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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

OMB No 1545-0052

2010**For calendar year 2010, or tax year beginning , and ending****G** Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation

CHILDREN COUNT FOUNDATION

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

1414 31ST AVE S, SUITE 304

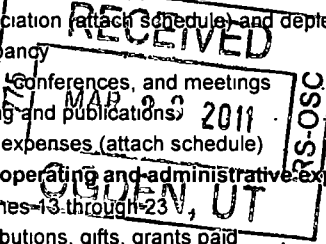
City or town, state, and ZIP code

SEATTLE**WA****98144-3955****H** Check type of organization: ☐ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end
of year (from Part II, col (c),
line 16) **\$ 2,589,607****J** Accounting method: ☐ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**A** Employer identification number**91-1703057****B** Telephone number (see page 10 of the instructions)**(206) 694-4206****C** If exemption application is pending, check here ☐**D** 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐**E** If private foundation status was terminated
under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of
amounts in columns (b), (c), and (d) may not necessarily equal
the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	644	644		
4 Dividends and interest from securities	39,584	39,584		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	0			
b Gross sales price for all assets on line 6a	0			
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	0	0	0	
12 Total. Add lines 1 through 11	40,228	40,228	0	
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	845	85	0	0
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	617	0	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings	1,214			
22 Printing and publications				
23 Other expenses (attach schedule)	4,773	0	0	1,086
24 Total operating and administrative expenses. Add lines 13 through 23	7,449	85	0	1,086
25 Contributions, gifts, grants paid	90,596			90,596
26 Total expenses and disbursements. Add lines 24 and 25	98,045	85	0	91,682
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-57,817			
b Net investment income (if negative, enter -0-)		40,143		
c Adjusted net income (if negative, enter -0-)			0	

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

(HTA)

Form **990-PF** (2010)SCANNED MAR 23 2011
Revenue

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	631,836	574,019	574,018
	2 Savings and temporary cash investments			
	3 Accounts receivable	0		
	Less: allowance for doubtful accounts	0	0	0
	4 Pledges receivable	0		
	Less: allowance for doubtful accounts	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule)	0		
	Less: allowance for doubtful accounts	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	3,330,908	3,330,908	2,008,711
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11 Investments—land, buildings, and equipment basis	0		
	Less: accumulated depreciation (attach schedule)	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment: basis	0		
	Less: accumulated depreciation (attach schedule)	0	0	0
	15 Other assets (describe Loaned Equipment)	6,878	6,878	6,878
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	3,969,622	3,911,805	2,589,607
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	3,969,622	3,911,805	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	3,969,622	3,911,805	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,969,622	3,911,805	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,969,622
2 Enter amount from Part I, line 27a	2	-57,817
3 Other increases not included in line 2 (itemize)	3	0
4 Add lines 1, 2, and 3	4	3,911,805
5 Decreases not included in line 2 (itemize)	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,911,805

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 shares MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0
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	0
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3	0

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.

(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	133,357	2,349,638	0.056756
2008	162,348	3,330,146	0.048751
2007	184,426	3,597,961	0.051258
2006	162,640	3,235,510	0.050267
2005	166,910	3,307,407	0.050466
2 Total of line 1, column (d)		2	0.257498
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0.051500
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		4	2,490,135
5 Multiply line 4 by line 3		5	128,242
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	803
7 Add lines 5 and 6		7	129,045
8 Enter qualifying distributions from Part XII, line 4		8	91,682

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments.

a 2010 estimated tax payments and 2009 overpayment credited to 2010

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

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 254 Refunded

Part VII-A Statements Regarding Activities

1 a 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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

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. \$

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) WASHINGTON

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)?

