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 01-01-2010 , and ending 12-31-2010

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
MEMORIAL SCHOLARSHIP OF HENRY GROTH
ELSINOR GROTH AND WAYNE ELDER 329100

A Employer identification number
20-7271091

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
COLUMBIA BANK TRUST SVCS 249
WINSLOW E

B Telephone number (see page 10 of the instructions)
(206) 855-8508

City or town, state, and ZIP code
BAINBRIDGE ISLAND, WA 98110

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)* ▶$ 1,598,622

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)
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	37	37		
	4	Dividends and interest from securities.	44,521	44,521		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	-175,233			
	b	Gross sales price for all assets on line 6a 928,472				
	7	Capital gain net income (from Part IV, line 2) . . .		0		
	8	Net short-term capital gain				
	9	Income modifications			8,483	
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	-130,675	44,558	8,483	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	15,773	14,196		1,577
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).				
	b	Accounting fees (attach schedule).	2,539	2,285		254
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	772	398		0
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	25	0		25
	24	**Total operating and administrative expenses.** Add lines 13 through 23	19,109	16,879		1,856
	25	Contributions, gifts, grants paid	70,450			70,450
	26	**Total expenses and disbursements.** Add lines 24 and 25	89,559	16,879		72,306
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-220,234			
	b	**Net investment income** (if negative, enter -0-)		27,679		
	c	**Adjusted net income** (if negative, enter -0-) . . .			8,483	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. Cat No 11289X

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	-29		
	2	Savings and temporary cash investments	48,191	46,304	46,304
	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 15 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	452,437	934,524	1,052,333
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,160,645	468,776	499,985
	14	Land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	15	Other assets (describe ▶ ______)	111	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,661,355	1,449,604	1,598,622
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)	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 ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	1,661,355	1,449,604	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,661,355	1,449,604	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,661,355	1,449,604	

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	1,661,355
2	Enter amount from Part I, line 27a	2	-220,234
3	Other increases not included in line 2 (itemize) ▶ ______	3	8,483
4	Add lines 1, 2, and 3	4	1,449,604
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	1,449,604

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 Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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**	-175,233
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))
2009	61,075	1,291,006	0 047308
2008	95,812	1,592,137	0 060178
2007	61,031	1,321,658	0 046178
2006			
2005			

2	**Total** of line 1, column (d).	**2**	0 153664
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 051221
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	**4**	1,467,750
5	Multiply line 4 by line 3.	**5**	75,180
6	Enter 1% of net investment income (1% of Part I, line 27b).	**6**	277
7	Add lines 5 and 6.	**7**	75,457
8	Enter qualifying distributions from Part XII, line 4.	**8**	72,306

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

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 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	554
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	554
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	554
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	**6a**	700		
b	Exempt foreign organizations—tax withheld at source	**6b**			
c	Tax paid with application for extension of time to file (Form 8868)	**6c**			
d	Backup withholding erroneously withheld	**6d**			
7	Total credits and payments Add lines 6a through 6d			7	700
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	146
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶	146	**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**		**No**
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)?	**1b**		**No**
	*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**		**No**
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	**2**		**No**
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**		**No**
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		**No**
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**4b**		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	**5**		**No**
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**	**Yes**	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	**7**	**Yes**	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	**8b**	**Yes**	
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 on page 27)? *If "Yes," complete Part XIV*	**9**		**No**
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	**10**		**No**

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		**No**
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		**No**
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	**Yes**	
	Website address ▶N/A - NONE			
14	The books are in care of ▶COLUMBIA BANK TRUST SERVICES Telephone no ▶(206) 855-8508			
	Located at ▶249 WINSLOW WAY E BAINBRIDGE ISLAND WA ZIP+4 ▶98110			
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		
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		**No**
	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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ **Yes** ☐ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). . . . . ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . .	**1b**		**No**
	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**		**No**
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 ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions).	**2b**		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
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.).*	**3b**		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	**4a**		**No**
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**		**No**

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** **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** **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**

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
COLUMBIA STATE BANK 249 WINSLOW WAY EAST BAINBRIDGE ISLAND, WA 98110	TRUSTEE 6 00	15,773	0	0

