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

Department of the Treasury
Internal Revenue Service**2010**

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

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 | | A Employer identification number | | |
| BLAKEMORE FOUNDATION | | 91-1505735 | | |
| Number and street (or P O box number if mail is not delivered to street address) | | B Telephone number (206) 359-8778 | | |
| C/O GRIFFITH WAY, 1201 THIRD AVE. | | Room/suite #4800 | | |
| City or town, state, and ZIP code SEATTLE, WA 98101-3266 | | | | |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | | | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 8,635,519. (Part I, column (d) must be on cash basis.) | | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | | |
| 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 |
| Revenue | 1 Contributions, gifts, grants, etc., received | 2,500. | N/A | |
| | 2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments | 128,562. | 128,562. | STATEMENT 1 |
| | 3 Dividends and interest from securities | 177,379. | 177,379. | STATEMENT 2 |
| | 5a Gross rents | 64,799. | 64,799. | |
| | 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 1,375,051. | 1,375,051. | 1,375,051. | |
| | 7 Capital gain net income (from Part IV, line 2) | 64,799. | 64,799. | |
| | 8 Net short-term capital gain | 64,799. | 64,799. | |
| | 9 Income modifications | 64,799. | 64,799. | |
| | 10a Gross sales less returns and allowances b Less Cost of goods sold 1,375,051. c Gross profit or (loss) 64,799. | 3,334. | 3,334. | STATEMENT 3 |
| | 11 Other income | 376,574. | 374,074. | |
| | 12 Total Add lines 1 through 11 | 0. | 0. | 0. |
| | Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 396. | 4. |
| 14 Other employee salaries and wages | | 2,400. | 24. | 0. |
| 15 Pension plans, employee benefits | | 1,214. | 0. | 25. |
| 16a Legal fees STMT 4 | | 13,901. | 1,390. | 12,511. |
| b Accounting fees STMT 5 | | 2,707. | 271. | 0. |
| c Other professional fees | | 184,698. | 86,715. | 97,983. |
| 17 Interest | | 205,316. | 88,404. | 110,519. |
| 18 Taxes | | 633,150. | 633,150. | |
| 19 Depreciation and depletion | | 838,466. | 88,404. | 743,669. |
| 20 Occupancy | | -461,892. | 285,670. | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses STMT 7 | | | | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | | | |
| 25 Contributions, gifts, grants paid | | | | |
| 26 Total expenses and disbursements Add lines 24 and 25 | | | | |
| 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) | | | | |

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | Beginning of year | End of year | |
|-----------------------------|---|---|-------------------|----------------|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | 1,011,569. | 30,001. | 30,001. |
| | 2 | Savings and temporary cash investments | | | |
| | 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 8 | 4,567,256. | 5,164,735. |
| | c | Investments - corporate bonds | STMT 9 | 2,890,837. | 2,810,712. |
| | 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) | | 8,469,662. | 8,005,448. |
| | 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. |
| Liabilities | Foundations that follow SFAS 117, check here ► <input type="checkbox"/> | | | | |
| | 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 ► <input checked="" type="checkbox"/> | | | | |
| | and complete lines 27 through 31. | | | | |
| | 27 | Capital stock, trust principal, or current funds | | 8,469,662. | 8,005,448. |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | 0. | 0. |
| Net Assets or Fund Balances | 29 | Retained earnings, accumulated income, endowment, or other funds | | 0. | 0. |
| | 30 | Total net assets or fund balances | | 8,469,662. | 8,005,448. |
| | 31 | Total liabilities and net assets/fund balances | | 8,469,662. | 8,005,448. |

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 | 8,469,662. |
| 2 | Enter amount from Part I, line 27a | 2 | -461,892. |
| 3 | Other increases not included in line 2 (itemize) ► OTHER INCREASES | 3 | 3,394. |
| 4 | Add lines 1, 2, and 3 | 4 | 8,011,164. |
| 5 | Decreases not included in line 2 (itemize) ► INCOME RECORDED IN PRIOR YEAR | 5 | 5,716. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 8,005,448. |

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 | | | | |
| b | SEE ATTACHED STATEMENT | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | 1,375,051. | | 1,310,252. | 64,799. |
| 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 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | 64,799. |
| 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 | 64,799. |
| 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?

 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 | 782,256. | 7,027,797. | .111309 |
| 2008 | 1,176,951. | 8,629,614. | .136385 |
| 2007 | 1,447,309. | 11,729,579. | .123390 |
| 2006 | 1,329,321. | 11,521,856. | .115374 |
| 2005 | 1,285,037. | 11,534,620. | .111407 |

2 Total of line 1, column (d)

2 **.597865**

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 **.119573**

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 **8,464,388.**

5 Multiply line 4 by line 3

5 **1,012,112.**

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 **2,857.**

7 Add lines 5 and 6

7 **1,014,969.**

8 Enter qualifying distributions from Part XII, line 4

8 **743,669.**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 ► <input type="checkbox"/> and enter "N/A" on line 1. |
| Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | |
| 1 | 5,713. |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b |
| 2 | 0. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). |
| 3 | 5,713. |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) |
| 3 | 0. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) |
| 5 | 0. |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- |
| 6 | Credits/Payments: |
| 6a | 2010 estimated tax payments and 2009 overpayment credited to 2010 1,680. |
| 6b | Exempt foreign organizations - tax withheld at source |
| 6c | Tax paid with application for extension of time to file (Form 8868) |
| 6d | Backup withholding erroneously withheld |
| 7 | Total credits and payments. Add lines 6a through 6d 1,680. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 4,033. |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid |
| 11 | Enter the amount of line 10 to be: Credited to 2011 estimated tax ► Refunded ► 11 |

Part VII-A Statements Regarding Activities

| | | |
|----|---|---|
| 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 1b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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</i> | <input checked="" type="checkbox"/> 1a <input checked="" type="checkbox"/> 1b |
| 1c | Did the foundation file Form 1120-POL for this year? | <input checked="" type="checkbox"/> 1c |
| 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? <i>If "Yes," attach a detailed description of the activities.</i> | <input checked="" type="checkbox"/> 2 |
| 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? <i>If "Yes," attach a conformed copy of the changes</i> | <input checked="" type="checkbox"/> 3 |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | <input checked="" type="checkbox"/> 4a |
| b | If "Yes," has it filed a tax return on Form 990-T for this year? | <input checked="" type="checkbox"/> 4b |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | <input checked="" type="checkbox"/> 5 |
| 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? | <input checked="" type="checkbox"/> 6 |
| 7 | Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> | <input checked="" type="checkbox"/> 7 |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>WA</u> | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> | <input checked="" type="checkbox"/> 8b |
| 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)? <i>If "Yes," complete Part XIV</i> | <input checked="" type="checkbox"/> 9 |
| 10 | Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | <input checked="" type="checkbox"/> 10 |

Part VII-A Statements Regarding Activities (continued)

| | | |
|----|---|------------------------------|
| 11 | | X |
| 12 | | X |
| 13 | X | |
| 14 | GRIFFITH WAY | Telephone no. (206) 359-8778 |
| | Located at 1201 THIRD AVE., SUITE 4800, SEATTLE, WA | ZIP+4 98101-3266 |
| 15 | | ► <input type="checkbox"/> |
| 16 | Yes | No |
| | X | |

Website address ► WWW.BLAKEMOREFOUNDATION.ORG

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. | | |
| a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b If any answer is "Yes" to 1a(1)-(6), did <u>any</u> 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)? | | |
| Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> | | |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? | | |
| 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| If "Yes," list the years ► _____, _____, _____, _____ | | |
| b Are there any years listed in 2a for which the foundation is <u>not</u> 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 <u>all</u> years listed, answer "No" and attach statement - see instructions.) | | |
| c If the provisions of section 4942(a)(2) are being applied to <u>any</u> of the years listed in 2a, list the years here. | | |
| ► _____, _____, _____, _____ | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b If "Yes," did it have excess business holdings in 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.) | | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? | | |

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)?

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?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

| | |
|----|---|
| 5b | X |
| 6b | X |
| 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 |
|-----------------------|---|---|---|---------------------------------------|
| SEE ATTACHED SCHEDULE | 0.00 | 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

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

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

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

►

0

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

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

Expenses

| | |
|--------------------------------|----|
| 1 SEE ATTACHED SCHEDULE | |
| | |
| 2 | 0. |
| 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 8,393,922. |
| b Average of monthly cash balances | 1b 199,365. |
| c Fair market value of all other assets | 1c |
| d Total (add lines 1a, b, and c) | 1d 8,593,287. |
| 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 8,593,287. |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 128,899. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 8,464,388. |
| 6 Minimum investment return Enter 5% of line 5 | 6 423,219. |

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 | 1 423,219. |
| 2a Tax on investment income for 2010 from Part VI, line 5 | 2a 5,713. |
| b Income tax for 2010. (This does not include the tax from Part VI.) | 2b |
| c Add lines 2a and 2b | 2c 5,713. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 417,506. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 0. |
| 5 Add lines 3 and 4 | 5 417,506. |
| 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 | 7 417,506. |

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 743,669. |
| 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 | 4 743,669. |
| 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 | 6 743,669. |

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 | | | | 417,506. |
| 2 Undistributed income, if any, as of the end of 2010 | | | 0. | |
| a Enter amount for 2009 only | | | | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2010: | | | | |
| a From 2005 | 720,286. | | | |
| b From 2006 | 784,614. | | | |
| c From 2007 | 871,084. | | | |
| d From 2008 | 758,898. | | | |
| e From 2009 | 432,512. | | | |
| f Total of lines 3a through e | 3,567,394. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 743,669. | | | 0. | |
| a Applied to 2009, but not more than line 2a | | | | |
| 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 | | | 417,506. | |
| e Remaining amount distributed out of corpus | 326,163. | | | |
| 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: | 3,893,557. | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | 0. | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 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 | | | | 0. |
| 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 | 720,286. | | | |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | 3,173,271. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2006 | 784,614. | | | |
| b Excess from 2007 | 871,084. | | | |
| c Excess from 2008 | 758,898. | | | |
| d Excess from 2009 | 432,512. | | | |
| e Excess from 2010 | 326,163. | | | |

Part XV **Supplementary Information** (continued)

| 3 Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|----------------------------------|----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| <i>a Paid during the year</i> SEE ATTACHED SCHEDULE | | | | 633,150. |
| Total | | | ► 3a | 633,150. |
| <i>b Approved for future payment</i> SEE ATTACHED SCHEDULE | | | | 311,579. |
| Total | | | ► 3b | 311,579. |

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) Exclu- sion 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 | | | | | |
| 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 | | | | | |
| 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. | | 374,074. | 0. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 374,074. |

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

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

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.) |
|---|--|--------------------------------------|----------------------------------|
| a 33,000 SHS BUNDESREPUBLIK | P | 09/23/09 | 08/11/10 |
| b 1,732 SHS ISHARES COHEN & STEERS | P | 03/24/10 | 08/10/10 |
| c 1,882 SHS ISHARES IBOXX \$ INV'T GRA | P | 09/23/09 | 03/24/10 |
| d 16,000 SHS UNTD KINGDOM TREAS | P | 09/23/09 | 08/11/10 |
| e 100,000 SHS BEAL BANK TX US | P | 03/26/10 | 08/11/10 |
| f 100,000 SHS BEAL BANK TX US | P | 03/26/10 | 06/30/10 |
| g 112,359 SHS RUSSELL REAL ESTATE SECURITIES | P | 09/16/09 | 08/10/10 |
| h 2,257.102 SHS RUSSELL REAL ESTATE SECURITIES | P | VARIOUS | 08/10/10 |
| i CHARLES SCHWAB #3314 - SEE ATTACHED DETAIL | P | VARIOUS | VARIOUS |
| j CHARLES SCHWAB #3314 - SEE ATTACHED DETAIL | P | VARIOUS | VARIOUS |
| k CAPITAL GAINS DIVIDENDS | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 44,859. | | 51,749. | -6,890. |
| b 105,756. | | 99,994. | 5,762. |
| c 199,888. | | 199,819. | 69. |
| d 26,685. | | 28,376. | -1,691. |
| e 99,920. | | 100,000. | -80. |
| f 100,000. | | 100,000. | 0. |
| g 3,829. | | 3,282. | 547. |
| h 76,922. | | 57,786. | 19,136. |
| i 38,206. | | 34,290. | 3,916. |
| j 675,193. | | 634,956. | 40,237. |
| k 3,793. | | | 3,793. |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | -6,890. |
| b | | | 5,762. |
| c | | | 69. |
| d | | | -1,691. |
| e | | | -80. |
| f | | | 0. |
| g | | | 547. |
| h | | | 19,136. |
| i | | | 3,916. |
| j | | | 40,237. |
| k | | | 3,793. |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| | | |
|---|---|---------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } | 2 | 64,799. |
| 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 |

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

| SOURCE | AMOUNT |
|--|----------|
| INTEREST INCOME | 128,562. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 128,562. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|-------------------------|-------------------|
| DIVIDEND INCOME | 181,172. | 3,793. | 177,379. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 181,172. | 3,793. | 177,379. |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| WYATT V EL PASO CORPORATION | 16. | 16. | |
| UNIVERSITY OF WASHINGTON PRESS | 3,258. | 3,258. | |
| UNIVERSITY OF WASHINGTON PRESS | 60. | 60. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 3,334. | 3,334. | |

FORM 990-PF LEGAL FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL FEES | 396. | 4. | | 0. |
| TO FM 990-PF, PG 1, LN 16A | 396. | 4. | | 0. |

FORM 990-PF

ACCOUNTING FEES

STATEMENT

5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES | 2,400. | 24. | | 0. |
| TO FORM 990-PF, PG 1, LN 16B | 2,400. | 24. | | 0. |

FORM 990-PF

TAXES

STATEMENT

6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| STATE FILING FEE | 25. | 0. | | 25. |
| CHARLES SCHWAB FOREIGN TAX PAID | 1,189. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 1,214. | 0. | | 25. |

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT MANAGEMENT EXPENSES | 75,994. | 75,994. | | 0. |
| MEALS & ENTERTAINMENT | 1,492. | 0. | | 1,492. |
| OFFICE EXPENSES | 4,433. | 443. | | 3,990. |
| BOARD OF MANAGERS EXPENSES | 2,320. | 232. | | 2,088. |
| CONTRACT STAFF | 97,266. | 9,727. | | 87,539. |
| INSURANCE | 3,193. | 319. | | 2,874. |
| TO FORM 990-PF, PG 1, LN 23 | 184,698. | 86,715. | | 97,983. |

| | | |
|-------------|-----------------|-------------|
| FORM 990-PF | CORPORATE STOCK | STATEMENT 8 |
|-------------|-----------------|-------------|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|-------------------|
| CORPORATE STOCK | 5,164,735. | 5,777,859. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 5,164,735. | 5,777,859. |

| | | |
|-------------|-----------------|-------------|
| FORM 990-PF | CORPORATE BONDS | STATEMENT 9 |
|-------------|-----------------|-------------|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|-------------------|
| CORPORATE BONDS | 2,810,712. | 2,827,659. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 2,810,712. | 2,827,659. |

BLAKEMORE FOUNDATION CHARTER

ARTICLE 1. NAME OF FOUNDATION

The name of the Foundation is and shall be the BLAKEMORE FOUNDATION (the "Foundation").