If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ LYELL FRACAS Telephone no. ▶ (206) 694-4205 Located at ▶ 1414 31ST AVE S #304, SEATTLE, WA ZIP+4 ▶ 98144-3955			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 ▶	16	Yes	No
				X

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

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

		Yes	No	
1a	During the year did the foundation (either directly or indirectly):			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input checked="" type="checkbox"/>	1b		X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.)	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No**5b** N/AOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

If "Yes" to 6b, file Form 8870

6b X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**7b** X**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DOUGLAS JACKSON 1414 31ST AVE S #304 SEATTLE WA	PRESIDENT 3.00	0	0	0
LYELL FRACAS 1414 31ST AVE S #304 SEATTLE WA	SECRETARY .00	0	0	0
	.00	0	0	0
	.00	0	0	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
.....		0
.....		0
.....		0
.....		0
.....		0

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

**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 EDUCATION	
.....	
2 SOCIAL SERVICES	
.....	
3 MEDICAL RESEARCH	
.....	
4 CULTURAL AND COMMUNITY	
.....	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

	Amount
1	
.....	
2	
.....	
All other program-related investments. See page 24 of the instructions	
3	
.....	0
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,897,006
b	Average of monthly cash balances	1b	624,172
c	Fair market value of all other assets (see page 25 of the instructions)	1c	6,878
d	Total (add lines 1a, b, and c)	1d	2,528,056
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,528,056
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	37,921
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,490,135
6	Minimum investment return. Enter 5% of line 5	6	124,507

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	124,507
2a	Tax on investment income for 2010 from Part VI, line 5	2a	803
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	803
3	Distributable amount before adjustments Subtract line 2c from line 1	3	123,704
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	123,704
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	123,704

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	91,682
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	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	91,682
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	91,682

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				123,704
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010.				
a From 2005	2,474			
b From 2006	1,986			
c From 2007	5,720			
d From 2008	0			
e From 2009	22,383			
f Total of lines 3a through e	32,563			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 91,682				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2010 distributable amount				91,682
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	32,022			32,022
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	541			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	541			
10 Analysis of line 9:				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	541			
e Excess from 2010	0			

N/A

- ▶

☐ 4942(i)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2010)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> AMERICAN CONSTITUTION	UNRELATED	PUBLIC CHARITY	EDUCATION	1,200
WASHINGTON DC ASHESI UNIVERSITY	UNRELATED	PUBLIC CHARITY	EDUCATION	19,877
SEATTLE WA CATHOLIC INSTITUTION	UNRELATED	PUBLIC CHARITY	EDUCATION	200
SAMMAMISH WA UNIVERSITY LEGAL SERVICE CENTER-HARVARD	UNRELATED	PUBLIC CHARITY	EDUCATION	11,000
CAMBRIDGE MA LEUKEMIA AND LYMPHOMA SOCIETY	UNRELATED	PUBLIC CHARITY	MEDICAL SERVICES	3,000
SEATTLE WA LONG BEACH POLY INSTRUMENTAL MUSIC BOOS	UNRELATED	PUBLIC CHARITY	EDUCATION	300
LONG BEACH CA MUSIC OF REMEMBRANCE	UNRELATED	PUBLIC CHARITY	CULTURAL	500
SEATTLE WA GLOBAL VISIONARIES	UNRELATED	PUBLIC CHARITY	EDUCATION	500
SEATTLE WA FIREFIGHTERS CROSSING BORDERS	UNRELATED	PUBLIC CHARITY	HUMAN RESOURCES	200
SEATTLE WA GARFIELD JAZZ FOUNDATION	UNRELATED	PUBLIC CHARITY	EDUCATION	500
SEATTLE WA SEATTLE OPERA	UNRELATED	PUBLIC CHARITY	CULTURAL	300
SEATTLE WA				
Total . . . See Attached Statement			▶ 3a	90,596
b <i>Approved for future payment</i>				
Total . . .			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a		0		0		0
b		0		0		0
c		0		0		0
d		0		0		0
e		0		0		0
f		0		0		0
g Fees and contracts from government agencies . . .						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	40,228		
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				0		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue: a _____		0		0		0
b _____		0		0		0
c _____		0		0		0
d _____		0		0		0
e _____		0		0		0
12 Subtotal. Add columns (b), (d), and (e)		0		40,228		0
13 Total. Add line 12, columns (b), (d), and (e)				13		40,228

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

[illegible]

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

BOY SCOUTS OF AMERICA

Street

City	State	Zip Code	Foreign Country
SEATTLE	WA		
Relationship	Foundation Status		
UNRELATED	PUBLIC CHARITY		
Purpose of grant/contribution			Amount
EDUCATION			500

