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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

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

OMB No 1545-0052

2010

For calendar year 2010, 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

Name of foundation HUBERT AND MARY LYNCH FOUNDATION	A Employer identification number 20-1060904
Number and street (or P O box number if mail is not delivered to street address) Room/suite 12715 BEL RED ROAD, SUITE 204	B Telephone number 206-682-2790
City or town, state, and ZIP code BELLEVUE, WA 98005	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 ▶ [ ]
H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 833,254. J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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)
Revenue	1 Contributions, gifts, grants, etc., received	0.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	30,273.	30,273.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	22,554.			
	b Gross sales price for all assets on line 6a 175,459.				
	7 Capital gain net income (from Part IV, line 2)		22,554.		
	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				
	12 **Total.** Add lines 1 through 11	52,827.	52,827.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 1	12,906.	0.		12,906.
	b Accounting fees STMT 2	4,453.	0.		4,453.
	c Other professional fees STMT 3	9,534.	9,534.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	174.	0.		174.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	27,067.	9,534.		17,533.
	25 Contributions, gifts, grants paid	25,000.			25,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	52,067.	9,534.		42,533.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	760.			
	b **Net investment income** (if negative, enter -0-)		43,293.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	41,134.	23,257.	23,257.
	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 Investments - corporate stock STMT 5	654,477.	668,641.	801,389.
	c Investments - corporate bonds STMT 6	3,880.	8,353.	8,608.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	699,491.	700,251.	833,254.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	699,491.	700,251.	
	30 **Total net assets or fund balances**	699,491.	700,251.	
	31 **Total liabilities and net assets/fund balances**	699,491.	700,251.	

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	699,491.
2	Enter amount from Part I, line 27a	2	760.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	700,251.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	700,251.

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	PUBLICLY TRADED SECURITIES	P		
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	175,459.		152,905.	22,554.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				22,554.
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** 22,554.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? [X] 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))
2009			
2008			
2007			
2006			
2005	0.		.000000

2 **Total** of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	866.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	866.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	866.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	905.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	150.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	1,055.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	189.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 189. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
	If "Yes," complete Part II, col. (c), and Part XV.			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BARBARA FOX Telephone no. ▶ 206-682-2790

Located at ▶ 12715 BEL RED ROAD, SUITE 204, BELLEVUE, WA ZIP+4 ▶ 98005

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 22 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		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 — 5b

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? — 6b No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BARBARA FOX 12715 BEL RED ROAD, SUITE 204 BELLEVUE, WA 98005	PRESIDENT/TREASURER 2.00	0.	0.	0.
ARTHUR RICHARD JOHNSON 12715 BEL RED ROAD, SUITE 204 BELLEVUE, WA 98005	SECRETARY/DIRECTOR 1.00	0.	0.	0.
BRIAN LAMACCHIA 12715 BEL RED ROAD, SUITE 204 BELLEVUE, WA 98005	DIRECTOR 1.00	0.	0.	0.
GREGORY SKASKO 12715 BEL RED ROAD, SUITE 204 BELLEVUE, WA 98005	DIRECTOR 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	762,303.
b	Average of monthly cash balances		1b	37,256.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	799,559.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	799,559.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	11,993.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	787,566.
6	**Minimum investment return.** Enter 5% of line 5		6	39,378.

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	39,378.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 866.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	866.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	38,512.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	38,512.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	38,512.

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	42,533.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	42,533.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	42,533.

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 instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				38,512.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			22,119.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 42,533.				
a Applied to 2009, but not more than line 2a			22,119.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				20,414.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				18,098.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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12-07-10

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

BARBARA FOX

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

NONE

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

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

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

SEE STATEMENT 7

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ANITA BORG INSTITUTE FOR WOMEN AND TECHNOLOGY 1501 PAIGE MILL ROAD, MS 1105 PALO ALTO, CA 94304	NONE	509(A)(1)	GENERAL SUPPORT	25,000.
Total			▶ 3a	25,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	30,273.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	22,554.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		52,827.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 52,827.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		

Sign Here

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: [signature] Date: 10.11.11 Title: Pres.