ARTICLE 2. FOUNDATION PROPERTY

Property transferred to and accepted by Griffith Way, as Trustee ("Trustee"), together with all proceeds, investments, reinvestments and income therefrom, shall constitute "Foundation Property."

ARTICLE 3. PURPOSES; BENEFICIARIES; DISTRIBUTIONS

3.1 Purposes. The Foundation is organized and shall be operated exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Foundation Property shall be used exclusively for those purposes. The Foundation shall do nothing prohibited by the Code, its regulations, or other applicable legislation governing tax-exempt charitable organizations and organizations which receive tax-deductible donations.

Within these limitations, the specific purposes of the Foundation in order of priority shall be:

- (a) To develop grant programs for the study of Asian languages at an advanced level by American citizens or permanent residents, and
- (b) To make grants and develop grant programs that will help to improve the understanding of Asian fine arts in the United States.

The terms "grant" or "grants" as used herein shall have the meaning given to them in § 4945 of the Code or the regulations thereto.

Cited sections of the Code refer to existing sections and are intended to apply to corresponding provisions of any future law.

3.2 Beneficiaries. The term "Beneficiary" or "Beneficiaries" as used in this instrument shall mean the following, and shall be limited to the following:

3.2.1 An individual to whom the Foundation makes a scholarship or fellowship grant which is subject to the provisions of § 117(a) of the Code and is to be used for study at any educational organization described in § 170(b)(1)(A)(ii) of the Code, if the requirements relating to individual grants of § 4945(g) of the Code are satisfied;

3.2.2 An individual selected from the general public to whom the Foundation gives a prize or award which is subject to the provisions of § 74(b) of the Code (without regard to paragraph (3) thereof), if the requirements relating to individual grants of § 4945(g) of the Code are satisfied;

3.2.3 An individual to whom the Foundation makes a grant for the purpose of achieving a specific objective, producing a report or other similar product, or improving or enhancing a literary, artistic, musical, scientific, teaching, or other similar capacity, skill, or talent of the grantee, if the requirements relating to individual grants of § 4945(g) of the Code are satisfied; or

3.2.4 An organization described in Code § 509(a)(1), (2), or (3) ("public charities") which is not obligated to exercise expenditure responsibility pursuant to Code § 4945(h).

3.3 Distributions to Beneficiaries.

3.3.1 As Directed by Board. The Foundation Property shall be distributed by Trustee to Beneficiaries upon written instructions from the Board of Managers (the "Board"). Trustee shall not make any distribution requested by the Board if Trustee, with reasonable cause, believes that the recipient is not, or may not be, a Beneficiary.

3.3.2 As Directed by Trustee. If the Board fails to direct the distribution of Foundation Property in accordance with Article 4.4, Trustee shall have the right to distribute amounts sufficient to avoid any taxes on undistributed income as imposed by § 4942 of the Code. This distribution of Foundation Property shall be to the Beneficiary or Beneficiaries selected by Trustee.

3.4 Disqualified Persons. Grants shall not be made to disqualified persons within the meaning of Code Section 4946(a).

ARTICLE 4. BOARD OF MANAGERS

4.1 Membership of Board. The Board shall consist of eight persons. Members of the Board, other than the Trustee, shall serve terms of three years, or initially for such shorter terms as necessary to stagger the terms of Board members over a three-year period, as determined by the Board. If at any time a vacancy occurs on the Board, the other Board members shall select the person who is to fill the vacancy. Persons serving on the Board, other than the Trustee, who have completed their terms may not be re-elected to the Board for a period of at least one year. The Trustee shall serve on the board ex officio.

4.2 Executive Committee. The Board may designate three of its members, one of whom shall be the Trustee, to act as an Executive Committee of the Board. The Executive Committee may act by unanimous vote of its members on any matter which is within the powers of the Board as set forth in Article 4.4 and arises in the regular course of the Foundation's activities between Board meetings. The Executive Committee may meet in person or by telephone, or may communicate and vote by email.

4.3 Meetings of Board. Meetings of the Board must be held at least once in the first six months and once in the last six months of every calendar year. The meetings may be held when notice has been given to all members of the Board and a majority of the members are in attendance. To make any action taken at a meeting effective a majority of those present must assent. Any member may vote by letter as well as personally, but the letter must clearly state the action upon which the vote is cast and the vote. A member wishing to dissent from a decision may do so in writing within thirty days of the decision. The written dissent must be mailed or delivered to the chairperson, who shall place it in the Foundation files.

4.4 Powers of Board. The Board shall have the power and authority to determine the distribution of the Foundation Property, including the determination of all Beneficiaries. The Board shall distribute Foundation Property to accomplish the purposes set forth in Article 3.1 and to avoid subjecting the Foundation to the tax on undistributed income imposed by § 4942 of the Code. The Board shall have the power to amend this instrument at any time if necessary or desirable for the more convenient or efficient administration of the Foundation or to enable Trustee to carry out its purposes more effectively. No such amendment shall change the Foundation in any way which might

(a) alter or enlarge the purposes of the Foundation as set forth in Article 3.1 in a manner not consistent with the requirements applicable to a tax exempt charitable organization under § 501(c)(3) of the Code,

- (b) affect the status of the Foundation as an organization exempt from federal income taxation,
- (c) subject to any excise taxes under §§ 4941 through 4945 of the Code,
- (d) render transfers to the Foundation nondeductible for federal income, estate or gift tax purposes, or
- (e) make any of the income of the Foundation includable in the taxable income of Trustee or the Foundation.

4.5 Good Faith Action by Board. Any and every action taken in good faith by the Board in the exercise of any power, authority, judgment or discretion conferred upon it shall be conclusive and binding upon all persons interested in the Foundation or the Foundation Property.

4.6 Compensation and Expenses. The amount of compensation paid to any member shall not exceed that which is reasonable and necessary to carry out the exempt purposes of the Foundation. Trustee shall set compensation for members for the first three years of the Foundation. Thereafter, the Board shall fix the compensation of the members of the Board. The Board shall fix the compensation of all persons engaged or employed by the Foundation.

4.7 Accounting and Reports. The Board shall make a report annually of its administration of the Foundation. The Board may, but need not, publish the same in an appropriate newspaper in the State of Washington and distribute copies to interested persons, to community service organizations, and to religious, educational, artistic, medical, welfare, and other similar charitable organizations. The Board shall comply with the provisions of § 6104 of the Code to the extent required.

ARTICLE 5. DUTIES OF TRUSTEE AND LIMITATIONS ON POWERS

5.1 Records and Reports. Trustee shall keep accurate and detailed accounts of all investments, receipts, disbursements and distributions, and other transactions of the Foundation. At all reasonable times, the accounts, books and records relating to the Foundation Property shall be open to inspection and audit by the Board or any person designated by it. Trustee shall also furnish to the Board such information as it may reasonably request in regard to the operation and investment of the Foundation Property. Trustee shall, in any event, furnish to the Board, within sixty days after the end of each income tax year, a statement showing total property of the Foundation, income, expenses

and distributions for the preceding tax year, and all related transactions. Trustee shall not be required to comply with the requirements or provisions of the uniform trustees' accounting act or any amendment or amendments, or with any similar act of Washington or any other jurisdiction.

5.2 Investments. In acquiring, investing, reinvesting, exchanging, selling and managing Foundation Property, Trustee shall exercise the judgment and care under the circumstances then prevailing which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not in regard to speculation but in regard to the permanent disposition of their funds, considering the probable income as well as the probable safety of their capital. Within the limitations of this standard, Trustee may acquire and retain every kind of property, real or personal, and every kind of investment.

5.3 Powers. In administering the Foundation Property, Trustee shall, subject only to the limitations on powers contained in this instrument, have and exercise all of the power, authority and discretion which the absolute owner of the Foundation Property could exercise. Trustee shall also have all of the power, authority and discretion given a trustee under the laws of the State of Washington, including without limitation the Washington Trust Act, Ch. 11.98 RCW. The provisions of all such laws are incorporated in this instrument.

5.4 Limitation on Powers. In creating the Foundation, it is intended that any transferor shall obtain the full benefit of any income tax charitable contribution deduction to which the transferor may be entitled under the Code, and any estate tax charitable contribution deduction to which the transferor's estate may be entitled under the Code. It is further intended that a transfer to the Foundation qualify for the charitable contribution deduction available under Code §§ 170, 2055, and 2522 and the regulations thereunder. Accordingly, the Foundation shall be interpreted, valued, managed and invested consistent with this intent.

5.5 Agents and Attorneys. Trustee may employ such agents and attorneys as Trustee may find necessary or advisable for the proper administration of the Foundation or in connection with any uncertainty, controversy or litigation which may arise. Trustee shall pay reasonable compensation to such agents and attorneys for their services.

5.6 Compensation; Expenses. The amount of compensation paid to Trustee shall not exceed that which is reasonable and necessary to carry out the exempt purposes of the Foundation. The Board shall fix the compensation of the Trustee. Trustee shall be entitled to reimbursement out of Foundation Property for payments and distributions Trustee makes and for all special costs and reasonable administrative expenses. All costs

and expenses shall be charged to the income of the Foundation to the extent allowed by § 4942 of the Code.

5.7 Resignation of Trustee; Appointment of Successor Trustee. Trustee shall have the right to resign as Trustee without court proceedings by giving written notice to that effect to the Board. Trustee shall have the right, without court proceedings, to appoint a successor Trustee, subject to the approval of the Board. No successor Trustee shall be liable for the acts or omissions of any prior Trustee. If a Trustee shall resign, die or otherwise, as determined by the Board, be unable to discharge the responsibilities of the Trustee without having named a successor Trustee, the successor Trustee shall be designated by the Board.

ARTICLE 6. MISCELLANEOUS

6.1 Reliance on Agents and Attorneys. Trustee and the Board shall be fully protected in relying upon the advice of legal counsel on questions of law. Trustee and the Board shall not be liable for loss or damage caused by any agent or attorney selected, if reasonable care was exercised in selecting and retaining such agent or attorney.

6.2 Contributions from Others. If any person or persons at any time desire to make gifts, bequests or devises to the Foundation, power and authority is conferred upon the Trustee to receive such gifts, bequests or devises. The Board shall apply the principal and income of such gifts to the purposes of the Foundation. Such gifts, bequests or devises shall not, however, be made upon any terms or conditions that would conflict with the uses or purposes of the Foundation or the provisions of this instrument. Restrictions in such gifts, bequests or devises may be agreed to by the Trustee in conjunction with the Board.

6.3 Creation of Corporation. The Board is authorized and empowered, if it so desires, to form and organize a corporation for the uses and purposes of the Foundation. Such corporation, if organized, shall be named the BLAKEMORE FOUNDATION. Upon the creation and organization of such corporation, the Board, as well as Trustee, is authorized and empowered to convey, transfer and deliver to such corporation all the property and assets to which the Foundation may be or become entitled. The powers and duties of, and the restrictions and prohibitions applicable to, the Board and Trustee under this instrument shall apply to such corporation and its board of directors.

6.4 Law Governing; Savings Clause. The provisions of this instrument shall be governed by the law of the State of Washington. Any provision which is prohibited by

law or is unenforceable shall be inoperative. All of the remaining provisions shall, nevertheless, be carried into effect.

6.5 Bond Waiver. No bond, surety or other security shall be required of Trustee or any Board member in any jurisdiction for any purpose.

6.6 Extent of Liability. Trustee and the Board members shall have the duty to act in good faith and with reasonable care, and in the absence of affirmative evidence to the contrary, shall be deemed to have so acted.