Name

WASHINGTON STATE PARKS

Street

City	State	Zip Code	Foreign Country
SEATTLE	WA		
Relationship	Foundation Status		
UNRELATED	PUBLIC CHARITY		
Purpose of grant/contribution			Amount
CULTURAL			50

Name

LEGAL AID FOR WASHINGTON

Street

City	State	Zip Code	Foreign Country
SEATTLE	WA		
Relationship	Foundation Status		
UNRELATED	PUBLIC CHARITY		
Purpose of grant/contribution			Amount
SOCIAL SERVICES			140

Name

ASIAN AMERICAN JUSTICE CENTER

Street

City	State	Zip Code	Foreign Country
WASHINGTON	DC		
Relationship	Foundation Status		
UNRELATED	PUBLIC CHARITY		
Purpose of grant/contribution			Amount
EDUCATION			10,000

Name

SEATTLE SYMPHONY

Street

City	State	Zip Code	Foreign Country
SEATTLE	WA		
Relationship	Foundation Status		
UNRELATED	PUBLIC CHARITY		
Purpose of grant/contribution			Amount
CULTURAL			15,179

Name

SOCIAL VENTURE PARTNERS

Street

City	State	Zip Code	Foreign Country
SEATTLE	WA		
Relationship	Foundation Status		
UNRELATED	PUBLIC CHARITY		
Purpose of grant/contribution			Amount
EDUCATION			6,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

STANFORD UNIVERSITY

Street

City	State	Zip Code	Foreign Country
STANFORD	CA		
Relationship	Foundation Status		
UNRELATED	PUBLIC CHARITY		
Purpose of grant/contribution	Amount		
EDUCATION	800		

Name

TECHNOLOGY ACCESS FOUNDATION

Street

City	State	Zip Code	Foreign Country
SEATTLE	WA		
Relationship	Foundation Status		
UNRELATED	PUBLIC CHARITY		
Purpose of grant/contribution	Amount		
EDUCATION	20,000		

Name

TREEHOUSE FUND, INC.

Street

City	State	Zip Code	Foreign Country
SEATTLE	WA		
Relationship	Foundation Status		
UNRELATED	PUBLIC CHARITY		
Purpose of grant/contribution	Amount		
SOCIAL SERVICES	200		

Name

HARVARD CLUB OF NY FOUNDATION

Street

City	State	Zip Code	Foreign Country
NEW YORK	NY		
Relationship	Foundation Status		
UNRELATED	PUBLIC CHARITY		
Purpose of grant/contribution	Amount		
EDUCATION	150		

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution	Amount		
	0		

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution	Amount		
	0		

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	4,773	0	Adjusted Net Income	0	Disbursements for Charitable Purposes	1,086
1	Amortization. See attached statement	0			0		0	
2	Licenses and Permits	115						
3	Postage and Delivery	41						
4	Parking	286						
5	Meeting Meals	3,245						
6	Spam Filtering	1,086					1,086	
7								
8								
9								
10								

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		Num. Shares/ Face Value	3,330,908 Book Value Beg. of Year	3,330,908 Book Value End of Year	2,193,676 FMV Beg. of Year	2,008,711 FMV End of Year
1	MICROSOFT CORP	71,971	3,330,908	3,330,908	2,193,676	2,008,711
2						
3						
4						
5						
6						
7						
8						
9						
10						

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours
1	DOUGLAS JACKSON		1414 31ST AVE S #304	SEATTLE	WA			PRESIDENT	3
2	LYELL FRACAS		1414 31ST AVE S #304	SEATTLE	WA			SECRETARY	0
3									
4									
5									
6									
7									
8									
9									
10									

Part

	0	0	0	0
	Compensation	Benefits	Expense Account	Explanation
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				

Decedent's Social Security Number

Estate of:

SCHEDULE D—Insurance on the Decedent's Life

You must list all policies on the life of the decedent and attach a Form 712 for each policy.