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

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

Total number of other employees paid over $50,000 ▶ 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 (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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**	1,407,752
b	Average of monthly cash balances			**1b**	82,350
c	Fair market value of all other assets (see page 24 of the instructions)			**1c**	0
d	**Total** (add lines 1a, b, and c)			**1d**	1,490,102
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**	1,490,102
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)			**4**	22,352
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			**5**	1,467,750
6	**Minimum investment return.** Enter 5% of line 5			**6**	73,388

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**	73,388
2a	Tax on investment income for 2010 from Part VI, line 5	**2a**	554		
b	Income tax for 2010 (This does not include the tax from Part VI)	**2b**			
c	Add lines 2a and 2b			**2c**	554
3	Distributable amount before adjustments Subtract line 2c from line 1			**3**	72,834
4	Recoveries of amounts treated as qualifying distributions			**4**	8,483
5	Add lines 3 and 4			**5**	81,317
6	Deduction from distributable amount (see page 25 of the instructions)			**6**	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			**7**	81,317

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**	72,306
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**	72,306
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**	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	**6**	72,306

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					81,317
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2010					
a From 2005.					
b From 2006.					
c From 2007.					
d From 2008.	10,155				
e From 2009.					
f **Total** of lines 3a through e.		10,155			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 72,306					
a Applied to 2009, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .		0			
d Applied to 2010 distributable amount.					72,306
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).)*		9,011			9,011
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,144			
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 page 27 of the instructions . . .			0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0
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)		0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		0			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		1,144			
10 Analysis of line 9					
a Excess from 2006. . . .					
b Excess from 2007. . . .					
c Excess from 2008. . . .	1,144				
d Excess from 2009. . . .					
e Excess from 2010. . . .					

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 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))

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

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

GROTH MEMORIAL SCHOLARSHIP COMMITTE
BREMERTON SCHOOL DISTRICT 134
MARION AVENUE N
BREMERTON, WA 98312
(360) 473-1000

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

APPLICATION FORM AND MATERIAL AS SPECIFIED BY THE SCHOLARSHIP COMMITTEE

c Any submission deadlines

PRIOR TO COMMITTEE MEETINGS THAT ARE HELD DURING THE MONTHS OF MARCH, APRIL, MAY, AND JUNE

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

APPLICANT MUST BE A GRADUATING SENIOR FROM A HIGH SCHOOL LOCATED WITHIN THE GEOGRAPHIC BOUNDARIES OF THE BREMERTON (WA) SCHOOL DISTRICT #100-C APPLICANT MUST ATTEND AN ACADEMIC INSTITUTION OF HIGHER LEARNING, SITUATED WITHIN THE STATE OF WASHINGTON OFFERING A TWO OR FOUR YEAR ACADEMIC DEGREE PROGRAMS FOCUSED EXCLUSIVELY ON VOCATIONAL, TRADE OR GRADUATE COURSES OF STUDY ARE EXCLUDED

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* See Additional Data Table				
Total . . . . ▶ **3a**				70,450
b *Approved for future payment*				
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 (See page 28 of the instructions)
1 Program service revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
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			14	37	
4 Dividends and interest from securities. . . .			14	44,521	
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	-175,233	
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		-130,675	0

13 Total. Add line 12, columns (b), (d), and (e). . . . . **13** -130,675

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)**		No
(2) Other assets	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
(4) Reimbursement arrangements	**1b(4)**		No
(5) Loans or loan guarantees	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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

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

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	Date	Title
******	2011-05-05	******

Paid Preparer's Use Only

Preparer's Signature ELIZABETH C HEDLUND CPA	Date 2011-05-05	Check if self-employed ☐	PTIN
Firm's name VON HARTEN & COMPANY INC PS		Firm's EIN	
Firm's address 2101 FOURTH AVE SUITE 2170 SEATTLE, WA 98121		Phone no (206) 443-9017	