ARTICLE 7. DURATION OF FOUNDATION

7.1 Duration. The term of the Foundation shall be perpetual.

7.2 Termination by Board. If the Board determines that the purposes of the Foundation can no longer be met, or would be better satisfied by other means, the Foundation can be terminated by a unanimous vote. Upon the winding up and dissolution of the Foundation, after payment or adequate provision for the debts and obligations of the Foundation, the Board shall distribute the Foundation Property to such nonprofit funds, foundations or corporations which then are duly qualified tax exempt charitable organizations under § 501(c)(3) of the Code as the Board in its discretion shall select. Determination of Beneficiaries, as well as other steps in the termination, shall comply with § 507 of the Code or the corresponding provisions of any future law so as to avoid any termination taxes.

7.3 Rule Against Perpetuities. If it is determined by a court of law that the Foundation is subject to the rule against perpetuities, the Foundation shall terminate, and the distribution described in Article 7.2 occur, one day earlier than the expiration of the maximum period permitted under applicable law. The lives in being are the children of the partners and associates of the law firm of Perkins Coie, living on the date of the execution of this instrument.

ARTICLE 8. PROHIBITED ACTS AND TRANSACTIONS

Notwithstanding any provision of this instrument, Trustee, Trustee's employees, the Board, the Foundation and Foundation employees are prohibited from

(a) engaging in any act of self-dealing as defined in § 4941(d) of the Code,

(b) retaining any excess business holdings as defined in Code § 4943(c), which would subject the Foundation to tax under Code § 4943,

(c) making any investments which would subject the Foundation to tax under Code § 4944,

(d) making any taxable expenditures as defined in Code § 4945(d),

(e) allowing any part of the Foundation's net earnings to inure or be payable to or for the benefit of any private individual so as to jeopardize the Foundation's exempt status under § 501(c)(3) of the Code,

(f) carrying on propaganda or otherwise attempting to influence legislation which would jeopardize the Foundation's exempt status under § 501(c)(3) of the Code, and

(g) participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for political office which would jeopardize the Foundation's exempt status under 501(c)(3) of the Code.

ARTICLE 9. INDEMNIFICATION

9.1 Right to Indemnification. The Foundation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person is or was a Member of the Board or a Trustee of the Foundation (an "Indemnified Person"), against all liability and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Indemnified Person in connection with such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 9.4 of this Article 9, the Foundation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part of such Proceeding) commenced by such Indemnified Person only if the commencement of such Proceeding (or part of such Proceeding) by the Indemnified Person was authorized in advance by the Board of Managers.

9.2 Restrictions on Indemnification. The Foundation may not indemnify any Indemnified Person for: (a) acts or omissions of the Indemnified Person finally adjudged

to be intentional misconduct or a knowing violation of law; (b) conduct of the Indemnified Person finally adjudged to be in violation of such Indemnified Person's fiduciary duties; or (c) any transaction with respect to which it was finally adjudged that such Indemnified Person personally received a benefit in money, property or services to which the Indemnified Person was not legally entitled or if the Foundation is otherwise prohibited by applicable law from paying such indemnification.

9.3 Expenses Payable in Advance. The Foundation shall pay the reasonable expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of such Proceeding's final disposition (such expenses, "Advanced Expenses"), provided, however, that, to the extent required by law, such payment of Advanced Expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all Advanced Expenses if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article 9 or otherwise. Notwithstanding any of the foregoing in this Section 9.3, the Foundation shall not be required to pay any Advanced Expenses to a person against whom the Foundation directly brings a claim alleging that the Foundation is not required to indemnify such person under Section 9.2 of this Article 9.

9.4 Written Statement Required and Right of Indemnified Person to Bring Suit. An Indemnified Person seeking indemnification pursuant to Section 9.1 or Advanced Expenses pursuant to Section 9.3 must first submit to the Board of Managers a sworn statement requesting indemnification or Advanced Expenses, as the case may be, and reasonable evidence of all such amounts requested by such Indemnified Person (such statement, a "Claim"). If (a) a Claim pursuant to Section 9.1 above is not paid in full by the Foundation within 60 days after such Claim has been received by the Foundation, or (b) a Claim pursuant to Section 9.3 above is not paid in full by the Foundation within 30 days after such Claim has been received by the Foundation, then the Indemnified Person may at any time after the expiration of the applicable period bring suit against the Foundation to recover the unpaid amount of such Claim. If an Indemnified Person succeeds in whole or in part in any such suit or in a suit brought by the Foundation to recover Advanced Expenses pursuant to the terms of an undertaking, then such Indemnified Person is also entitled to receive reimbursement from the Foundation for the expense of prosecuting or defending such suit. The Indemnified Person shall be presumed to be entitled to indemnification under this Article 9 upon submission of a Claim (and, in an action brought to enforce a Claim for Advanced Expenses, where the required undertaking has been delivered to the Foundation), and, thereafter, the Foundation shall have the burden of proof to overcome the presumption that the Indemnified Person is so entitled.

9.5 Nonexclusivity of Rights. The right to indemnification and Advanced Expenses conferred by this Article 9 shall not be exclusive of any other right that any person may have or acquire after the effective date of this Charter under (a) any statute, (b) common law, (c) provision of this Charter, (d) by general or specific action of the Board of Managers, (e) by contract or (f) otherwise.

9.6 Insurance, Contracts and Funding. The Foundation may maintain insurance, at its expense, to protect itself and any director, officer, partner, trustee, employee or agent of the Foundation or Another Enterprise against any expense, liability or loss. The Foundation may enter into contracts with any Board Member, officer, partner, trustee, employee or agent of the Foundation in furtherance of the provisions of this Article 9 and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification and Advanced Expenses as provided in this Article 9.

9.7 Indemnification of Employees and Agents of the Foundation. The Foundation may, by action of the Board of Managers, grant rights to indemnification and advancement of expenses to employees and agents or any class or group of employees and agents of the Foundation (a) with the same scope and effect as the provisions of this Article 9 with respect to the indemnification and Advanced Expenses of Board Members and officers of the Foundation or (b) as are otherwise consistent with law.

Dated June 8, 2010

/s/ Griffith Way
Griffith Way, Trustee

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2010

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

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

| (a) Name & Address | (b) Title and Average Hours per Week devoted to position | (c) Compensation | (d) Contributions to employee benefit plan and deferred compensation | (e) Expense account, other allowances |
|---|--|------------------|---|---|
| Griffith Way Suite 4800 1201 Third Avenue Seattle, WA 98101 | Trustee & Manager 25 hours/week | 0 | 0 | 0 |
| William E. Franklin 2360 - 43rd Avenue East Unit #315 Seattle, WA 98112-2788 (elected June 2010) | Manager 2 hours/week | 0 | 0 | 0 |
| Mimi Gardner Gates 1300 First Avenue Seattle, WA 98101-2003 | Manager 2 hours/week | 0 | 0 | 0 |
| Thomas Gething University of Washington P.O. Box 353770 Seattle, WA 98195-3770 (term expired June 2010) | Manager 2 hours/week | 0 | 0 | 0 |
| Christopher R. Helm 1201 Third Ave., Suite 2200 Seattle, WA 98101-3045 (elected June 2010) | Manager 2 hours/week | 0 | 0 | 0 |
| Darryl N. Johnson 17409 Sylvester Road Burien, WA 98166 | Manager 2 hours/week | 0 | 0 | 0 |

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2010

| (a) Name & Address | (b) Title and Average Hours per Week devoted to position | (c) Compensation | (d) Contributions to employee benefit plan and deferred compensation | (e) Expense account, other allowances |
|--|--|------------------|---|---|
| Heng-Pin Kiang 2021 Broadway East Seattle, WA 98102 | Manager 2 hours/week | 0 | 0 | 0 |
| Eugene H. Lee 7704 NE Yeomalt Point Drive NE Bainbridge Island, WA 98110 | Manager 2 hours/week | 0 | 0 | 0 |
| Joseph A. Massey P.O. Box 32 Deer Harbor, WA 98243 (term expired June 2010) | Manager 2 hours/week | 0 | 0 | 0 |
| Albert V. Ravenholt 1017 Minor Avenue #804 Seattle, WA 98104 (January-April 2010) | Honorary Manager 2 hours/week | 0 | 0 | 0 |
| David K. Y. Tang 925 Fourth Avenue, Suite 2900 Seattle, WA 98104-1158 | Manager 2 hours/week | 0 | 0 | 0 |

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2010

PART XV - SUPPLEMENTARY INFORMATION

Line 2a. *Name/address/telephone number of person to whom applications should be addressed*

Blakemore Foundation
Griffith Way, Trustee
1201 Third Avenue, Suite 4800
Seattle, WA 98101-3266
(206) 359-8778

Line 2b. *Form in which applications should be submitted and information and materials they should include*

Grants to Individuals for Advanced Study of Asian Languages
See attached application form and instructions.

Art Grants
Not currently accepting unsolicited requests for funds.

2 c *Any submission deadlines*

Grants to Individuals for Advanced Study of Asian Languages
Applications postmarked by December 30.

Art Grants
Not currently accepting unsolicited requests for funds.

2d *Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors*

Grants to Individuals for Advanced Study of Asian Languages
See attached materials.

Art Grants
See attached materials.

**Application for Blakemore Freeman Fellowship for Advanced Asian Language Study or
Blakemore Refresher Grant**

Name Birthdate

Primary Email Address

Alternate Email Address

Telephone

Mailing Address

Your Citizenship Status

I am a U.S. citizen
 I am an Alien with U.S. Permanent Resident Status/Alien Registration No.

If awarded a Blakemore Freeman Fellowship or Blakemore Refresher Grant, I plan to use the grant for language study at the following language program in East or Southeast Asia:

Language Dates of study

Language Program
(See instructions for list of approved programs)

Date that your application was or will be submitted to language program listed above:
(It is the applicant's personal responsibility to apply to the language program by its published deadline.)

Principal Academic or Professional Honors

Previous study of the language for which I am applying:

Highest Level Completed (example 4th Year Chinese)

Study abroad or other programs attended

Colleges or Universities Attended Please enclose with your application or send under separate cover official transcripts in original sealed envelopes from all institutions at which you have studied for more than one year.

| Institution | Major | Degree & Date (received or expected) |
|-------------|-------|--------------------------------------|
| | | |
| | | |
| | | |
| | | |

Recommendation Letters Please enclose recommendation letters in sealed unopened envelopes with your application or have letters sent directly to the Foundation by the recommenders by mail, fax or email.

Name of Recommender #1

Title/Position

University or Organization

Address

City/State/Zip Code

Email

Telephone

Name of Recommender #2

Title/Position

University or Organization

Address

City/State/Zip Code

Email

Telephone

Application Agreement

I have read the Foundation's Eligibility Requirements, Selection Criteria and Grant Guidelines as published on the Blakemore Foundation's website at <http://www.blakemorefoundation.org>. I believe that I qualify for a Blakemore Freeman Fellowship based on this information. I confirm that I am not related to any of the current members of the Blakemore Foundation Board of Managers as of the date of this application

I authorize the language program listed above to release information on my admittance status and results of any written or oral tests conducted as part of the program's application process directly to the Foundation

Date _____

Signature _____

Application Deadline: Postmarked by December 30, 2010

Send all materials to:

Mr Griffith Way, Trustee
Blakemore Foundation
1201 Third Avenue, Suite 4800
Seattle, Washington 98101-3266

www.blakemorefoundation.org
Phone: (206) 359-8778
Fax: (206) 359-9778
blakemore@perkinscoie.com

Study for grant must start between June 2011 and May 2012. No deferrals will be permitted

All grants are awarded contingent upon the applicant's unconditional acceptance by the language program. "Unconditional acceptance" means that the applicant must not be required to complete a summer program as a prerequisite to academic year admission.

