000016 TR CD=156 REG=0 PORT=PRIN	-5000 00		-5000 00 **CHANGED** 03/19/10 ICB	0912000083
12/23/09 CASH DISBURSEMENT CONTRIBUTION TO CHARITY COMMUNITY INFORMATION LINE RAC APPRV 12/23/09 FOR PAID TO CRISIS CLINIC 1515 DEXTER AVE NO, STE 300 SEATTLE, WA 98109 TR TRAN#-XF000096000018 TR CD=156 REG=0 PORT=PRIN	-2000 00		-2000 00 **CHANGED** 03/19/10 ICB	0912000084
12/23/09 CASH DISBURSEMENT CONTRIBUTION TO CHARITY COMPREHENSIVE HOMELESS SERVICES RAC APPRV 12/23/09 FOR PAID TO DOWNTOWN EMERGENCY SERVICE CENTER 515 THIRD AVENUE SEATTLE, WA 98104 TR TRAN#-XF000096000020 TR CD=156 REG=0 PORT=PRIN	-10000 00		-10000 00 **CHANGED** 03/19/10 ICB	0912000085
12/23/09 CASH DISBURSEMENT CONTRIBUTION TO CHARITY JOB TRAINING PROGRAM	-2000 00		-2000 00 **CHANGED** 03/19/10 ICB	0912000086

ACCT L674 44113752
PREP:7204 ADMN 409 INV 176

UNION BANK, N A
TAX TRANSACTION DETAIL

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TAXABLE

INCOME

PRINCIPAL

EDIT
NUMBER

149 BENEFICIARY DISTRIBUTIONS (CONTINUED)

RAC APPRV 12/23/09

FOR

PAID TO

FARESTART

700 VIRGINIA

SEATTLE, WA 98101

TR TRAN# = XF000096000022 TR CD = 156 REG = 0 PORT = PRIN

12/23/09 CASH DISBURSEMENT
CONTRIBUTION TO CHARITY
FAMILY SERVICES PROGRAM
RAC APPRV 12/23/09
FOR
PAID TO

-2000 00

-2000 00 0912000087
CHANGED 03/19/10 ICB

FIRST PLACE

PO BOX 22536

SEATTLE, WA 98122

TR TRAN# = XF000096000024 TR CD = 156 REG = 0 PORT = PRIN

TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS

-159500 00

0 00

-159500 00