Additional Data

Software ID:
Software Version:
EIN: 20-7271091
Name: MEMORIAL SCHOLARSHIP OF HENRY GROTH
ELSINOR GROTH AND WAYNE ELDER 329100

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
A	465 AMERICAN EXPRESS CO		2007-08-17	2010-05-27
B	440 BP PLC	P	2007-08-17	2010-05-27
C	350 BERKSHIRE HATHAWAY INC	P	2007-08-17	2010-05-27
D	480 CENOVUS ENERGY INC	P	2007-08-17	2010-05-27
E	890 CHICO FAS INC	P	2007-08-17	2010-05-27
F	1,350 CISCO SYSTEMS INC	P	2007-08-17	2010-05-27
G	390 DARDEN RESTAURANTS INC	P	2007-08-17	2010-05-27
H	480 ENCANA CORP	P	2007-08-17	2010-05-27
I	70 ENTERGY CORP	P	2007-08-17	2010-05-27
J	100 EXELON CORP	P	2007-08-17	2010-05-27
K	918 274 FORWARD FDS INVESTMENT GRADE FIXED INCOME FUND	P	2007-06-05	2010-07-19
L	11,775 362 FORWARD FDS INVESTMENT GRADE FIXED INCOME FUND	P	2007-06-05	2010-08-10
M	589 536 ACCESSOR INTERNATIONAL EQUITY	P	2009-04-03	2010-07-19
N	416 320 ACCESSOR SMALL TO MID CAP	P	2007-06-05	2010-02-11
O	4,288 165 ACCESSOR SMALL TO MID CAP	P	2009-04-03	2010-05-27
P	2,618 268 ACCESSOR SMALL TO MID CAP	P	2007-10-30	2010-05-27
Q	467 023 ACCESSOR SMALL TO MID CAP	P	2007-06-05	2010-05-27
R	314 762 ACCESSOR SMALL TO MID CAP	P	2007-08-17	2010-05-27
S	3,389 831 FORWARD FDS ACC VALUE FD	P	2007-10-30	2010-05-27
T	2,352 502 FORWARD FDS ACC VALUE FD	P	2007-06-05	2010-05-27
U	413 052 FORWARD FDS ACC VALUE FD	P	2007-08-17	2010-05-27
V	3,136 137 FORWARD FDS GROWTH FD	P	2007-10-30	2010-05-27
W	2,690 337 FORWARD FDS GROWTH FD	P	2007-06-05	2010-05-27
X	390 168 FORWARD FDS GROWTH FD	P	2007-08-17	2010-05-27
Y	19 GENERAL ELECTRIC CO	P	2007-08-17	2010-07-19
Z	390 KELLOGG CO	P	2007-08-17	2010-05-27
AA	520 LILLY ELI & CO	P	2007-08-17	2010-05-27
AB	540 MEDTRONIC INC	P	2007-08-17	2010-05-27
AC	464 MICROSOFT CORP	P	2007-08-17	2010-05-27
AD	19 MICROSOFT CORP	P	2007-08-17	2010-07-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AE	300 PEPSICO INC	P	2007-08-17	2010-05-27
AF	950 ROBERT HALF INTL INC	P	2007-08-17	2010-05-27
AG	180 VANGUARD MATERIALS ETF	P	2007-08-17	2010-05-27
AH	200 VANGUARD TELECOMMUNICATIONS SERV ETF	P	2007-08-17	2010-05-27
AI	760 WELLS FARGO & COMPANY	P	2007-08-17	2010-05-27
AJ	17 AT&T INC	P	2010-05-27	2010-07-19
AK	9 ABBOTT LABS	P	2010-05-27	2010-07-19
AL	9 AIR PRODS & CHEMS INC	P	2010-05-27	2010-07-19
AM	33 APPLIED MATLS INC	P	2010-05-27	2010-07-19
AN	9 AUTOMATIC DATA PROCESSING INC	P	2010-05-27	2010-07-19