APPLICATION INSTRUCTIONS

Send all materials to:

Mr. Griffith Way, Trustee
Blakemore Foundation
1201 Third Avenue, Suite 4800
Seattle, Washington 98101-3266

www.blakemorefoundation.org
Phone: (206) 359-8778
Fax: (206) 359-9778
blakemore@perkinscole.com

Approved Language Programs

- o The Blakemore Foundation awards grants for study only at specific language programs as noted below
- o Only one language program may be listed on the application
- o Applicants for Blakemore language grants must apply both to the language program involved and to the Blakemore Foundation. Each language program has its own separate application due dates and forms, which may be found on the program's website.
- o For Japanese, we fund study at the Inter-University Program for Japanese Language Studies in Yokohama, Japan (<http://www.stanford.edu/dept/IUC/>). We do not fund Japanese language study at any other institution.
- o For Chinese, we fund study at the Inter-University Program for Chinese Language Studies, located on the Tsinghua University campus in Beijing, China (<http://ieas.berkeley.edu/iup/>) and at the International Chinese Language Program at National Taiwan University in Taipei, Taiwan (<http://iclp.ntu.edu.tw/>) We do not fund Chinese language study at any other institution
- o For Korean, we recommend study at Seoul National University (<http://leis.snu.ac.kr/site/en/klec/main/main.jsp>), Yonsei University (<http://www.yskli.com/index.asp>) or Sogang University (<http://klec.sogang.ac.kr/>) We will consider study at other Korean language programs on a case-by-case basis during the application review process.
- o Approval of language programs for study of languages of SE Asia will be considered on an individual basis during the application review process

Materials to Be Submitted for Blakemore Freeman Fellowship Application

- Completed application form
- Essay (three to four pages in length, double-spaced) discussing:
 - o Applicant's academic, professional or business background
 - o Prior study and use of the language and involvement with the Asian country
 - o Career objectives and how the language will be used to achieve them
- Two recent letters of recommendation from individuals familiar with applicant's academic, professional or business experience
- Official college and university transcripts from all institutions at which applicant has studied for more than one year.
- If applicant has *not* completed 3 academic years of study of the language at the college level, submit the Foreign Language Reference Form, completed by a language instructor or other similar qualified individual able to evaluate the applicant's language competency. Otherwise, do not submit the form
- Applicants for programs involving tutorials should submit the following additional information with their application:
 - o Information on the proposed language program
 - o Information regarding the proposed tutors' professional qualifications
 - o Budget for estimated tutoring expenses
 - o The applicant's proposed affiliation during the grant period with a recognized educational institution in the Asian country

**Materials to Be Submitted for Blakemore Refresher Grant Application
(former Blakemore Freeman Fellows – see separate instructions below)**

- Completed application form
- Essay (three to four pages in length, double-spaced) discussing:
 - Applicant's academic, professional or business background
 - Prior study and use of the language and involvement with the Asian country
 - Career objectives and how the language will be used to achieve them
- One recent letter of recommendation from individual familiar with applicant's academic, professional or business experience
- Curriculum vitae
- Latest official college transcript (applicable only to those who have not yet received their doctorate)
- Applicants for programs involving tutorials should submit the following additional information with their application.
 - Information on the proposed tutorial program
 - Information regarding the proposed tutors' professional qualifications
 - Budget for estimated tutoring expenses
 - The applicant's proposed affiliation during the grant period with a recognized educational institution in the Asian country

Materials to Be Submitted by former Blakemore Freeman Fellows for Blakemore Refresher Grant Application

- Completed application form
- Essay (two to three pages in length, double-spaced) discussing:
 - Reasons for requesting additional language study
 - Use of the language since last receiving a Blakemore grant
- Curriculum vitae
- Applicants for programs involving tutorials should submit the following additional information with their application:
 - Applicant's proposed affiliation during the grant period with a recognized educational institution in the Asian country

Application Timeline

- December 30 – Postmark deadline for applications
- February - Applications reviewed by Foundation
- March - Finalists and alternates notified and interviewed
- Late March/early April - Grantees selected and notified of grants

Additional Information Concerning Application Materials

- Letters of Recommendation
 - No special forms are used. A letter printed on a recommender's professional letterhead is preferred.
 - Letters of recommendation discussing applicant's overall abilities, to the extent known by the recommender, are preferred to those which are limited to evaluating an applicant's language skills.
 - Letters of recommendation may be included with application in sealed unopened envelopes or may be sent directly to the Foundation by the recommenders by mail, fax or email
 - Recommendations sent under separate cover should be addressed to Mr. Griffith Way, Trustee, Blakemore Foundation, 1201 Third Avenue, Suite 4800, Seattle, Washington 98101-3266. Letters sent directly by the recommenders may also be faxed to (206) 359-9778 or emailed to blakemore@perkinscole.com
- Foreign Language Reference Form
 - This form is submitted ONLY if the applicant has not completed 3 years of study of the language at the college level. It should be completed by a language instructor or other individual competent to assess applicant's language abilities
- Transcripts
 - Official transcripts may either be included with application or sent under separate cover, but must be in sealed envelopes from issuing institution.

- Photocopies of transcripts from institutions located outside the United States will be accepted if official transcripts are not readily obtainable
 - Transcripts are required only from universities at which the applicant has studied for more than one year.
- Curriculum Vitae or Resume
 - We recommend a curriculum vitae or resume be included with an application for a Blakemore Freeman Fellowship, but it is not required. A curriculum vitae or resume is required for an application for a Blakemore Refresher Grant.

Mailing Instructions

- Application materials should be carefully addressed, using the complete mailing address of the Foundation. In previous years materials have been delayed or even returned to the sender by the U.S. Postal Service due to a missing suite number or incorrect zip code.
- Application materials should be addressed to.
The Blakemore Foundation
Mr. Griffith Way, Trustee
1201 Third Avenue, Suite 4800
Seattle, Washington 98101-3266

Application Deadline

- Applications must be postmarked by December 30
- An application received after December 30 must show proof of mailing by the deadline consisting of one of the following:
 - A legibly dated U.S. Postal Service postmark;
 - A legible mail receipt with the date of mailing stamped by the U.S. Postal Service,
 - A dated shipping label, invoice or receipt from a commercial carrier (Federal Express, United Parcel Service, etc.)
 - If December 30 falls on a Sunday or other postal holiday in the United States, then applications may be postmarked the next business day
 - We recommend that applications sent from overseas be shipped well before December 30 or be sent by express delivery in order to ensure that the application is received in a timely manner

For further information, please contact:

Griffith Way, Trustee or Cathy Scheibner, Administrative Assistant
Blakemore Foundation
1201 Third Avenue, Suite 4800
Seattle, Washington 98101-3266
Telephone (206) 359-8778
Email. blakemore@perkinscole.com

FOREIGN LANGUAGE REFERENCE FORM

Submit only if applicant has not completed 3 academic years of study of the language at college level.

| | |
|------------------------------|----------|
| Name of Individual Applicant | Language |
|------------------------------|----------|

INSTRUCTIONS: *Please check the applicant's present language ability in relation to each of the following categories:*

SPEAKING AND LISTENING (Please check one)

- Unable to function in the spoken language
- Able to satisfy basic social needs and maintain very simple conversation in familiar topics
- Able to satisfy routine social demands and limited work requirements
- Able to participate effectively in most formal and informal conversations on practical and social topics and on professional topics in restricted contexts
- Able to use the language fluently and accurately on all levels pertinent to professional needs
- Use of language is functionally equivalent to a well-educated native speaker

READING (Please check one)

- No practical ability to read the language
- Sufficient comprehension to read very simple connected written material in a form equivalent to usual printing or typescript
- Sufficient comprehension to read simple, authentic texts on subjects within a familiar context
- Able to read within a normal range of speed and with almost complete comprehension a variety of authentic prose material on unfamiliar subjects, as well as technical material
- Able to read fluently and accurately all styles and forms of the language pertinent to professional needs, including all materials in one's special field
- Reading proficiency is functionally equivalent to a well-educated native speaker

Please indicate briefly how the evaluation was determined (e.g., 2 years of coursework, a test, etc.)

| | | |
|-------------------|-----------|------|
| Name of Evaluator | Signature | Date |
|-------------------|-----------|------|

| | | |
|-------------------------|------------|-------------------|
| Evaluator's Institution | Department | Position or Title |
|-------------------------|------------|-------------------|

BLAKEMORE FOUNDATION

Blakemore Freeman Fellowships for Advanced Asian Language Study

Blakemore Refresher Grants

Blakemore Freeman grants are awarded to individuals pursuing professional, academic, or business careers that involve the regular use of an East or Southeast Asian language. The grants fund a year of advanced language study at the Inter-University Center for Japanese Language Studies in Yokohama, the Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, the International Chinese Language Program at National Taiwan University in Taipei, and similar programs in other countries of East and SE Asia. Where there is no structured advanced-level language program at an educational institution in the country, the grant may provide for the financing of private tutorials under terms set forth in the application instructions.

The grants cover tuition and a stipend for related educational expenses, basic living costs and transportation, but do not include dependent expenses.

For application forms and further information see
<http://www.blakemorefoundation.org>

Eligibility

An applicant should.

- be pursuing an academic, professional or business career that involves the regular use of a modern Asian language
- have a college undergraduate degree
- be at or near an advanced level in the language as defined in the Grant Guidelines
- be able to devote oneself exclusively to the language study during the term of the grant; grants are not intended for part-time study or research
- be a U S citizen or permanent resident of the United States

Selection Criteria

Grants are highly competitive. Last year we were able to offer funding to less than 9% of applicants. Applicants will be judged on having.

- a focused, well-defined career objective involving Asia in which use of the language is an important aspect
- the potential to make a significant contribution to a field of study or area of professional or business activity in an Asian country
- prior experience in the country or involvement or participation in activities related to the country
- good academic, professional or business background, appropriate to the career program

Deadline for Applications

- Postmarked by December 30, 2010

Grants Awarded

- Late March/early April 2011

THE BLAKEMORE FOUNDATION
1201 Third Avenue, Suite 4800 Seattle, Washington 98101-3266
Telephone (206) 359-8778 Facsimile (206) 359-9778
email. blakemore@perkinscole.com
<http://www.blakemorefoundation.org>

Board of Managers
Mimi Gardner Gates William E. Franklin
Christopher R. Helm Darryl Johnson
Heng-Pin Kiang Eugene H. Lee
David K. Y. Tang Griffith Way, Trustee

Blakemore Freeman Fellowships 2011 Grant Guidelines

Blakemore Freeman Fellowships are awarded for one year of advanced level language study in East or Southeast Asia in approved language programs. For grants to be awarded in spring 2011, study must start between June 2011 and May 2012.

Grants are *highly* competitive. Last year we were able to fund less than 9% of applicants.

Selection Criteria

- A focused, well-defined career objective involving Asia in which regular use of the language is an important aspect
- The potential to make a significant contribution to a field of study or area of professional or business activity in an Asian country
- Prior experience in the Asian country or involvement or participation in activities related to the country
- Good academic, professional or business background, appropriate to the career program

Eligibility Requirements

To be eligible for a grant, an applicant must:

- Be pursuing an academic, professional or business career that involves the regular use of a modern East or Southeast Asian language
- Have a college undergraduate degree
- Be at or near an advanced level in the language as defined below in "Definition of Advanced Level" (minimum requirement is fluency equivalent to 3 years of college-level study of the language)
- Be able to devote oneself exclusively to language study during the term of the grant; grants are not made for part-time study or research
- Be a U.S. citizen or permanent resident of the United States

"Professional or business career" includes, but is not limited to, careers in computer science, engineering, international business, journalism, law, medicine, NGO work, and teaching.

Definition of Advanced Level

An applicant for a Blakemore Freeman Fellowship must have:

- A minimum of three academic years of regular language study at the college level (example: completed 3rd year Chinese); or
- A minimum of one academic year of full-time intensive language study at the college-level

THE BLAKEMORE FOUNDATION

1201 Third Avenue, Suite 4800 Seattle, Washington 98101-3266

Telephone (206) 359-8778 Facsimile (206) 359-9778

email blakemore@perkinscole.com

<http://www.blakemorefoundation.org>

- o Applications for languages which are not commonly taught at U.S. universities will be considered on an individual basis.

If an applicant does not have the required minimum years of academic study of the language, the applicant may provide proof of equivalent competency (see language evaluation form at end of this document that can be used to satisfy this requirement).

Eligible Languages

| | | | |
|------------|------------|---------|----------|
| Chinese | Vietnamese | Tibetan | Japanese |
| Indonesian | Thai | Korean | Khmer |
| Burmese | Malaysian | | |

Consideration will be given to other East or Southeast Asian languages on an individual basis. Grants will not be made for the study of Asian languages not in current use.

Eligible Language Programs

The Blakemore Foundation awards grants for study only at specific language programs as noted below.

Applicants for Blakemore language grants must apply both to the language program involved and to the Blakemore Foundation. Each language program has its own separate application due dates and forms, which may be found on its website. Application materials for the Blakemore Foundation's grants are found on our website at www.blakemorefoundation.org.

For **Japanese**, we fund study at the Inter-University Center for Japanese Language Studies in Yokohama, Japan (<http://www.stanford.edu/dept/IUC/>). We do not fund Japanese language study at any other institution.

For **Chinese**, we fund study at the Inter-University Program for Chinese Language Studies, located on the Tsinghua University campus in Beijing, China (<http://ieas.berkeley.edu/iup/>) and at the International Chinese Language Program at National Taiwan University in Taipei, Taiwan (<http://iclp.ntu.edu.tw/>). We do not fund Chinese language study at any other institution.

For **Korean**, we recommend study at Seoul National University (<http://lei.snu.ac.kr/site/en/klec/main/main.jsp>), Yonsei University (<http://www.yskli.com/index.asp>) or Sogang University (<http://klec.sogang.ac.kr/>). We will consider study at other Korean language programs on a case-by-case basis during the application review process.

Approval of language programs for study of languages of SE Asia will be considered on an individual basis during the application review process.

Application and Acceptance by Language Program

It is the applicant's individual responsibility to apply to the language program which he or she lists on the Blakemore Freeman Fellowship application. The Foundation does not apply for the applicant. Applicants may list only one language program on the application.

Blakemore Freeman Fellowships are awarded contingent upon the applicant's unconditional acceptance by the language program for which the fellowship is awarded. Example, an applicant applying to the IUP-Tsinghua program must successfully pass the IUP's oral exam and not be required by the IUP to complete a summer program as a prerequisite to academic year admission.

No grants are available for study in the United States.

Private Tutorial Programs

If there is no approved advanced-level language program available in a country, an applicant may propose a program combining study in an ordinary language program supplemented by private tutorials. If no language program exists at all in the country, an applicant may propose a program of full-time tutorials

Length of Program

Blakemore Freeman Fellowships are made for one year of full-time language study. This may include study in the summer immediately preceding or following an academic year program. The Foundation encourages applicants who are applying for an academic year program to include a summer term in their application. The inclusion of a summer term does not affect the selection process.

| Academic Year | Academic Year plus Summer Program | Summer Study Alone | Program Less than One Academic Year |
|---------------|-----------------------------------|--------------------|-------------------------------------|
| Yes | Yes | No | No |

Extensions of Grants

Under normal economic conditions, the Foundation is open to reasonable requests for a grant extension. A request can be made at any time during the course of a grant, explaining the reasons for the extension and accompanied by evidence of good standing in the applicant's current language program. The request may be submitted by email and should be directed to Griffith Way, Trustee.