Item number	Description	Alternate valuation date	Alternate value	Value at date of death
Total from continuation schedules (or additional sheets) attached to this schedule			0	0
TOTAL. (Also enter on Part 5—Recapitulation, page 3, at item 4)			0	0

(If more space is needed, attach the continuation schedule from the end of this package or additional sheets of the same size.)

(See the instructions on the reverse side.)

(HTA)

Schedule D

THE CHILDREN COUNT FOUNDATION'S

GRANT MAKING POLICY

The following policy shall apply for purposes of the CHILDREN COUNT FOUNDATION (the "Corporation") making grants to entities:

1. Subject to the provisions set forth in this grant making policy, the Corporation's Board of Directors (the "Board") shall make all decisions as to grants to be made to any entity, including the number of such grants, the amount of each such grant, the manner of selection of recipients, the actual selection of recipients, and the terms and conditions of any such grant.
2. Corporation resources shall be used or applied only in furtherance of the Corporation's purposes set forth in Paragraph 3.1 of Article III of the Corporation's Articles of Incorporation, including but not limited to making grants to entities who conduct programs which primarily benefit children who are "at risk." Although the definition of at risk children is broad, with respect to the Corporation it is defined to include those children who are from financially disadvantaged backgrounds.
3. The Corporation shall make grants to a domestic entity only after verifying that the entity is either: (i) an organization which is exempt from federal income tax under Internal Revenue Code § 501(c)(3) and which is not a private foundation as defined in Internal Revenue Code § 509(a); or (ii) a governmental entity, in which case the grant must comply with Paragraph 2 of this Policy and also be made exclusively for public purposes.
4. The Corporation shall make grants to a foreign entity only after verifying that the entity either: (i) has a ruling of determination letter from the Internal Revenue Service that the organization is described in Section 501(c)(3) of the Code and that it is classified as a public charity within the meaning of Section 509(a)(1), (2) or (3) of the Code or as a private operating Corporation under Section 4942(j)(3) of the Code; or (ii) if the foreign organization does not have such a ruling or determination letter from the Internal Revenue Service, the Board shall make a reasonable judgment and the Corporation shall make a good faith determination that the foreign organization is an organization described in Section 501(c)(3) and Section 509(a)(1), (2) or (3) or Section 4942(j)(3) of the Code. The Board shall have exercised reasonable judgment that the foreign organization is described in Section 501(c)(3) (other than Section 509(a)(4)) and the Corporation shall have made a good faith determination if (a) a grant is not a transfer of assets pursuant to any liquidation, merger, redemption, recapitalization, or other adjustment, organization or reorganization described in Section 507(b)(2) of the Code and (b) the Corporation bases its reasonable judgment and good faith determination on a currently qualified affidavit that is prepared by the foreign organization for the Corporation and attested to by a principal officer of the foreign organization. The affidavit and supporting documents must be in English and comply with the provisions of Revenue Procedure 92-94, 1992-2 C.B. 507.

CHILDREN COUNT FOUNDATION

#: 91-1703057

FORM 990 PF

GRANT MAKING POLICY

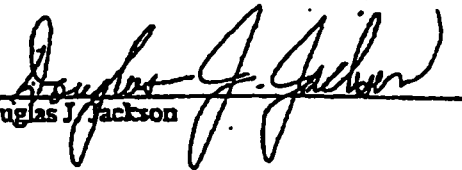
ATTACHMENT B

The Corporation may make grants to individuals, provided such grants are made pursuant to a written, objective grant-making program which has received an advance favorable ruling from the Internal Revenue Service.

6. The officers of the Corporation shall assist the Board as needed or requested by the Board with respect to grants to entities.

7. By action of the Board, the Board may modify or repeal this grant making policy at any time.

The foregoing Policy was adopted by the Board of Trustees by consent in lieu of a meeting on August 17, 1999, to be effective September 1, 1999.


