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

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<br><b>APEX FOUNDATION</b>  |  | A Employer identification number<br><b>91-1950397</b>  |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>P.O. BOX 245</b>   | Room/suite   | B Telephone number<br><b>(425) 460-2500</b>  |
| City or town, state, and ZIP code<br><b>BELLEVUE, WA 98009</b>  |  | C If exemption application is pending, check here <input type="checkbox"/>   |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation |  | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| I Fair market value of all assets at end of year<br>(from Part II, col (c), line 16)<br>\$ <b>118,429,429.</b>  | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>  |
| (Part I, column (d) must be on cash basis)  |  | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>   |

| Part I Analysis of Revenue and Expenses<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received  |  |                                    |                           | <b>N/A</b>              |   |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B  |  |                                    |                           |                         |   |
| 3 Interest on savings and temporary cash investments  |  | <b>137,977.</b>                    | <b>135,434.</b>           |                         | <b>STATEMENT 1</b>  |
| 4 Dividends and interest from securities  |  | <b>1,201,959.</b>                  | <b>1,201,361.</b>         |                         | <b>STATEMENT 2</b>  |
| 5a Gross rents  |  | <b>36,291.</b>                     | <b>35,571.</b>            |                         | <b>STATEMENT 3</b>  |
| b Net rental income or (loss) <b>&lt;53,457.&gt;</b>  |  |                                    |                           |                         | <b>STATEMENT 4</b>  |
| 6a Net gain or (loss) from sale of assets not on line 10  |  | <b>961,033.</b>                    |                           |                         |   |
| b Gross sales price for all assets on line 6a <b>7,988,696.</b>   |  |                                    |                           |                         |   |
| 7 Capital gain net income (from Part IV, line 2)  |  |                                    | <b>961,033.</b>           |                         |   |
| 8 Net short-term capital gain   |  |                                    |                           |                         |   |
| 9 Income modifications  |  |                                    |                           |                         |   |
| 10a Gross sales less returns and allowances   |  |                                    |                           |                         |   |
| b Less: Cost of goods sold  |  |                                    |                           |                         |   |
| c Gross profit or (loss)  |  |                                    |                           |                         |   |
| 11 Other income   |  | <b>&lt;21,095.&gt;</b>             | <b>&lt;285.&gt;</b>       |                         | <b>STATEMENT 5</b>  |
| 12 Total. Add lines 1 through 11  |  | <b>2,316,165.</b>                  | <b>2,333,114.</b>         |                         |   |
| 13 Compensation of officers, directors, trustees, etc   |  | <b>342,900.</b>                    | <b>78,750.</b>            |                         | <b>264,150.</b>   |
| 14 Other employee salaries and wages  |  | <b>264,022.</b>                    | <b>20,591.</b>            |                         | <b>243,431.</b>   |
| 15 Pension plans, employee benefits   |  | <b>68,505.</b>                     | <b>13,359.</b>            |                         | <b>55,146.</b>  |
| 16a Legal fees <b>STMT 6</b>  |  | <b>928.</b>                        | <b>928.</b>               |                         | <b>0.</b>   |
| b Accounting fees <b>STMT 7</b>   |  | <b>17,412.</b>                     | <b>0.</b>                 |                         | <b>17,412.</b>  |
| c Other professional fees <b>STMT 8</b>   |  | <b>125,258.</b>                    | <b>101,258.</b>           |                         | <b>24,000.</b>  |
| 17 Interest   |  | <b>2,439.</b>                      | <b>2,141.</b>             |                         | <b>0.</b>   |
| 18 Taxes <b>STMT 9</b>  |  | <b>90,277.</b>                     | <b>71,833.</b>            |                         | <b>28,639.</b>  |
| 19 Depreciation and depletion   |  | <b>45,041.</b>                     | <b>37,630.</b>            |                         |   |
| 20 Occupancy  |  |                                    |                           |                         |   |
| 21 Travel, conferences, and meetings  |  | <b>20,144.</b>                     | <b>0.</b>                 |                         | <b>20,144.</b>  |
| 22 Printing and publications  |  |                                    |                           |                         |   |
| 23 Other expenses <b>STMT 10</b>  |  | <b>121,914.</b>                    | <b>81,091.</b>            |                         | <b>39,618.</b>  |
| 24 Total operating and administrative expenses. Add lines 13 through 23   |  | <b>1,098,840.</b>                  | <b>407,581.</b>           |                         | <b>692,540.</b>   |
| 25 Contributions, gifts, grants paid  |  | <b>5,853,496.</b>                  |                           |                         | <b>3,563,302.</b>   |
| 26 Total expenses and disbursements. Add lines 24 and 25  |  | <b>6,952,336.</b>                  | <b>407,581.</b>           |                         | <b>4,255,842.</b>   |
| 27 Subtract line 26 from line 12:   |  |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements   |  | <b>&lt;4,636,171.&gt;</b>          |                           |                         |   |
| b Net investment income (if negative, enter -0-)  |  |                                    | <b>1,925,533.</b>         |                         |   |
| c Adjusted net income (if negative, enter -0-)  |  |                                    |                           | <b>N/A</b>              |   |