Please note that we cannot guarantee that funding for grant extensions will be available for the 2011-2012 year.

Applicants who wish to attend a summer term preceding or following their academic year should include the summer term in their application in order to guarantee funding

Dates of Study and Deferral Policy

Study must start between June of the year of award and May of the following year. No deferrals of grants will be permitted.

Residency Requirement

Blakemore Freeman Fellows are expected to remain in the study country during the entire period of their grant, except in the event of an emergency. Therefore, a Blakemore Freeman Fellow should not plan to return to the United States for Christmas or other holiday periods.

We encourage Blakemore Freeman Fellows to use holidays and school breaks for modest travel within their study country and to use these opportunities to expand their language usage outside the classroom.

Conflicting Activities

Blakemore Freeman Fellows must devote full-time to language study and not engage in any conflicting activities during the period covered by their grant.

Part-time employment, teaching English, extensive research on a dissertation or involvement in other projects which could hamper full-time study are not permitted.

Recreational, educational or cultural activities which do not interfere with full-time study are encouraged, particularly during school and holiday breaks

U.S. Income Tax Liability

All grant funds from the Blakemore Foundation are taxable for U.S. income tax purposes unless the recipient qualifies for some type of exclusion or deduction.

The treatment of Blakemore language grants for tax purposes is the recipient's individual responsibility. No income tax is withheld from the stipend and grant recipients are responsible for making any required estimated tax payments. Please see IRS Publication 970 *Tax Benefits for Education* and Form 1040-ES for more information. Because of the variety of individual situations, we recommend applicants discuss their own individual case with a qualified tax advisor.

Amount of Grant

Blakemore Freeman Fellowships are intended to cover basic expenses at a graduate student level necessary to pursue a year of full-time language study in Asia, including tuition or tutoring fees, plus a stipend for travel, living and study expenses

The stipend for Blakemore Freeman Fellowships is paid periodically over the course of the grant and may be used for the following types of expenses:

- Round-trip airfare, economy class
- Books and study materials related to language program
- Housing/utilities
- Food and ordinary daily living expenses
- Local commuting
- Travel within country during holidays and school breaks
- Health insurance/medical evacuation insurance
- Immunizations appropriate for country
- Visa application fees

- Income taxes due on taxable portion of grant
- Other fees or expenses required by language program or approved by the Trustee

It is up to each Blakemore Freeman Fellow to budget the stipend funds to cover necessary costs. Thus it is to his or her advantage to obtain as low an airfare as possible in order to have more funds for travel, books, etc. Stipend funds may not be used to cover expenses of an accompanying dependent.

Unused stipend funds must be returned to the Foundation at the end of the grant.

Grant Disbursement

Tuition for the language program is covered in full by the grant and is paid directly to the language program by the Blakemore Foundation. Tutoring fees, if applicable, are reimbursed to the Blakemore Freeman Fellow based on monthly expense reports and receipts.

The stipend for travel, living and study expenses is disbursed to the Blakemore Freeman Fellow at intervals over the course of the grant. Adjustments to stipend may be considered if exchange rates or living expenses alter significantly during the period covered by the grant.

Required Reports

Blakemore Freeman Fellows must submit a monthly financial report of expenditures of the stipend along with a letter reporting on their activities during the preceding month. They must also submit two longer progress reports to the Foundation during their fellowship, the first report being due at mid-year, and a second report just prior to the end of their grant. A statement regarding the expenditure of the stipend on forms provided by the Foundation must be provided at the end of a Blakemore Freeman Fellowship. The Foundation must be provided with an official transcript from the language program at which the student is enrolled for each academic period covered by a Blakemore Freeman Fellowship. The transcript should list courses taken and grades received or progress made.

Blakemore Refresher Grants 2011 Grant Guidelines

Blakemore Refresher Grants provide funding for short-term language study for periods of six weeks (minimum) or longer (but less than an academic year).

Grants are *highly* competitive. Last year we were able to fund less than 9% of applicants.

Eligibility Requirements

To be eligible for a grant, an applicant must:

- Be a member of one of the following groups:
 - Former Blakemore Freeman Fellows;
 - Professors who are teaching in an Asian field at a university or college in the United States and post-doctoral professionals whose degree is in an Asian field;
 - Graduates of the regular academic-year programs at the Inter-University Center in Yokohama, Japan, the Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China, and the International Chinese Language Program at National Taiwan University in Taipei, Taiwan.
- Be pursuing an academic, professional or business career that involves the regular use of a modern East or Southeast Asian language
- Have a college undergraduate degree
- Be at an advanced level in the language
- Be able to devote oneself exclusively to language study during the term of the grant; grants are not made for part-time study or research
- Be a U.S. citizen or permanent resident of the United States

"Professional or business career" includes, but is not limited to, careers in computer science, engineering, international business, journalism, law, medicine, NGO work, and teaching.

Eligible Languages

| | | | |
|------------|------------|---------|----------|
| Chinese | Vietnamese | Tibetan | Japanese |
| Indonesian | Thai | Korean | Khmer |
| Burmese | Malaysian | | |

Consideration will be given to other East or Southeast Asian languages on an individual basis. Grants will not be made for the study of Asian languages not in current use.

Selection Criteria

- A focused, well-defined career objective involving Asia in which regular use of the language is an important aspect
- The potential to make a significant contribution to a field of study or area of professional or business activity in an Asian country
- Prior experience in the Asian country or involvement or participation in activities related to the country
- Good academic, professional or business background, appropriate to the career program

Application to Language Program is Applicant's Responsibility

It is the applicant's individual responsibility to apply to the language program which he or she lists on the Blakemore Refresher Grant application. The Foundation does not apply for the applicant. Applicants may list only one language program on the application.

Approved Language Programs

Blakemore Refresher Grants will be awarded for advanced-level language programs in Asia that are a minimum of six weeks up to a period less than an academic year.

- For Japanese, we award grants for study at the Inter-University Center for Japanese Language Studies in Yokohama, Japan (IUC). We do not fund Japanese language study at other programs.
- For Chinese, we award grants for study at the Inter-University Program for Chinese Language Studies at Tsinghua University (IUP) or the International Chinese Language Program at National Taiwan University (ICLP). We do not fund Chinese language study at other programs.
- Approval of language study programs for Korean and languages of SE Asia will be considered on an individual basis during the application review process.

Private Tutorial Programs

If there is no appropriate advanced-level language program available in a country, an applicant may propose a program combining study in an ordinary language program supplemented by private tutorials. If no language program exists at all in the country, an applicant may propose a program of full-time tutorials.

Dates of Study and Deferral Policy

Study must start between June of the year of award and May of the following year. No deferrals of grants will be permitted.

Residency Requirement

Blakemore Refresher Grant Fellows are expected to remain in the study country during the entire period of their grant, except in the event of an emergency.

We encourage Blakemore Refresher Grant Fellows to use holidays and school breaks for modest travel within their study country and to use these opportunities to expand their language usage outside the classroom.

Conflicting Activities

Blakemore Refresher Grant Fellows must devote full-time to language study and not engage in any conflicting activities during the period covered by their grant.

Part-time employment, teaching English, extensive research on a dissertation and involvement in other projects which could hamper full-time study are not permitted.

Recreational, educational or cultural activities which do not interfere with full-time study are encouraged, particularly during school and holiday breaks.

U.S. Income Tax Liability

All grant funds from the Blakemore Foundation are taxable for U.S. income tax purposes unless the recipient qualifies for some type of exclusion or deduction.

The treatment of Blakemore language grants for tax purposes is the recipient's individual responsibility. No income tax is withheld from the stipend and grant recipients are responsible for making any required estimated tax payments. Please see IRS Publication 970 *Tax Benefits for Education* and Form 1040-ES for more information. Because of the variety of individual situations, we recommend applicants discuss their own individual case with a qualified tax advisor.

Amount of Grant

Blakemore Refresher Grants are intended to cover basic expenses at a graduate student level necessary to pursue full-time language study in Asia, including tuition or tutoring fees, plus a stipend for travel, living and study expenses

The stipend for Blakemore Refresher Grants is paid periodically over the course of the grant and may be used for the following types of expenses:

- Round-trip airfare, economy class
- Books and study materials related to language program
- Housing/utilities
- Food and ordinary daily living expenses
- Local commuting
- Travel within country during holidays and school breaks
- Health insurance/medical evacuation insurance
- Immunizations appropriate for country
- Visa application fees
- Income taxes due on taxable portion of grant
- Other fees or expenses required by language program or approved by the Trustee

It is up to each Blakemore Refresher Grant Fellow to budget the stipend funds to cover necessary costs. Thus it is to his or her advantage to obtain as low an airfare as possible in

order to have more funds for travel, books, etc. Stipend funds may not be used to cover expenses of an accompanying dependent.

Unused stipend funds must be returned to the Foundation at the end of the grant.

Grant Disbursement

Tuition for the language program is covered in full by the grant and is paid directly to the language program by the Blakemore Foundation. Tutoring fees, if applicable, are reimbursed to the Blakemore Refresher Grant Fellow based on monthly expense reports and receipts.

The stipend for travel, living and study expenses is disbursed to the Blakemore Refresher Grant Fellow at intervals over the course of the grant. Adjustments to stipend may be considered if exchange rates or living expenses alter significantly during the period covered by the grant.

Required Reports

A Blakemore Refresher Grant Fellow must submit a monthly financial report of expenditures of the stipend, along with a letter reporting on activities during the preceding month. One or more longer progress reports will also be required during the grant period. A statement regarding the expenditure of the stipend on forms provided by the Foundation must be provided at the end of the grant. The Foundation must be provided with an official transcript from the language program at which the Fellow is enrolled for each academic period covered by a Blakemore Refresher Grant. The transcript should list courses taken and grades received or progress made.

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2010

Frances Blakemore Asian Art Grants

The Frances Blakemore Asian Art Grant program has been temporarily suspended. The Foundation is not accepting unsolicited applications for funding at this time.

The Blakemore Foundation is continuing its annual grants to the Seattle Art Museum for the museum's internship program for University of Washington art history graduate students in East Asian art.

When the Frances Blakemore Asian Art Grant program is reinstated, grants will be made only to tax-exempt organizations in the United States such as museums, universities and other educational or art-related institutions for programs, exhibits or publications that improve the understanding of Asian fine arts in the United States. No art grants will be made to individuals.

For purposes of the art grant program, "Asian" is limited to the countries of China, Japan, Korea, Burma, Cambodia, Indonesia, Laos, Thailand, Malaysia, Vietnam, Philippines, Mongolia and Tibet. "Fine arts" refers to paintings, graphic arts, ceramics, sculpture, textiles and photography.

The Blakemore Foundation will not make grants for:

- Endowment purposes
- General operating or regular curriculum expenses
- Capital projects, including the acquisition or collection of art
- General administrative or overhead expenses of the applicant

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2010

Attachments for 990-PF

Part XV- Supplementary Information

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

See attached schedules

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2010
GRANTS PAID DURING THE YEAR

a. Paid during the year

| <u>Recipient Name & Address</u> | <u>If individual relationship to any foundation manager or substantial contributor</u> | <u>Foundation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|--|--|--------------------------|--|---------------|
| GRANTS PAID TO INDIVIDUALS | | | | |
| Gabriel Bloch 1353 Lucile Avenue Los Angeles, CA 90026 | None | n/a | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$17,250.00 |
| Cynthia Bogel 801 Pine Street #25C Seattle, WA 98101 | None | n/a | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$16,387.00 |
| Alex F. Bueno c/o 340 Giraldi Avenue #411 Coral Gables, FL 33134 | None | n/a | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$26,732.00 |
| Andrew W. Chan c/o 10028 Paradise Ridge Road Charlotte, NC 28277 | None | n/a | Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan | \$21,900.00 |
| Ronald Chang 576 63rd St. Apt. C Oakland, CA 94609 | None | n/a | Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan | \$16,500.00 |

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2010
GRANTS PAID DURING THE YEAR

a Paid during the year

| <u>Recipient Name & Address</u> | If individual, relationship to any foundation manager or substantial contributor | <u>Foundation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|--|--|--------------------------|--|---------------|
| | | | | |
| Eric Compton c/o 82 Mirror Lake Court P.O. Box 1550 Lyons, CO 80540 | None | n/a | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$39,975.00 |
| Jessica Farmer c/o 187 Atlantic Avenue Wells, ME 049090 | None | n/a | Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan | \$38,400.00 |
| Sherry J. Funches c/o 12105 Ravenscroft Court Bowie, MD 20720 | None | n/a | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$15,549.60 |
| Nonna Hawk c/o 755 Oakleigh NW Grand Rapids, MI 48103 | None | n/a | Language study at the Korean Language Institute at Yonsei University in Seoul, South Korea | \$18,265.00 |
| Billy J. Hwan c/o 5903 Charlotte Street Houston, TX 77005 | None | n/a | Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan | \$14,200.00 |