Douglas J. Jackson

CHILDREN COUNT FOUNDATION

EIN: 91-1703057

FORM 990 PF

GRANT MAKING POLICY

STATEMENT B

**Children Count Foundation
Proposed Individual Grant Program Policy**

Grants to individuals will be awarded on an objective and nondiscriminatory basis. No individual grants will be used for political, legislative, or other noncharitable activities. The grant award will be a "grant" within the meaning of IRC § 4945(d)(3) and will satisfy the requirements of IRC § 4945(g) in all respects. The grant constitutes a scholarship or fellowship grant which is excluded from gross income under IRC § 117(a), to the extent that it is used for tuition, books, and equipment required for educational courses. As provided by IRS Publication 578, Chapter VI, and relevant IRS regulations, the grant-making procedures will be as follows:

Grantee Class: Any individual who conducts programs which primarily benefit children who are "at risk." Specifically, the organization will make grants to individuals who further the education, cultural development, socialization and health of "needy children," defined as those children whose family incomes fall near or below the poverty line which the U.S. Department of Health and Human Services establishes. Relatives of members of the selection committee will not be eligible for such grants.

Selection Criteria: The selection criteria for the grant assistance will include, but not be limited to, submission of information demonstrating the efforts of the applicant or nominee to benefit at risk children by furthering the education, cultural development, socialization and health of such children. A recipient cannot be related to a member of the committee or to any "disqualified persons" in relationship to the Foundation.

Selection Committee: The selection committee is composed of the Foundation's Board of Directors. The Board makes all decisions as to grants to be made to any entity or individual, including the number of such grants, the amount of such grant, the manner of selection of recipients, and the terms and conditions of any such grant. Members of the selection committee will not be in a position to receive private benefit, directly or indirectly, if certain potential grantees are selected over others.

Progress Reports: Depending upon the scope of the grant assistance, the Foundation will collect progress reports and a final report from the grantee upon his or her completion of the grant project. If the grant assistance is used for study purposes, the Foundation will request academic information indicating that the student is making satisfactory progress in the study program (e.g., maintaining a particular grade-point average) and that the student is not on academic or disciplinary probation. Progress reports will be obtained and verified with the educational institution each semester. If the grant is used for travel purposes not overseen by an educational institution, the Foundation will require a report of activities and how the activities promote the purposes of the grant.

Report Follow-Up: If no report is filed by the grantee, or if the report indicates that the funds were not used in furtherance of the grant purpose, a member of the board of directors will investigate the grant. The Foundation will withhold further payments from the grantee and will

CHILDREN COUNT FOUNDATION

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FORM 990 PF

GRANT MAKING POLICY

STATEMENT B

take reasonable steps to recover grant funds until it has determined that the funds are being used or have been used for their exempt purpose.

Record Keeping: The Foundation will retain all records submitted by the grantees and their educational institutions. The Foundation will obtain and maintain in its file evidence that no recipient is related to the Foundation or to any members of the selection committee.

W4011900001VULXLA_020-0

RESPONSES TO SCHOLARSHIP OR GRANTS QUESTIONNAIRE

1. Describe the class of eligible or potential recipients of your organization's grants (or scholarship). Describe any restrictions or limitations on who may apply or whom your organization will consider as possible grantees.

The Children Count Foundation (the "Foundation") considers grants to any entity who conducts programs which primarily benefit children who are "at risk." Although the definition of at risk children is broad, with respect to the Foundation it is defined to include those children who are from financially disadvantaged backgrounds. Specifically, the organization will consider grants to entities that further the education, cultural development, socialization and health of "needy children," defined as those children whose family incomes fall near or below the poverty line which the U.S. Department of Health and Human Services establishes. Relatives of members of the selection committee will not be eligible for such grants. All grants are awarded on an objective and nondiscriminatory basis.

Pursuant to its Grant Making Policy, a copy of which is attached, the Foundation may make grants to domestic entities only after verifying that the entity is either: (i) an organization which is exempt from federal income tax under Internal Revenue Code § 501(c)(3) and which is not a private foundation as defined in Internal Revenue Code § 509(a); or (ii) a governmental entity, in which case the grant must comply with Paragraph 2 of this Policy and also be made exclusively for public purposes.