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JANE M. SEARING	[signature]	9/8/11		
Firm's name ▶ CLARK NUBER, PS			Firm's EIN ▶	
Firm's address ▶ 10900 NE 4TH STREET, SUITE 1700 BELLEVUE, WA 98004			Phone no. 425-454-4919	

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04-26-11

FORM 990-PF LEGAL FEES STATEMENT 1

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	12,906.	0.		12,906.
TO FM 990-PF, PG 1, LN 16A	12,906.	0.		12,906.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	4,453.	0.		4,453.
TO FORM 990-PF, PG 1, LN 16B	4,453.	0.		4,453.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	9,534.	9,534.		0.
TO FORM 990-PF, PG 1, LN 16C	9,534.	9,534.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	174.	0.		174.
TO FORM 990-PF, PG 1, LN 23	174.	0.		174.

FORM 990-PF	CORPORATE STOCK	STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	668,641.	801,389.
TOTAL TO FORM 990-PF, PART II, LINE 10B	668,641.	801,389.

FORM 990-PF	CORPORATE BONDS	STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	8,353.	8,608.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,353.	8,608.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 7
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BARBARA FOX
12715 BEL RED ROAD, SUITE 204
BELLEVUE, WA 98005

TELEPHONE NUMBER

206-682-2790

FORM AND CONTENT OF APPLICATIONS

THERE IS NO STANDARD FORM OR LISTING OF REQUIRED DOCUMENTS TO BE SUBMITTED WITH AN APPLICATION. OTHER DOCUMENTATION MAY BE REQUESTED FROM DONEE INCLUDING EVIDENCE OF CURRENT TAX-EXEMPT STATUS.

ANY SUBMISSION DEADLINES

THERE ARE NO SUBMISSION DEADLINES; HOWEVER, THE FOUNDATION ANTICIPATES APPROVING GRANTS ONCE A YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION'S PRIMARY PURPOSE IS TO PROVIDE SUPPORT THROUGH EDUCATIONAL SCHOLARSHIPS AND COMMUNITY GRANTS TO PROMOTE THE INVOLVEMENT OF WOMEN AND MINORITIES IN THE TECHNOLOGY, SCIENCE AND ENGINEERING FIELDS.

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
ABBOTT LABS								
Symbol ABT Exchange NYSE								
EAI $1,056 Current yield 3 67%	Aug 6, 09	510 000	43 649	22 261 01	47 910	24,434 10	2,173 09	LT
	Jul 12, 10	90 000	47 750	4,297 50	47 910	4,311 90	14 40	ST
Security total		600 000		26,558 51		28,746 00	2,187 49	
AMER ELECTRIC POWER CO								
Symbol AEP Exchange NYSE								
EAI $883 Current yield 5 11%	Jul 21, 09	480 000	29 785	14,297 09	35 980	17,270 40	2,973 31	LT
AT&T INC								
Symbol T Exchange NYSE								
EAI $2,408 Current yield 5 85%	Oct 21, 08	87 000	26 640	2,317 68[1]	29 380	2,556 06	238 38	LT
	Oct 29, 08	58 000	27 240	1,580 05[1]	29 380	1,704 04	123 99	LT
	Jun 18 09	1,255 000	24 320	30,521 60	29 380	36,871 90	6,350 30	LT
Security total		1,400 000		34,419 33		41,132 00	6,712 67	
AUTOMATIC DATA PROCESSNG INC								
Symbol ADP Exchange OTC								
EAI $540 Current yield 3 11%	Jun 21, 10	375 000	42 141	15,802 88	46 280	17,355 00	1,552 12	ST
BANK OF HAWAII CORP								
Symbol BOH Exchange NYSE								
EAI $675 Current yield 3 81%	Aug 17, 09	375 000	39 988	14,995 74	47 210	17,703 75	2,708 01	LT