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2010
GRANTS PAID DURING THE YEAR

a. Paid during the year

| <u>Recipient Name & Address</u> | <u>If individual, relationship to any foundation manager or substantial contributor</u> | <u>Foundation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|--|---|--------------------------|--|---------------|
| James D. Jackson c/o 4100 Avenue G Austin, TX 78703 | None | n/a | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$25,250.00 |
| Jordan Johnson c/o 5725 Ivanhoe Avenue SW Wyoming, MI 49418 | None | n/a | Language study at Payap University in Chiang Mai, Thailand | \$21,897.47 |
| Christopher LaDue Seasons Park T12-1601 36 Dongzhimenwai Beijing, 100027 China | None | n/a | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$25,250.00 |
| Cat Bao Le c/o 43660 Elkhorn Trail Palm Desert, CA 92211 | None | n/a | Language study at Vietnam National University in Hanoi, Vietnam | \$10,200.00 |
| Celia Lowe University of Washington Dept of Anthropology Box 353100 Seattle, WA 98195-3100 | None | n/a | Language study with tutors in Yogyakarta, Indonesia | \$1,420.00 |

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2010
GRANTS PAID DURING THE YEAR

a. Paid during the year

| <u>Recipient Name & Address</u> | <u>If individual, relationship to any foundation manager or substantial contributor</u> | <u>Foundation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|--|---|--------------------------|--|---------------|
| Steven Margitan c/o 12552 12th Avenue NW Seattle, WA 98177 | None | n/a | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$25,250.00 |
| Deirdre Q. Martin c/o 5010 Hesperus Drive Columbia, MD 21044 | None | n/a | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$39,975.00 |
| Bradley McDonnell c/o 5501 Baldwin Way Pleasanton, CA 94588 | None | n/a | Refund of unspent funds from language study with tutors in Sumatra and Jakarta, Indonesia | (\$1,216.00) |
| Thomas Parton c/o 370 Menemsha Lane Troy, NY 12180 | None | n/a | Language study with tutors in Burma | \$25,000.00 |
| April Rabkin c/o 152 Montclaire Drive Ventura, CA 94109 | None | n/a | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$25,250.00 |
| Sydney Reed c/o 2428 Olive Street Eugene, OR 97405 | None | n/a | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$45,975.00 |

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2010
GRANTS PAID DURING THE YEAR

a. Paid during the year

| Recipient Name & Address | If individual, relationship to any foundation manager or substantial contributor | Foundation Status | Purpose | Amount |
|---|--|-------------------|--|-------------|
| | | | | |
| Christopher Sall c/o 6148 Shambrock Circle Frederick, CO 80530 | None | n/a | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$16,750.00 |
| Paul Schuler c/o 304 Wyndham Drive Chapel Hill, NC 27516 | None | n/a | Language study with tutors in Hanoi, Vietnam | \$11,900.00 |
| J.P. Sniadecki c/o 7370 S. 12th Street Portage, MI 49024 | None | n/a | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$28,250.00 |
| Bonnie Tulland 3602 NE 73rd Place, Apt 5 Seattle, WA 98115 | None | n/a | Language study at Seoul National University in Seoul, South Korea | \$2,562.50 |
| Taro Tsuda c/o 28 Keyes House Road Shrewsbury, MA 01545 | None | n/a | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$16,112.00 |
| Robert Tunstall c/o 114 Timberhill Road Buffalo Grove, IL 60089 | None | n/a | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$16,112.00 |

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2010
GRANTS PAID DURING THE YEAR

a Paid during the year

If individual relationship
 to any foundation manager
 or substantial
 contributor

| <u>Recipient Name & Address</u> | <u>Foundation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|--|------------------------------|---|---------------|
| William Evan Young c/o 3456 Wright Road SW Rochester, MN 55902 | n/a | Language study at Intei-University Center for Japanese Language Studies in Yokohama, Japan | \$39,975.00 |
| | | SUBTOTAL - Paid to Individuals | \$601,071.57 |

GRANTS PAID TO ORGANIZATIONS

| | | | |
|---|--------|--|--------------|
| Seattle Art Museum P. O. Box 22000 Seattle, WA 98122-9700 | Public | Museum internships for University of Washington art history graduate students during 2010/2011 academic year | \$32,078.00 |
| | | SUBTOTAL - Paid to organizations | \$32,078.00 |
| | | GRAND TOTAL DISBURSED 2010 | \$633,149.57 |

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2010
GRANTS APPROVED FOR FUTURE PAYMENT

b. Approved for future payment

| <u>Recipient Name & Address</u> | <u>If individual, relationship to any foundation manager or substantial contributor</u> | <u>Foundation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|---|---|--------------------------|--|---------------|
| GRANTS APPROVED FOR FUTURE PAYMENT TO INDIVIDUALS | | | | |
| Andrew W. Chan c/o 10028 Paradise Ridge Road Charlotte, NC 28277 | None | n/a | Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan | \$22,900.00 |
| Ronald Chang 576 63rd St. Apt. C Oakland, CA 94609 | None | n/a | Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan | \$28,300.00 |
| Eric Compton c/o 82 Mirror Lake Court P O Box 1550 Lyons, CO 80540 | None | n/a | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$15,592.00 |
| Jessica Farmer c/o 187 Atlantic Avenue Wells, ME 049090 | None | n/a | Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan | \$5,400.00 |

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2010
GRANTS APPROVED FOR FUTURE PAYMENT

b. Approved for future payment

| <u>Recipient Name & Address</u> | <u>If individual, relationship to any foundation manager or substantial contributor</u> | <u>Foundation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|--|---|--------------------------|--|---------------|
| Nora Hauk c/o 755 Oakleigh NW Grand Rapids, MI 48103 | None | n/a | Language study at the Korean Language Institute at Yonsei University in Seoul, South Korea | \$11,800.00 |
| James D Jackson c/o 4100 Avenue G Austin, TX 78703 | None | n/a | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$9,750.00 |
| Jordan Johnson c/o 5725 Ivanrest Avenue SW Wyoming, MI 49418 | None | n/a | Language study at Payap University in Chiang Mai, Thailand | \$11,000.00 |
| Christopher LaDue Seasons Park T12-1601 36 Dongzhimenwai Beijing, 100027 China | None | n/a | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$18,550.00 |
| Steven Margian c/o 12552 12th Avenue NW Seattle, WA 98177 | None | n/a | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$9,750.00 |

BLAKENORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF:
 TAX YEAR ENDING 12/31/2010
GRANTS APPROVED FOR FUTURE PAYMENT

b Approved for future payment

| <u>Recipient Name & Address</u> | <u>If individual, relationship to any foundation manager or substantial contributor</u> | <u>Foundation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|---|---|--------------------------|--|---------------|
| Deirdre Q. Martin c/o 5010 Hesperus Drive Columbia, MD 21044 | None | n/a | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$15,592.00 |
| Michael Parales c/o 8 South Buckhout Street Irvington, NY 10533 | None | n/a | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$35,000.00 |
| Thomas Patron c/o 370 Mememsha Lane Troy, NY 12180 | None | n/a | Language study with tutors in Burma | \$5,500.00 |
| April Rabkin c/o 152 Montclaire Drive Ventura, CA 94109 | None | n/a | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$9,750.00 |
| Sydney Reed c/o 2428 Olive Street Eugene, OR 97405 | None | n/a | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$15,592.00 |

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2010
GRANTS APPROVED FOR FUTURE PAYMENT

b Approved for future payment

| <u>Recipient Name & Address</u> | <u>If individual, relationship to any foundation manager or substantial contributor</u> | <u>Foundation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|--|---|--------------------------|--|---------------------|
| Paul Schuler c/o 304 Wyndham Drive Chapel Hill, NC 27516 | None | n/a | Language study with tutors in Hanoi, Vietnam | \$31,600.00 |
| Bonnie Tilland 3602 NE 73rd Place, Apt. 5 Seattle, WA 98115 | None | n/a | Language study at Seoul National University in Seoul, South Korea | \$17,832.50 |
| William Evan Young c/o 3456 Wright Road SW Rochester, MN 55902 | None | n/a | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$15,592.00 |
| | | | SUBTOTAL - Approved for Future Payment to Individuals | \$279,500.50 |

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2010
GRANTS APPROVED FOR FUTURE PAYMENT

b. Approved for future payment

| <u>Recipient Name & Address</u> | <u>If individual, relationship to any foundation manager or substantial contributor</u> | <u>Foundation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|---|---|--------------------------|--|---------------|
| GRANTS APPROVED FOR FUTURE PAYMENT TO ORGANIZATIONS | | | | |
| Seattle Art Museum P. O. Box 22000 Seattle, WA 98122-9700 | n/a | Public | Museum internships for University of Washington art history graduate students during 2011/2012 academic year | \$32,078.00 |
| | | | SUBTOTAL. - Approved for future payment to organizations | \$32,078.00 |
| | | | GRAND TOTAL APPROVED FOR FUTURE PAYMENT | \$311,578.50 |

BLAKEMORE FOUNDATION EIN 91-1505735 SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2010

| <u>Corporate Stock</u> | No of Shares | End of Year as of 12/31/2010 | |
|---|-----------------|------------------------------|----------------------|
| | | Book Value | Fair Market Value |
| AFLAC | 1,338 | \$52,870 | \$75,503 |
| Abbott Laboratories | 1,405 | \$56,579 | \$67,314 |
| Accenture PLC | 2,421 | \$93,238 | \$117,394 |
| Amgen | 886 | \$47,990 | \$48,641 |
| Bank of New York Mellon CP | 2,695 | \$88,594 | \$81,389 |
| Berkshire Hathaway Class B | 1,156 | \$63,382 | \$92,607 |
| Bristol-Myers Squibb | 3,226 | \$68,052 | \$85,424 |
| Chevron Corporation | 653 | \$38,249 | \$59,586 |
| Disney Walt Co | 3,260 | \$51,229 | \$122,283 |
| Ebay Inc | 3,783 | \$119,054 | \$105,281 |
| Franklin Resources Inc. | 973 | \$59,738 | \$108,207 |
| Goldman Sachs | 388 | \$52,933 | \$65,246 |
| Home Depot Inc. | 2,946 | \$81,497 | \$103,287 |
| Johnson & Johnson | 1,151 | \$74,741 | \$71,189 |
| McDonalds | 1,219 | \$69,882 | \$93,570 |
| Merck & Co Inc | 4,216 | \$148,932 | \$151,945 |
| Microsoft | 5,216 | \$139,631 | \$145,579 |
| Nordstrom | 2,110 | \$78,462 | \$89,422 |
| Pfizer Incorporated | 5,186 | \$86,187 | \$90,807 |
| Starbucks | 4,466 | \$79,899 | \$143,493 |
| Verizon Communications | 1,643 | \$52,620 | \$58,787 |
| Wal-Mart Stores Inc | 1,990 | \$93,243 | \$107,321 |
| Walgreen Company | 2,534 | \$83,941 | \$98,725 |
| Wells Fargo | 2,928 | \$73,870 | \$90,739 |
| Loomis Sayles Bond Cl I | 10,984 | \$153,844 | \$156,743 |
| Krispy Kreme Warrants | 256 | \$3 | \$79 |
| Schwab Adv Cash Reserve Prem (7094) | 90,411 | \$90,411 | \$90,411 |
| International Polyol Chemicals | 25,447 | \$190,853 | \$190,853 |
| Technology International Exchange | 393,013 | \$76,424 | \$39,301 |
| Russell Invt Grade Bond Fd Cl I | 21,818 | \$458,016 | \$471,915 |
| Russell Strategic Bond CL I | 45,074 | \$459,205 | \$480,037 |
| Russell Emerging Mkts Fd Cl S | 2,472 | \$27,310 | \$51,496 |
| Russell Global Equity Fund CL S | 5,476 | \$50,819 | \$48,631 |
| Russell International Developed Mkts CL I | 5,586 | \$171,112 | \$177,134 |
| Russell U.S.Core Equity | 384 | \$9,000 | \$10,730 |
| Russell U.S Quant Equity | 361 | \$9,000 | \$10,350 |
| Russell U.S Small & Mid Cap | 115 | \$2,000 | \$2,627 |
| Schwab Adv Cash Reserve Prem (3459) | 93,750 | \$93,750 | \$93,750 |
| UBS - RMA Money Market | 105,758 | \$105,758 | \$105,758 |
| iShares Emerging Markets Index Fund | 1,439 | \$56,190 | \$68,557 |
| Vanguard International Equity Index Fund | 10,120 | \$435,215 | \$483,028 |
| iShares Invt Grade Corporate Bond Index | 2,639 | \$279,173 | \$286,173 |
| iShare Barclay's TIPS Bond Fund | 962 | \$99,940 | \$103,434 |
| iShares High Yield Corporate Bond Index | 1,931 | \$166,574 | \$174,350 |
| Ivy Global Natural Resources Fund | 10,748 | \$182,500 | \$232,273 |
| PIMCO Commodity Real Return Fund | 24,726 | \$192,826 | \$226,491 |
| Total Corporate Stock | | \$5,164,735 | \$5,777,859 |

BLAKEMORE FOUNDATION EIN 91-1505735 SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2010