Pursuant to its Grant Making Policy, the Foundation may make grants to a foreign entity only after verifying that the entity either: (i) has a ruling of determination letter from the Internal Revenue Service that the organization is described in Section 501(c)(3) of the Code and that it is classified as a public charity within the meaning of Section 509(a)(1), (2) or (3) of the Code or as a private operating corporation under Section 4942(j)(3) of the Code; or (ii) if the foreign organization does not have such a ruling or determination letter from the Internal Revenue Service, the Foundation's Board of Directors is required to make a reasonable judgment and the Foundation is required to make a good faith determination that the foreign organization is an organization described in Section 501(c)(3) and Section 509(a)(1), (2) or (3) or Section 4942(j)(3) of the Code. The Foundation's Board of Directors is required to exercise reasonable judgment that the foreign organization is described in Section 501(c)(3) (other than Section 509(a)(4)) and the Foundation is required to make a good faith determination if (a) a grant is not a transfer of assets pursuant to any liquidation, merger, redemption, recapitalization, or other adjustment, organization or reorganization described in Section 507(b)(2) of the Code and (b) the Foundation bases its reasonable judgment and good faith determination on a currently qualified affidavit that is prepared by the foreign organization for the Foundation and attested to by a principal officer of the foreign organization. The affidavit and supporting documents must be in English and comply with the provisions of Revenue Procedure 92-94, 1992-2 C.B. 507.

Pursuant to its Grant Making Policy, the Foundation may make grants to individuals, provided such grants are made pursuant to a written, objective grant-making program, which has received an advance favorable ruling from the Internal Revenue Service. Attached is a copy of

the Foundation's proposed Individual Grant Making Policy for consideration and approval by the Internal Revenue Service. Under this policy, the Foundation would make grants, including grants for travel, study, or other similar purposes, to an individual who meets the selection criteria and whose proposal is consistent with the Foundation's goals of benefiting at risk children. An individual grantee who would use the grant for travel, study or other similar purposes would be required to submit reports including progress made, grades earned, etc., and would be subject to withholding of funds and investigation of use of funds in the event the Foundation suspected a grant was being misused.

2. State who selects the recipients from the class of eligible. Be specific. If these people are related in any way to your organization, give complete details.

The selection committee is composed of the Foundation's Board of Directors. The Board makes all decisions as to grants to be made to any entity or individual, including the number of such grants, the amount of such grant, the manner of selection of recipients, and the terms and conditions of any such grant. Members of the selection committee will not be in a position to receive private benefit, directly or indirectly, if certain potential grantees are selected over others.

3. State whether any relatives of members of the selection committee are eligible for grants assistance.

No.

4. List and describe in detail all criteria used by your selection committee in selecting recipients from the class of eligible.

The selection criteria for the grant assistance will include, but not be limited to, submission of information demonstrating the efforts of the applicant or nominee to benefit at risk children by furthering the education, cultural development, socialization and health of such children. A recipient cannot be related to a member of the committee or to any "disqualified persons" in relationship to the Foundation.

5. Explain if any grants will be made to spouses, children, descendants, spouses of descendants, or other persons related to any officers or directors of your organization.

No.

6. Describe how the grants program is publicized to ensure that all eligible individuals are likely to be informed that grants are available.

The availability of the grant program will be shared through contacts with like-minded organizations that work with disadvantaged children, such as The Seattle Foundation, Atlantic Street Center, CAYA (Central Area Youth Association), Odessa Brown Children's Clinic, Technology Access Foundation, and Zion Preparatory Academy.

CHILDREN COUNT FOUNDATION

EIN: 91-1703057

FORM 990 PF

NT MAKING POLICY

STATEMENT B

- 7. Explain in details your follow-up procedures to ensure that all grants will be used for the stated purposes.**

Depending upon the scope of the grant assistance, the Foundation will collect progress reports and a final report from the grantee. If no report is filed by the grantee, or if the report indicates that the funds were not used in furtherance of the grant purpose, a member of the board of directors will investigate the grant. The Foundation will withhold further payments from the grantee and will take reasonable steps to recover grant funds until it has determined that the funds are being used or have been used for their exempt purpose.

- 8. Give the procedures you will follow if you discover a misuse of those funds.**

If the Foundation determines that the funds have been misused, further funds will be withheld and the Foundation will take reasonable steps to recover grant funds.

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