continued next page

Your assets › **Equities** › **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
BRISTOL MYERS SQUIBB CO								
Symbol BMY Exchange NYSE								
EAI $1,980 Current yield 4 98%	Jun 18, 09	1,500 000	20 538	30,807 75	26 480	39,720 00	8,912 25	LT
CHEVRON CORP								
Symbol CVX Exchange NYSE								
EAI $1,166 Current yield 3 16%	Jun 18, 09	205 000	68 525	14,047 73	91 250	18,706 25	4,658 52	LT
	Jun 22, 09	100 000	66 236	6,623 63	91 250	9,125 00	2,501 37	LT
	Jul 31, 09	100 000	67 750	6,775 00	91 250	9,125 00	2,350 00	LT
Security total		405 000		27,446 36		36,956 25	9,509 89	
CLOROX CO								
Symbol CLX Exchange NYSE								
EAI $1,100 Current yield 3 48%	Oct 30, 08	54 000	58 840	3,177 36'	63 280	3,417 12	239 76	LT
	Jun 18, 09	320 000	56 579	18,105 36	63 280	20,249 60	2,144 24	LT
	Sep 10, 09	126 000	58 698	7,396 05	63 280	7,973 28	577 23	LT
Security total		500 000		28,678 77		31,640 00	2 961 23	
COCA COLA CO COM								
Symbol KO Exchange NYSE								
EAI $1,003 Current yield 2 68%	Jun 18, 09	430 000	49 417	21,249 53	65 770	28,281 10	7,031 57	LT
	Apr 8, 10	140 000	53 453	7,483 46	65 770	9,207 80	1,724 34	ST
Security total		570 000		28,732 99		37,488 90	8,755 91	
CONS EDISON CO (HOLDING CO)								
Symbol ED Exchange NYSE								
EAI $1,809 Current yield 4 80%	Jun 18, 09	760 000	37 196	28,269 67	49 570	37,673 20	9,403 53	LT
DU PONT DE NEMOURS								
Symbol DD Exchange NYSE								
EAI $574 Current yield 3 29%	May 4, 10	350 000	39 640	13,874 20	49 880	17,458 00	3,583 80	ST
EXXON MOBIL CORP								
Symbol XOM Exchange NYSE								
EAI $651 Current yield 2 41%	May 3, 10	370 000	67 743	25,065 14	73 120	27,054 40	1,989 26	ST
GENL ELECTRIC CO								
Symbol GE Exchange NYSE								
EAI $1,327 Current yield 3 06%	Jul 8, 08	198 000	27 520	5,449 91'	18 290	3,621 42	-1,828 49	LT
	Jul 14, 08	92 000	27 630	2,542 08'	18 290	1,682 68	-859 40	LT
	Jul 15, 08	10 000	26 910	269 10'	18 290	182 90	-86 20	LT
	Jun 18, 09	2,070 000	11 998	24,837 66	18 290	37,860 30	13,022 64	LT

continued next page

Your assets › **Equities** › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
Security total		2,370 000		33,098 75		43,347 30	10,248 55	
GENL MILLS INC								
Symbol GIS Exchange NYSE								
EAI $1,142 Current yield 3 15%	Jun 18, 09	1,020 000	27 854	28,411 63	35 590	36,301 80	7,890 17	LT
HEINZ H J CO								
Symbol HNZ Exchange NYSE								
EAI $1,368 Current yield 3 64%	Jun 18, 09	385 000	36 829	14,179 43	49 460	19,042 10	4,862 67	LT
	Jun 23, 09	190 000	35 670	6,777 40	49 460	9,397.40	2,620 00	LT
	Oct 8, 09	185 000	39 595	7,325 25	49 460	9,150 10	1,824 85	LT
Security total		760 000		28,282 08		37,589 60	9,307 52	
INTEL CORP								
Symbol INTC Exchange OTC								
EAI $630 Current yield 3 00%	Jan 28, 10	390 000	19 781	7,714 77	21 030	8,201 70	486 93	ST
	Apr 19, 10	385 000	23 839	9,178 36	21 030	8,096 55	-1,081 81	ST
	Aug 11, 10	225 000	19 408	4 367 02	21 030	4,731 75	364 73	ST
Security total		1,000 000		21,260 15		21,030 00	-230 15	
JOHNSON & JOHNSON COM								
Symbol JNJ Exchange NYSE								
EAI $1,102 Current yield 3 49%	Feb 24, 06	95 000	57 760	5,487 20[1]	61 850	5,875 75	388 55	LT
	Feb 27, 06	2 000	58 280	116 56[1]	61 850	123 70	7 14	LT
	Aug 10, 07	11 000	60 730	668 08[1]	61 850	680.35	12 27	LT
	Aug 14, 07	23 000	61 830	1,422 20[1]	61 850	1,422 55	0 35	LT
	Oct 30, 07	20 000	65 140	1,302 80[1]	61 850	1,237 00	-65 80	LT
	Jun 18, 09	230 000	55 998	12,879 59	61 850	14,225 50	1,345 91	LT
	Oct 13, 09	129 000	60 888	7,854 63	61 850	7,978 65	124 02	LT
Security total		510 000		29,731 06		31,543 50	1,812 44	
KIMBERLY CLARK CORP								
Symbol KMB Exchange NYSE								
EAI $1,320 Current yield 4 19%	Jun 18, 09	500 000	51 469	25 734 75	63 040	31,520 00	5,785 25	LT
KRAFT FOODS INC CL A								
Symbol KFT Exchange NYSE								
EAI $1,270 Current yield 3 68%	Jun 18, 09	1,095 000	25 980	28,448 10	31 510	34,503 45	6,055 35	LT