End of Year as of 12/31/2010

| <u>Corporate Bonds</u> | <u>Face Value at Maturity</u> | <u>Book Value</u> | <u>Fair Market Value</u> |
|-------------------------------------|-----------------------------------|-------------------|------------------------------|
| General Electric Cap Corp 12/09/11 | | | |
| CUSIP 36967HAD9 | 200,000 | \$207,014 | \$205,175 |
| Wells Fargo 12/09/11 | | | |
| CUSIP 949744AA4 | 200,000 | \$207,326 | \$205,175 |
| United Kingdom Treas 3/07/12 | | | |
| ISIN GB0030468747 | 94,000 | \$166,711 | \$156,874 |
| Bundesrepublik Ser 150 4/13/12 | | | |
| ISIN DE0001141505 | 187,000 | \$293,246 | \$267,032 |
| KeyBank NA 6/15/12 | | | |
| CUSIP 49328CAA3 | 200,000 | \$208,432 | \$207,760 |
| JP Morgan Chase 6/15/12 | | | |
| CUSIP 481247AKO | 200,000 | \$203,522 | \$204,806 |
| PNC FDG Corp 6/22/12 | | | |
| CUSIP 69351CAC7 | 200,000 | \$203,466 | \$205,207 |
| Alcoa Inc B/E 7/15/13 | | | |
| CUSIP 013817AR2 | 50,000 | \$52,464 | \$56,404 |
| Goldman Sachs Group 10/15/13 | | | |
| CUSIP 38141GDQ4 | 52,000 | \$55,286 | \$56,852 |
| BP Capital Plc 11/07/13 | | | |
| ISIN US05565QBF46 | 50,000 | \$54,699 | \$54,544 |
| Altria Group Inc 11/10/13 | | | |
| CUSIP 02209SAC7 | 52,000 | \$60,661 | \$62,175 |
| Tyco Intl Group SA 11/15/13 | | | |
| CUSIP 902118BK3 | 50,000 | \$54,094 | \$55,850 |
| Autozone Inc B/E 1/15/14 | | | |
| CUSIP 053332AHS | 50,000 | \$54,530 | \$57,025 |
| Comcast Corp New NTS 1/15/14 | | | |
| CUSIP 20030NAE1 | 50,000 | \$53,572 | \$55,690 |
| Duke Energy Corp NTS 2/1/14 | | | |
| CUSIP 264399EQ5 | 50,000 | \$55,140 | \$57,005 |
| Time Warner Cable Inc 2/14/14 | | | |
| CUSIP 88732JAQ1 | 50,000 | \$58,316 | \$59,608 |
| Paccar Inc Nts 2/15/14 | | | |
| CUSIP 69373UAA5 | 50,000 | \$57,646 | \$58,652 |
| Anadarko Petroleum Corp 3/15/14 | | | |
| CUSIP 032511BD8 | 48,000 | \$55,232 | \$54,888 |
| Waste Mgmt Inc Nts 3/15/14 | | | |
| CUSIP 94106LAR0 | 50,000 | \$52,323 | \$54,777 |
| Prudential Financial Inc Nts 4/1/14 | | | |
| CUSIP 74432QAD7 | 50,000 | \$50,800 | \$53,549 |

Rounding

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BLAKEMORE FOUNDATION EIN 91-1505735 SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2010

| | End of Year as of 12/31/2010 | | |
|---|-----------------------------------|--------------------|------------------------------|
| <u>Corporate Bonds</u> | <u>Face Value at Maturity</u> | <u>Book Value</u> | <u>Fair Market Value</u> |
| Ingersoll-R& Glob Hldg 4/15/14 ISIN US45687AAE29 | 50,000 | \$59,325 | \$61,238 |
| Rio Tinto Fin USA Ltd 5/1/14 ISIN US767201AF38 | 50,000 | \$59,613 | \$61,282 |
| Dow Chemical Co Nts 5/15/14 CUSIP 260543BW2 | 50,000 | \$55,521 | \$58,155 |
| Xerox Corp Nts 5/15/14 CUSIP 984121BY8 | 50,000 | \$57,222 | \$58,891 |
| Nordstrom Inc Nts B/E 6/1/14 CUSIP 655664AM2 | 50,000 | \$54,928 | \$56,949 |
| HSBC Fin Corp Nts 6/30/15 CUSIP 40429CCS9 | 50,000 | \$51,001 | \$53,110 |
| Fortune Brands Inc. MW 1/15/16 CUSIP 349631AL5 | 50,000 | \$50,425 | \$52,947 |
| Home Depot Inc NTS B/E 3/1/16 CUSIP 437077AP7 | 52,000 | \$54,745 | \$59,208 |
| Verizon Communications 4/1/17 CUSIP 92343VAG9 | 50,000 | \$53,567 | \$55,942 |
| Starbucks Corp 8/15/17 CUSIP 855244AC3 | 50,000 | \$53,346 | \$57,072 |
| CIGNA Corp B/E 5/1/19 CUSIP 125509BL2 | 50,000 | \$56,547 | \$63,820 |
| Total | | \$2,810,712 | \$2,827,659 |

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GRIFFITH WAY TRUSTEE
BLAKEMORE FOUNDATION
U/A DTD 12/31/1990

Schwab Institutional
Report Period
January 1 - December 31, 2010
Account Number
-3314

2010 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

| Realized Gain or (Loss) | | | | | | | Accounting Method | |
|------------------------------|--------------|---------------------|-----------------|--------------------|--------------------|----------------------------|---|--|
| | | | | | | | Mutual Funds: Average All Other Investments: First In First Out [FIFO] | |
| Short-Term | Quantity/Par | Acquired/ Opened | Sold/ Closed | Total Proceeds | Cost Basis | Realized Gain or (Loss) | | |
| A F L A C INC: AFL | 244.0000 | 09/08/09 | 08/05/10 | \$12,493.63 | \$9,553.27 | \$2,940.36 | | |
| Security Subtotal | | | | \$12,493.63 | \$9,553.27 | \$2,940.36 | | |
| AT & T INC NEW: T | 2.0000 | 02/12/10 | 04/23/10 | \$52.23 | \$50.07 | \$2.16 | | |
| AT & T INC NEW: T | 73.0000 | 02/12/10 | 04/23/10 | \$1,906.40 | \$1,827.11 | \$79.29 | | |
| AT & T INC NEW: T | 100.0000 | 02/12/10 | 04/23/10 | \$2,611.51 | \$2,502.88 | \$108.63 | | |
| AT & T INC NEW: T | 100.0000 | 02/12/10 | 04/23/10 | \$2,611.51 | \$2,503.15 | \$108.36 | | |
| Security Subtotal | | | | \$7,181.55 | \$6,883.21 | \$298.44 | | |
| FRONTIER COMMUNICATIONS: FTR | 8,6414 | 02/12/10 | 07/08/10 | \$64.72 | \$65.58 | (\$0.86) | | |
| FRONTIER COMMUNICATIONS: FTR | 48,0079 | 02/12/10 | 07/08/10 | \$359.53 | \$364.34 | (\$4.81) | | |
| Security Subtotal | | | | \$424.25 | \$429.92 | (\$5.67) | | |
| JOHNSON & JOHNSON: JNJ | 213.0000 | 04/23/10 | 08/05/10 | \$12,707.14 | \$13,831.25 | (\$1,124.11) | | |
| Security Subtotal | | | | \$12,707.14 | \$13,831.25 | (\$1,124.11) | | |



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Schwab One® Trust, Account of
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BLAKEMORE FOUNDATION
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Report Period
January 1 - December 31, 2010
Account Number
-3314

2010 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

| Short-Term (continued) | | Quantity/Par | Acquired/ Opened | Sold/ Closed | Total Proceeds | Cost Basis | Realized Gain or (Loss) |
|-------------------------------|----------|--------------|---------------------|--------------------|--------------------|-------------------|----------------------------|
| PACCAR INC: PCAR | 101,0000 | 02/12/10 | 11/18/10 | \$5,399.14 | \$3,591.22 | \$1,807.92 | |
| Security Subtotal | | | | \$5,399.14 | \$3,591.22 | \$1,807.92 | |
| Total Short-Term | | | | \$38,205.81 | \$34,288.87 | \$3,916.94 | |

| Long-Term | | Quantity/Par | Acquired/ Opened | Sold/ Closed | Total Proceeds | Cost Basis | Realized Gain or (Loss) |
|---------------------------|------------|--------------|---------------------|---------------------|---------------------|-------------------|----------------------------|
| AT & T INC NEW: T | 1,101,0000 | 12/05/03 | 01/25/10 | \$28,319.97 | \$26,931.56 | \$1,388.41 | |
| AT & T INC NEW: T | 3,090,0000 | 12/05/03 | 04/23/10 | \$80,695.65 | \$75,584.48 | \$5,111.17 | |
| Security Subtotal | | | | \$109,015.62 | \$102,516.04 | \$6,499.58 | |
| ABBOTT LABORATORIES: ABT | 270,0000 | 12/01/05 | 08/05/10 | \$13,426.29 | \$10,183.94 | \$3,242.35 | |
| Security Subtotal | | | | \$13,426.29 | \$10,183.94 | \$3,242.35 | |
| ACCENTURE PLC CL A F: ACN | 464,0000 | 03/30/07 | 08/05/10 | \$18,551.19 | \$17,809.99 | \$741.20 | |
| Security Subtotal | | | | \$18,551.19 | \$17,809.99 | \$741.20 | |
| AMGEN INCORPORATED: AMGN | 4,0000 | 06/30/08 | 08/05/10 | \$220.67 | \$189.57 | \$31.10 | |
| AMGEN INCORPORATED: AMGN | 23,0000 | 06/30/08 | 08/05/10 | \$1,268.90 | \$1,090.05 | \$178.85 | |

BLAKEMORE FOUNDATION

91-1505735

CAPITAL GAIN/LOSS ATTACHMENT

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BLAKEMORE FOUNDATION
U/A DTD 12/31/1990
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Charles SCHWAB
INSTITUTIONAL
2010 Year-End Schwab Gain/Loss Report

Report Period
January 1 - December 31,
2010

Account Number
-3314

Realized Gain or (Loss) (continued)

| Long-Term (continued) | Quantity/Par | Acquired/ Opened | Sold/ Closed | Total Proceeds | Cost Basis | Realized Gain or (Loss) | Accounting Method Mutual Funds: Average All Other Investments: First In First Out [FIFO] |
|---------------------------------------|--------------|---------------------|-----------------|----------------|-------------|----------------------------|--|
| AMGEN INCORPORATED: AMGN | 43.0000 | 06/30/08 | 08/05/10 | \$2,372.20 | \$2,037.91 | \$334.29 | |
| AMGEN INCORPORATED: AMGN | 43.0000 | 06/30/08 | 08/05/10 | \$2,372.19 | \$2,037.93 | \$334.26 | |
| AMGEN INCORPORATED: AMGN | 57.0000 | 06/30/08 | 08/05/10 | \$3,144.54 | \$2,701.42 | \$443.12 | |
| Security Subtotal | | | | \$9,378.50 | \$8,056.88 | \$1,321.62 | |
| BANK OF NY MELLON CP NEW: BK | 488.0000 | 07/24/08 | 08/05/10 | \$12,596.36 | \$17,622.20 | (\$5,025.84) | |
| Security Subtotal | | | | \$12,596.36 | \$17,622.20 | (\$5,025.84) | |
| BERKSHIRE HATHAWAY B NEWCLASS B: BRKB | 20.0000 | 03/02/09 | 08/05/10 | \$1,612.53 | \$961.07 | \$651.46 | |
| BERKSHIRE HATHAWAY B NEWCLASS B: BRKB | 94.0000 | 03/02/09 | 08/05/10 | \$7,578.17 | \$4,517.05 | \$3,061.12 | |
| BERKSHIRE HATHAWAY B NEWCLASS B: BRKB | 100.0000 | 03/02/09 | 08/05/10 | \$8,062.68 | \$4,805.37 | \$3,257.31 | |
| Security Subtotal | | | | \$17,253.38 | \$10,283.49 | \$6,969.89 | |
| BRISTOL-MYERS SQUIBB CO. BMY | 552.0000 | 06/26/09 | 08/05/10 | \$14,519.99 | \$11,540.70 | \$2,979.29 | |
| Security Subtotal | | | | \$14,519.99 | \$11,540.70 | \$2,979.29 | |

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U/A DTD 12/31/1990

Report Period
January 1 - December 31,
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3314

2010 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

| | | Long-Term (continued) | | | Realized Gain or (Loss) | | |
|--|------------------------------|-----------------------|-----------------|-------------|-------------------------|--------------------|-------------------------|
| | | Quantity/Par | Acquired/Opened | Sold/Closed | Total Proceeds | Cost Basis | Realized Gain or (Loss) |
| | CHEVRON CORPORATION: CVX | 120.0000 | 04/05/05 | 08/05/10 | \$9,450.61 | \$6,823.21 | \$2,627.40 |
| | Security Subtotal | | | | \$9,450.61 | \$6,823.21 | \$2,627.40 |
| | DISNEY WALT CO: DIS | 595.0000 | 08/02/02 | 08/05/10 | \$20,774.64 | \$8,804.69 | \$11,969.95 |
| | Security Subtotal | | | | \$20,774.64 | \$8,804.69 | \$11,969.95 |
| | EBAY INC: EBAY | 715.0000 | 12/13/05 | 08/05/10 | \$15,042.26 | \$31,913.02 | (\$16,870.76) |
| | Security Subtotal | | | | \$15,042.26 | \$31,913.02 | (\$16,870.76) |
| | FRANKLIN RESOURCES INC: BEN | 86.0000 | 07/24/08 | 08/05/10 | \$8,816.13 | \$8,396.64 | \$419.48 |
| | FRANKLIN RESOURCES INC: BEN | 100.0000 | 07/24/08 | 08/05/10 | \$10,252.21 | \$9,763.54 | \$488.67 |
| | Security Subtotal | | | | \$19,068.34 | \$18,160.18 | \$908.16 |
| | FRONTIER COMMUNICATIONS FTR | 0.9968 | 06/30/08 | 07/02/10 | \$7.02 | \$9.20 | (\$2.18) |
| | FRONTIER COMMUNICATIONS: FTR | 24.0039 | 06/30/08 | 07/08/10 | \$179.77 | \$221.54 | (\$41.77) |
| | FRONTIER COMMUNICATIONS: FTR | 24.0039 | 06/30/08 | 07/08/10 | \$179.77 | \$221.54 | (\$41.77) |
| | FRONTIER COMMUNICATIONS: FTR | 24.0039 | 06/30/08 | 07/08/10 | \$179.77 | \$221.54 | (\$41.77) |
| | FRONTIER COMMUNICATIONS: FTR | 42.0069 | 06/30/08 | 07/08/10 | \$314.59 | \$387.69 | (\$73.10) |