AO	9 BANK OF NEW YORK MELLON CORP	P	2010-05-27	2010-07-19
AP	7 BECTON DICKINSON & CO	P	2010-05-27	2010-07-19
AQ	10 CHEVRON CORPORATION	P	2010-05-27	2010-07-19
AR	8 CHUBB CORP	P	2010-05-27	2010-07-19
AS	7 COCA COLA CO	P	2010-05-27	2010-07-19
AT	8 CONOCOPHILLIPS	P	2010-05-27	2010-07-19
AU	10 EMERSON ELEC CO	P	2010-05-27	2010-07-19
AV	7 EXXON MOBIL CORP	P	2010-05-27	2010-07-19
AW	5 GENERAL DYNAMICS CORP	P	2010-05-27	2010-07-19
AX	24 INTEL CORP	P	2010-05-27	2010-07-19
AY	4 INTERNATIONAL BUSINESS MACHS	P	2010-05-27	2010-07-19
AZ	5 JP MORGAN CHASE & CO	P	2010-05-27	2010-07-19
BA	9 JOHNSON & JOHNSON	P	2010-05-27	2010-07-19
BB	9 MCDONALDS CORP	P	2010-05-27	2010-07-19
BC	9 METLIFE INC	P	2010-05-27	2010-07-19
BD	10 MICROCHIP TECHNOLOGY INC	P	2010-05-27	2010-07-19
BE	7 MORGAN STANLEY	P	2010-05-27	2010-07-19
BF	17 NYSE EURONEXT	P	2010-05-27	2010-07-19
BG	9 NORFOLK SOUTHN CORP	P	2010-05-27	2010-07-19
BH	5 OMNICOM GROUP INC	P	2010-05-27	2010-07-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BI	7 PPG INDS INC	P	2010-05-27	2010-07-19
BJ	25 PFIZER INC	P	2010-05-27	2010-07-19
BK	8 PROCTER & GAMBLE CO	P	2010-05-27	2010-07-19
BL	10 QUALCOMM INC	P	2010-05-27	2010-07-19
BM	11 ROYAL DUTCH SHELL PLC	P	2010-05-27	2010-07-19
BN	8 STANLEY BLACK & DECKER INC	P	2010-05-27	2010-07-19
BO	17 TEXAS INSTRS INC	P	2010-05-27	2010-07-19
BP	6 3M CO	P	2010-05-27	2010-07-19
BQ	16 TIME WARNER INC	P	2010-05-27	2010-07-19
BR	6 VF CORP	P	2010-05-27	2010-07-19
BS	11 WAL-MART STORES INC	P	2010-05-27	2010-07-19
BT	11 WASTE MGMT INC	P	2010-05-27	2010-07-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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	18,530		27,295	-8,765
B	19,826		28,208	-8,382
C	25,622		26,550	-928
D	12,456		13,546	-1,090
E	10,844		15,726	-4,882
F	31,567		40,541	-8,974
G	16,824		15,150	1,674
H	14,584		14,384	200
I	5,238		6,743	-1,505
J	3,854		6,913	-3,059
K	10,000		10,773	-773
L	130,000		138,142	-8,142
M	8,000		5,954	2,046
N	10,000		14,846	-4,846
O	111,364		75,000	36,364
P	67,996		88,000	-20,004
Q	12,129		16,654	-4,525
R	8,174		10,000	-1,826
S	54,373		88,000	-33,627
T	37,734		63,000	-25,266
U	6,625		10,000	-3,375
V	69,779		88,000	-18,221
W	59,860		73,500	-13,640
X	8,681		10,000	-1,319
Y	277		726	-449
Z	20,709		21,176	-467
AA	16,946		28,656	-11,710
AB	21,011		28,426	-7,415
AC	12,073		12,982	-909
AD	477		532	-55