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Your assets › **Equities** › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
MERCK & CO INC NEW COM								
Symbol MRK Exchange NYSE								
EAI $1,520 Current yield 4 22%	Jun 18, 09	730 000	25 838	18,862 18	36 040	26,309 20	7,447 02	LT
	Aug 4, 09	270 000	29 648	8,005 21	36 040	9,730 80	1,725 59	LT
Security total		1 000 000		26,867 39		36 040 00	9,172 61	
PEPSICO INC								
Symbol PEP Exchange NYSE								
EAI $509 Current yield 2 94%	Dec 9, 09	265 000	61 115	16,195 60	65 330	17,312 45	1,116 85	LT
PFIZER INC								
Symbol PFE Exchange NYSE								
EAI $1,200 Current yield 4 57%	May 3, 10	1,280 000	16 950	21,696 00	17 510	22,412 80	716 80	ST
	May 24, 10	220 000	15 336	3,374 14	17 510	3,852 20	478 06	ST
Security total		1,500 000		25,070 14		26,265 00	1,194 86	
PROCTER & GAMBLE CO								
Symbol PG Exchange NYSE								
EAI $713 Current yield 3 00%	Sep 16, 09	280 000	54 747	15,329 41	64 330	18,012 40	2,682 99	LT
	Nov 20, 09	90 000	61 849	5,566 45	64 330	5,789 70	223 25	LT
Security total		370 000		20,895 86		23,802 10	2,906 24	
SOUTHERN CO								
Symbol SO Exchange NYSE								
EAI $819 Current yield 4 76%	Sep 21, 10	450 000	37 250	16,762 50	38 230	17,203 50	441 00	ST
VERIZON COMMUNICATIONS INC								
Symbol VZ Exchange NYSE								
EAI $2,272 Current yield 5 45%	Jun 18, 09	935 000	28 412	26,565 52	35 780	33,454 30	6,888 78	LT
	Sep 9, 09	230 000	28 907	6,648 74	35 780	8,229 40	1,580 66	LT
Security total		1,165 000		33,214 26		41,683 70	8,469 44	
WAL MART STORES INC								
Symbol WMT Exchange NYSE								
EAI $363 Current yield 2 24%	Oct 27, 10	300 000	53 749	16,124 96	53 930	16,179 00	54 04	ST
WASTE MGMT INC NEW								
Symbol WM Exchange NYSE								
EAI $1,260 Current yield 3 42%	Jun 18, 09	750 000	28 350	21,262 50	36 870	27,652 50	6,390 00	LT
	Feb 22, 10	250 000	33 334	8,333 74	36 870	9,217 50	883 76	ST
Security total		1,000 000		29,596 24		36,870 00	7,273 76	

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Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
Total				**$668,641.90**		**$801,389.30**	**$132,747.40**	

Total estimated annual income: $30,660

[1] Indicates cost basis information provided by you or another third party UBS FS has not verified this information and does not guarantee its accuracy

Fixed income

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
GOLDMAN SACHS GROUP INC FLTNG RATE SR D 3 ML +67BPS Symbol GS PRD Exchange NYSE EAI $409 Current yield 4 75%	Oct 14, 09	195 000	19 899	3,880 39	21 520	4,196 40	316 01	LT
	Mar 3, 10	205 000	21 817	4,472 53	21.520	4,411 60	-60 93	ST
Security total		400 000		8 352 92		8,608 00	255 08	