BLAKEMORE FOUNDATION

91-1505735

CAPITAL GAIN/LOSS ATTACHMENT

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U/A DTD 12/31/1999

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2010 Year-End Schwab Gain/Loss Report

January 1 - December 31,
2010

Account Number
3314

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U/A DTP 12/31/1999

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Realized Gain or (Loss) (continued)

| Long-Term (continued) | Quantity/Par | Acquired/Opened | Sold/Closed | Total Proceeds | Cost Basis | Realized Gain or (Loss) |
|------------------------------|--------------|-----------------|-------------|--------------------|--------------------|-------------------------|
| FRONTIER COMMUNICATIONS: FTR | 48,0079 | 06/30/08 | 07/08/10 | \$359,53 | \$443.07 | (\$83,54) |
| FRONTIER COMMUNICATIONS: FTR | 244,3238 | 06/30/08 | 07/08/10 | \$1,829,76 | \$2,254.91 | (\$425,15) |
| Security Subtotal | | | | \$3,050.21 | \$3,759.49 | (\$709.28) |
| GOLDMAN SACHS GROUP INC: GS | 30,0000 | 09/30/08 | 08/05/10 | \$4,663.99 | \$3,770.25 | \$893.74 |
| GOLDMAN SACHS GROUP INC: GS | 44,0000 | 09/30/08 | 08/05/10 | \$6,840.52 | \$5,529.70 | \$1,310.82 |
| Security Subtotal | | | | \$11,504.51 | \$9,299.95 | \$2,204.56 |
| HOME DEPOT INC: HD | 554,0000 | 07/11/06 | 08/05/10 | \$15,868.97 | \$19,119.42 | (\$3,250.45) |
| Security Subtotal | | | | \$15,868.97 | \$19,119.42 | (\$3,250.45) |
| MC DONALDS CORP: MCD | 234,0000 | 06/26/09 | 08/05/10 | \$16,441.20 | \$13,324.92 | \$3,116.28 |
| Security Subtotal | | | | \$16,441.20 | \$13,324.92 | \$3,116.28 |
| MERCK & CO INC NEW: MRK | 798,0000 | 05/30/08 | 08/05/10 | \$27,937.33 | \$30,836.20 | (\$2,898.87) |
| Security Subtotal | | | | \$27,937.33 | \$30,836.20 | (\$2,898.87) |
| MICROSOFT CORP: MSFT | 963,0000 | 07/21/06 | 01/22/10 | \$28,717.55 | \$23,112.00 | \$5,605.55 |
| MICROSOFT CORP: MSFT | 100,0000 | 07/21/06 | 08/05/10 | \$2,530.30 | \$2,400.00 | \$130.30 |

Please see "Endnotes for Your Account" section for an explanation of the conditions and symbols on this report.

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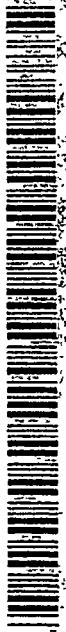
590

BLAKEMORE FOUNDATION

91-1505735

CAPITAL GAIN/LOSS ATTACHMENT

PAGE 5 OF 9



SchwarzOne Trust Account of
GRIFFITH WAY TRUSTEE
BLAKEMORE FOUNDATION
U/A DTD 12/31/1990

Charles SCHWAB
INSTITUTIONAL

Report Period
January 1 - December 31,
2010

Account Number
3314

2010 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

| Long-Term (continued) | | Quantity/Par | Acquired/ Opened | Sold/ Closed | Total Proceeds | Cost Basis | Realized Gain or (Loss) |
|--------------------------|----------|--------------|---------------------|-----------------|--------------------|--------------------|----------------------------|
| MICROSOFT CORP; MSFT | 100.0000 | 07/21/06 | 08/05/10 | | \$2,530.31 | \$2,400.00 | \$130.31 |
| MICROSOFT CORP; MSFT | 157.0000 | 07/21/06 | 08/05/10 | | \$3,972.52 | \$3,768.00 | \$204.52 |
| MICROSOFT CORP; MSFT | 300.0000 | 07/21/06 | 08/05/10 | | \$7,591.02 | \$7,200.00 | \$391.02 |
| MICROSOFT CORP; MSFT | 349.0000 | 07/21/06 | 08/05/10 | | \$8,830.64 | \$8,376.00 | \$454.64 |
| MICROSOFT CORP; MSFT | 51.0000 | 09/22/06 | 08/05/10 | | \$1,290.44 | \$1,354.05 | (\$63.61) |
| Security Subtotal | | | | | \$55,462.78 | \$48,610.05 | \$6,852.73 |
| NORDSTROM INC; JWN | 100.0000 | 11/01/07 | 08/05/10 | | \$3,402.06 | \$3,798.03 | (\$395.97) |
| NORDSTROM INC; JWN | 161.0000 | 11/01/07 | 08/05/10 | | \$5,477.37 | \$6,114.84 | (\$637.47) |
| NORDSTROM INC; JWN | 200.0000 | 11/01/07 | 08/05/10 | | \$6,804.20 | \$7,596.07 | (\$791.87) |
| Security Subtotal | | | | | \$15,683.63 | \$17,508.94 | (\$1,825.31) |
| PACCAR INC; PCAR | 100.0000 | 04/03/09 | 08/05/10 | | \$4,540.21 | \$3,000.46 | \$1,539.75 |
| PACCAR INC; PCAR | 100.0000 | 04/03/09 | 08/05/10 | | \$4,540.12 | \$3,000.46 | \$1,539.66 |
| PACCAR INC; PCAR | 108.0000 | 04/03/09 | 08/05/10 | | \$4,903.33 | \$3,240.50 | \$1,662.83 |

BLAKEMORE FOUNDATION

91-1505735 CAPITAL GAIN/LOSS ATTACHMENT

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Schwab One® Trust Account of
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BLAKEMORE FOUNDATION
U/A DTD 12/31/1990

2010 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

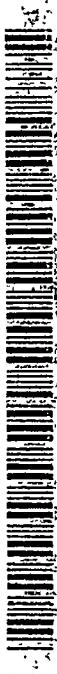
| | | Realized Gain or (Loss) (continued) | | | | Realized Gain or (Loss) | |
|----------------------------|------------|-------------------------------------|-----------------|--------------------|--------------------|---|--|
| | | | | | | Accounting Method | |
| | | | | | | Mutual Funds' Average All Other Investments, First In First Out [FIFO] | |
| Long-Term (continued) | | Acquired/ Opened | Sold/ Closed | Total Proceeds | Cost Basis | Gain or (Loss) | |
| PACCAR INC: PCAR | 1,022,0000 | 04/03/09 | 11/18/10 | \$54,632.88 | \$30,664.69 | \$23,968.19 | |
| PACCAR INC: PCAR | 484,0000 | 06/26/09 | 11/18/10 | \$25,873.10 | \$15,161.44 | \$10,711.66 | |
| Security Subtotal | | | | \$94,489.64 | \$55,067.55 | \$39,422.09 | |
| PFIZER INCORPORATED: PFE | 2,054,0000 | 05/07/08 | 07/15/10 | \$30,308.39 | \$41,046.87 | (\$10,738.48) | |
| PFIZER INCORPORATED: PFE | 536,0000 | 05/07/08 | 08/05/10 | \$8,657.24 | \$10,711.36 | (\$2,054.12) | |
| PFIZER INCORPORATED: PFE | 200,0000 | 06/30/08 | 08/05/10 | \$3,230.31 | \$3,502.45 | (\$272.14) | |
| PFIZER INCORPORATED: PFE | 242,0000 | 06/30/08 | 08/05/10 | \$3,908.69 | \$4,237.96 | (\$329.27) | |
| Security Subtotal | | | | \$46,104.63 | \$59,498.64 | (\$13,394.01) | |
| STARBUCKS CORP: SBUX | 834,0000 | 01/03/08 | 08/05/10 | \$20,941.60 | \$15,530.41 | \$5,411.19 | |
| Security Subtotal | | | | \$20,941.60 | \$15,530.41 | \$5,411.19 | |
| VERIZON COMMUNICATIONS: VZ | 23,0000 | 06/30/08 | 01/26/10 | \$687.49 | \$806.87 | (\$119.38) | |
| VERIZON COMMUNICATIONS: VZ | 100,0000 | 06/30/08 | 01/26/10 | \$2,989.03 | \$3,508.12 | (\$519.09) | |
| VERIZON COMMUNICATIONS: VZ | 100,0000 | 06/30/08 | 01/26/10 | \$2,989.03 | \$3,508.12 | (\$519.09) | |
| VERIZON COMMUNICATIONS: VZ | 100,0000 | 06/30/08 | 01/26/10 | \$2,989.03 | \$3,508.12 | (\$519.09) | |

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Schwab One@Trust Account
GRIFFITH WAY TRUSTEE
BLAKEMORE FOUNDATION
U/A DTD 12/31/1990

Charles SCHWAB
INSTITUTIONAL

Report Period
January 1 - December 31,
2010

Account Number
4-3814

2010 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

| Long-Term (continued) | Quantity/Par | Acquired/Opened | Sold/Closed | Total Proceeds | Cost Basis | Realized Gain or (Loss) |
|----------------------------|--------------|-----------------|-------------|----------------|-------------|-------------------------|
| VERIZON COMMUNICATIONS: VZ | 591.0000 | 06/30/08 | 01/26/10 | \$17,665.18 | \$20,732.96 | (\$3,067.78) |
| VERIZON COMMUNICATIONS: VZ | 77.0000 | 06/30/08 | 05/04/10 | \$2,202.00 | \$2,701.25 | (\$499.25) |
| VERIZON COMMUNICATIONS: VZ | 100.0000 | 06/30/08 | 05/04/10 | \$2,859.74 | \$3,508.12 | (\$648.38) |
| VERIZON COMMUNICATIONS: VZ | 100.0000 | 06/30/08 | 05/04/10 | \$2,859.74 | \$3,508.12 | (\$648.38) |
| VERIZON COMMUNICATIONS: VZ | 200.0000 | 06/30/08 | 05/04/10 | \$5,719.49 | \$7,016.23 | (\$1,296.74) |
| VERIZON COMMUNICATIONS: VZ | 378.0000 | 06/30/08 | 05/04/10 | \$10,809.84 | \$13,260.67 | (\$2,450.83) |
| VERIZON COMMUNICATIONS: VZ | 90.0000 | 06/30/08 | 08/05/10 | \$2,651.27 | \$2,957.92 | (\$306.65) |
| VERIZON COMMUNICATIONS: VZ | 200.0000 | 06/30/08 | 08/05/10 | \$5,891.73 | \$6,573.16 | (\$681.43) |
| Security Subtotal | | | | \$60,313.57 | \$71,589.66 | (\$11,276.09) |
| WAL-MART STORES INC: WMT | 100.0000 | 07/12/06 | 08/05/10 | \$5,159.87 | \$4,536.59 | \$623.28 |
| WAL-MART STORES INC: WMT | 100.0000 | 07/12/06 | 08/05/10 | \$5,159.57 | \$4,536.59 | \$622.98 |
| WAL-MART STORES INC: WMT | 167.0000 | 07/12/06 | 08/05/10 | \$8,616.49 | \$7,576.10 | \$1,040.39 |
| Security Subtotal | | | | \$18,935.93 | \$16,649.28 | \$2,286.65 |

BLAKEMORE FOUNDATION

CAPITAL GAIN/LOSS ATTACHMENT

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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Charles SCHWAB
INSTITUTIONAL

Schwab One® Trust Account of
GRIFFITH WAY TRUSTEE
BLAKEMORE FOUNDATION
U/A DTD 12/31/1990

Report Period
January 1 - December 31,
2010

2010 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

| Long-Term (continued) | Quantity/Par | Acquired/Opened | Sold/Closed | Total Proceeds | Cost Basis | Realized Gain or (Loss) |
|--------------------------------------|--------------|-----------------|-------------|---------------------|---------------------|-------------------------|
| WALGREEN COMPANY: WAG | 483.00000 | 01/03/08 | 08/05/10 | \$13,587.75 | \$17,002.35 | (\$3,414.60) |
| Security Subtotal | | | | \$13,587.75 | \$17,002.35 | (\$3,414.60) |
| WELLS FARGO & CO NEW: WFC | 567.00000 | 06/26/09 | 08/05/10 | \$15,793.64 | \$13,445.12 | \$2,348.52 |
| Security Subtotal | | | | \$15,793.64 | \$13,445.12 | \$2,348.52 |
| Total Long-Term | | | | \$675,192.57 | \$634,956.32 | \$40,236.25 |
| Total Realized Gain or (Loss) | | | | \$713,398.38 | \$669,245.19 | \$44,153.19 |

Schwab has provided *realized gain and loss information wherever possible for most investments*. Cost basis data may be incomplete or unavailable for some of your holdings. See *Terms and Conditions*. Option Customers. Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, *Investment Income and Expenses*, for additional information on Options.

Endnotes For Your Account

Symbol Endnote Legend

Data for this holding has been edited or provided by a third party.