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
AE	18,687		20,690	-2,003
AF	24,051		30,445	-6,394
AG	11,707		13,772	-2,065
AH	10,808		15,508	-4,700
AI	21,948		27,854	-5,906
AJ	421		418	3
AK	427		427	0
AL	622		629	-7
AM	403		430	-27
AN	368		368	0
AO	229		250	-21
AP	476		501	-25
AQ	718		737	-19
AR	414		402	12
AS	365		355	10
AT	413		411	2
AU	452		468	-16
AV	408		427	-19
AW	292		341	-49
AX	513		522	-9
AY	519		502	17
AZ	195		199	-4
BA	535		532	3
BB	628		602	26
BC	336		367	-31
BD	301		278	23
BE	173		191	-18
BF	458		484	-26
BG	474		504	-30
BH	180		193	-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
BI	433		448	-15
BJ	366		383	-17
BK	494		486	8
BL	367		355	12
BM	602		582	20
BN	410		453	-43
BO	431		419	12
BP	485		486	-1
BQ	479		487	-8
BR	434		463	-29
BS	542		555	-13
BT	355		358	-3

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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				-8,765
B				-8,382
C				-928
D				-1,090
E				-4,882
F				-8,974
G				1,674
H				200
I				-1,505
J				-3,059
K				-773
L				-8,142
M				2,046
N				-4,846
O				36,364
P				-20,004
Q				-4,525
R				-1,826
S				-33,627
T				-25,266
U				-3,375
V				-18,221
W				-13,640
X				-1,319
Y				-449
Z				-467
AA				-11,710
AB				-7,415
AC				-909
AD				-55

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) 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	
AE				-2,003
AF				-6,394
AG				-2,065
AH				-4,700
AI				-5,906
AJ				3
AK				0
AL				-7
AM				-27
AN				0
AO				-21
AP				-25
AQ				-19
AR				12
AS				10
AT				2
AU				-16
AV				-19
AW				-49
AX				-9
AY				17
AZ				-4
BA				3
BB				26
BC				-31
BD				23
BE				-18
BF				-26
BG				-30
BH				-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				**(l)** 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	
BI				-15
BJ				-17
BK				8
BL				12
BM				20
BN				-43
BO				12
BP				-1
BQ				-8
BR				-29
BS				-13
BT				-3

Form 990PF Part XV Line 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*				
CENTRAL WASHINGTON UNIVERSITY 400 E UNIVERSITY WAY ELLENSBURG, WA 989267504	NONE	N/A	SCHOLARSHIP FOR CHRISTOPHER MARTINDALE	2,000
EASTERN WASHINGTON UNIVERSITY 102 SUTTON HALL CHENEY, WA 99004	NONE	N/A	SCHOLARSHIP FOR DONOVAN ZINK	2,500
EASTERN WASHINGTON UNIVERSITY 102 SUTTON HALL CHENEY, WA 99004	NONE	N/A	SCHOLARSHIP FOR ALMA-MAY MAGDAY	3,500
NORTHWEST UNIVERSITY PO BOX 579 KIRKLAND, WA 98033	NONE	N/A	SCHOLARSHIP FOR NOAH IRISH	3,500
NORTHWEST UNIVERSITY PO BOX 579 KIRKLAND, WA 98033	NONE	N/A	SCHOLARSHIP FOR BRITTANY BRADFORD	1,250
OLYMPIC COLLEGE 1600 CHESTER AVENUE BREMERTON, WA 98337	NONE	N/A	SCHOLARSHIP FOR SHYANNE LEWIS	1,250
OLYMPIC COLLEGE 1600 CHESTER AVENUE BREMERTON, WA 98337	NONE	N/A	SCHOLARSHIP FOR CHRISTOPHER OLIVER	1,250
OLYMPIC COLLEGE 1600 CHESTER AVENUE BREMERTON, WA 98337	NONE	N/A	SCHOLARSHIP FOR SAMANTHA ARAMIAN	1,250
OLYMPIC COLLEGE 1600 CHESTER AVENUE BREMERTON, WA 98337	NONE	N/A	SCHOLARSHIP FOR HANNAH MCCOY	1,000
OLYMPIC COLLEGE 1600 CHESTER AVENUE BREMERTON, WA 98337	NONE	N/A	SCHOLARSHIP FOR SHANICE GUITY	1,250
OLYMPIC COLLEGE 1600 CHESTER AVENUE BREMERTON, WA 98337	NONE	N/A	SCHOLARSHIP FOR REBECCA STAVICK	500
OLYMPIC COLLEGE 1600 CHESTER AVENUE BREMERTON, WA 98337	NONE	N/A	SCHOLARSHIP FOR TORRIE OESER-BEATON	500
OLYMPIC COLLEGE 1600 CHESTER AVENUE BREMERTON, WA 98337	NONE	N/A	SCHOLARSHIP FOR NICHOLAS THOMAS	1,200
OLYMPIC COLLEGE 1600 CHESTER AVENUE BREMERTON, WA 98337	NONE	N/A	SCHOLARSHIP FOR NESLIE LEBITA	4,000
OLYMPIC COLLEGE 1600 CHESTER AVENUE BREMERTON, WA 98337	NONE	N/A	SCHOLARSHIP FOR BRANDON BRADDOCK	1,250
Total . . . . ▶ **3a**				70,450

Form 990PF Part XV Line 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*				
PACIFIC LUTHERAN UNIVERSITY 12180 PARK AVENUE S TACOMA, WA 98447	NONE	N/A	SCHOLARSHIP FOR HANG TA	4,000
PACIFIC LUTHERAN UNIVERSITY 12180 PARK AVENUE S TACOMA, WA 98447	NONE	N/A	SCHOLARSHIP FOR LINDA LUU	3,500
SAINT MARTIN UNIVERSITY 5300 PACIFIC AVENUE SE LACEY, WA 985037500	NONE	N/A	SCHOLARSHIP FOR MATTHEW OLSON	1,250
SEATTLE PACIFIC UNIVERSITY 3307 THIRD AVENUE W SEATTLE, WA 981191997	NONE	N/A	SCHOLARSHIP FOR REGINA OGAZI	2,500
WASHINGTON STATE UNIVERSITY PO BOX 641069 PULLMAN, WA 991641069	NONE	N/A	SCHOLARSHIP FOR JACLYN HILL	3,500
WASHINGTON STATE UNIVERSITY PO BOX 641069 PULLMAN, WA 991641069	NONE	N/A	SCHOLARSHIP FOR YONG HAO DENG	3,500
WASHINGTON STATE UNIVERSITY PO BOX 641069 PULLMAN, WA 991641069	NONE	N/A	SCHOLARSHIP FOR ASHLEY ARNOLD	3,500
WASHINGTON STATE UNIVERSITY PO BOX 641069 PULLMAN, WA 991641069	NONE	N/A	SCHOLARSHIP FOR KELSEY KOETS	3,500
WASHINGTON STATE UNIVERSITY PO BOX 641069 PULLMAN, WA 991641069	NONE	N/A	SCHOLARSHIP FOR SHERILYN BALISI	4,000
WASHINGTON STATE UNIVERSITY PO BOX 641069 PULLMAN, WA 991641069	NONE	N/A	SCHOLARSHIP FOR MEW BORIRATRIT	4,000
WASHINGTON STATE UNIVERSITY PO BOX 641069 PULLMAN, WA 991641069	NONE	N/A	SCHOLARSHIP FOR WENDYLIE ALIX	500
WASHINGTON STATE UNIVERSITY PO BOX 641069 PULLMAN, WA 991641069	NONE	N/A	SCHOLARSHIP FOR KANDYCE ALVEAR	4,000
WASHINGTON STATE UNIVERSITY PO BOX 641069 PULLMAN, WA 991641069	NONE	N/A	SCHOLARSHIP FOR MICHAEL DELA CRUZ	3,000
WASHINGTON STATE UNIVERSITY PO BOX 641069 PULLMAN, WA 991641069	NONE	N/A	SCHOLARSHIP FOR CAROLYN SUPIT	3,500
Total . . . . ▶ **3a**				70,450

TY 2010 Accounting Fees Schedule

Name: MEMORIAL SCHOLARSHIP OF HENRY GROTH
ELSINOR GROTH AND WAYNE ELDER 329100
EIN: 20-7271091

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES (TAX RETURN PREPARATION) - VON HARTEN & COMPANY INC PS	2,539	2,285		254

TY 2010 Investments Corporate Stock Schedule

Name: MEMORIAL SCHOLARSHIP OF HENRY GROTH
ELSINOR GROTH AND WAYNE ELDER 329100

EIN: 20-7271091

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	23,736	25,200
ABBOTT LABS	22,672	22,757
AIR PRODS & CHEMS INC	30,330	39,382
APPLIED MATLS INC	26,837	29,842
AT&T INC	22,411	26,618
AUTOMATIC DATA PROCESSING INC	19,317	21,890
BANK OF NEW YORK MELLON CORP	15,709	17,425
BECTON DICKINSON & CO	26,098	30,850
CHEVRON CORPORATION	40,354	49,731
CHUBB CORP	21,944	25,943
COCA COLA CO	17,555	22,559
CONOCOPHILLIPS	19,584	25,810
EMERSON ELEC CO	24,458	29,785
EXXON MOBIL CORP	22,113	26,543
GENERAL DYNAMICS CORP	20,425	21,643
GENERAL ELECTRIC CO	35,064	19,845
INTEL CORP	31,552	31,167
INTERNATIONAL BUSINESS MACHS	23,325	27,151
JOHNSON & JOHNSON	31,096	32,595
JP MORGAN CHASE & CO	9,890	10,605
MCDONALDS CORP	32,590	37,152
METLIFE INC	18,810	20,487
MICROSOFT CORP	32,028	32,711
MICROCHIP TECHNOLOGY INC	13,820	17,618
MORGAN STANLEY	10,705	10,721
NYSE EURONEXT	26,434	27,761
NORFOLK SOUTHN CORP	27,507	30,907
OMNICOM GROUP INC	9,749	11,633
PFIZER INC	20,906	23,796
PPG INDS INC	20,814	27,239

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PROCTER & GAMBLE CO	29,332	31,071
QUALCOMM INC	17,568	24,349
ROYAL DUTCH SHELL PLC SPONSORED ADR	31,013	38,933
STANLEY BLACK & DECKER INC	24,910	29,490
TEXAS INSTRS INC	23,895	31,395
TIME WARNER INC	26,188	27,570
VANGUARD DIVIDEND APPRECIATION ETF	6,570	7,368
VF CORP	25,419	28,353
WAL-MART STORES INC	32,233	34,353
WASTE MGMT INC	19,563	22,085

TY 2010 Investments - Other Schedule

Name: MEMORIAL SCHOLARSHIP OF HENRY GROTH
ELSINOR GROTH AND WAYNE ELDER 329100

EIN: 20-7271091

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ACCESSOR HIGH YIELD BOND FUND	AT COST	145,645	135,126
ACCESSOR INTERNATIONAL EQUITY	AT COST	69,046	108,969
FORWARD FDS INVESTMENT GRADE FIXED INCOME FUND	AT COST	198,085	193,411
FORWARD FDS MORTGAGE SECURITIES FUND	AT COST	56,000	62,479

TY 2010 Other Assets Schedule

Name: MEMORIAL SCHOLARSHIP OF HENRY GROTH
ELSINOR GROTH AND WAYNE ELDER 329100

EIN: 20-7271091

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INCOME REPORTED ON TAX RETURN NOT YET RECEIVED	111		

TY 2010 Other Expenses Schedule

Name: MEMORIAL SCHOLARSHIP OF HENRY GROTH
ELSINOR GROTH AND WAYNE ELDER 329100

EIN: 20-7271091

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE REGISTRATON FEES	25	0		25

TY 2010 Other Increases Schedule

Name: MEMORIAL SCHOLARSHIP OF HENRY GROTH
ELSINOR GROTH AND WAYNE ELDER 329100
EIN: 20-7271091

Description	Amount
RECOVERIES OF AMOUNTS TREATED AS QUALIFIED DISTRIBUTIONS	8,483

TY 2010 Taxes Schedule

Name: MEMORIAL SCHOLARSHIP OF HENRY GROTH
ELSINOR GROTH AND WAYNE ELDER 329100

EIN: 20-7271091

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	398	398		0
FEDERAL EXCISE TAX PAID - 2010 TAX YEAR	374	0		0