**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 |
| <b>Assets</b>  | 1 Cash - non-interest-bearing   | 560,098.          | 252,507.       | 252,507.              |
|  | 2 Savings and temporary cash investments  | 8,268,526.        | 2,965,221.     | 2,965,221.            |
|  | 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 ▶ 14,859,500.  |                   |                |                       |
|  | Less: allowance for doubtful accounts ▶ 0.  | 15,359,500.       | 14,859,500.    | 14,859,500.           |
|  | 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 11   | 2,562,422.        | 2,544,752.     | 946,619.              |
|  | c Investments - corporate bonds STMT 12   | 100,000.          | 100,000.       | 100,000.              |
| 11 Investments - land, buildings, and equipment basis ▶ 2,678,456. |   |                   |                |                       |
| Less: accumulated depreciation STMT 13 ▶ 167,103.                  | 2,548,983.  | 2,511,353.        | 2,511,353.     |                       |
| 12 Investments - mortgage loans                                    |   |                   |                |                       |
| 13 Investments - other STMT 14                                     | 93,128,208.   | 94,536,079.       | 89,390,226.    |                       |
| 14 Land, buildings, and equipment basis ▶ 35,911.                  |   |                   |                |                       |
| Less: accumulated depreciation STMT 15 ▶ 27,813.                   | 16,714.   | 8,098.            | 8,098.         |                       |
| 15 Other assets (describe ▶ STATEMENT 16)                          | 7,265,135.  | 7,395,905.        | 7,395,905.     |                       |
| 16 <b>Total assets</b> (to be completed by all filers)             | 129,809,586.  | 125,173,415.      | 118,429,429.   |                       |
| <b>Liabilities</b>   | 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 <b>Total liabilities</b> (add lines 17 through 22)              | 0.  | 0.                |                |                       |
| <b>Net Assets or Fund Balances</b>                                 | <b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31</b> |                   |                |                       |
|  | 24 Unrestricted   | 129,809,586.      | 125,173,415.   |                       |
|  | 25 Temporarily restricted   |                   |                |                       |
|  | 26 Permanently restricted   |                   |                |                       |
|  | <b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>                        |                   |                |                       |
|  | 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 <b>Total net assets or fund balances</b>                        | 129,809,586.  | 125,173,415.      |                |                       |
| 31 <b>Total liabilities and net assets/fund balances</b>           | 129,809,586.  | 125,173,415.      |                |                       |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 129,809,586. |
| 2 Enter amount from Part I, line 27a  | 2 | <4,636,171.> |
| 3 Other increases not included in line 2 (itemize) ▶  | 3 | 0.           |
| 4 Add lines 1, 2, and 3   | 4 | 125,173,415. |
| 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 | 125,173,415. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|--------------------------------------|----------------------------------|
| 1a   |  |                                      |                                  |
| b SEE ATTACHED STATEMENT   |  |                                      |                                  |
| c  |  |                                      |                                  |
| d  |  |                                      |                                  |
| e  |  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a                     |  |   |  |
| b                     |  |   |  |
| c                     |  |   |  |
| d                     |  |   |  |
| e 7,988,696.          |  | 7,027,663.                                      | 961,033.                                     |

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| a                         |                                      |   |   |
| b                         |                                      |   |   |
| c                         |                                      |   |   |
| d                         |                                      |   |   |
| e                         |                                      |   | 961,033.  |

|   |   |          |
|---|---|----------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }   | 2 | 961,033. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>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<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 2009  | 3,818,691.                            | 85,531,830.                               | .044646  |
| 2008  | 4,954,639.                            | 108,120,304.                              | .045825  |
| 2007  | 11,292,060.                           | 127,317,710.                              | .088692  |
| 2006  | 4,689,193.                            | 126,811,046.                              | .036978  |
| 2005  | 3,277,720.                            | 123,228,320.                              | .026599  |

|   |   |             |
|---|---|-------------|
| 2 Total of line 1, column (d)   | 2 | .242740     |
| 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 | .048548     |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5  | 4 | 90,655,423. |
| 5 Multiply line 4 by line 3   | 5 | 4,401,139.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)  | 6 | 19,255.     |
| 7 Add lines 5 and 6   | 7 | 4,420,394.  |
| 8 Enter qualifying distributions from Part XII, line 4<br>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.<br>See the Part VI instructions. | 8 | 4,386,612.  |

**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.<br>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 <input type="checkbox"/> and enter 1% of Part I, line 27b  |    | 1       | 38,511. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).   |    |         |         |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  |    | 2       | 0.      |
| 3 Add lines 1 and 2  |    | 3       | 38,511. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  |    | 4       | 0.      |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-  |    | 5       | 38,511. |
| 6 Credits/Payments:  |    |         |         |
| a 2010 estimated tax payments and 2009 overpayment credited to 2010  | 6a | 65,968. |         |
| b Exempt foreign organizations - tax withheld at source  | 6b |         |         |
| c Tax paid with application for extension of time to file (Form 8868)  | 6c |         |         |
| d Backup withholding erroneously withheld  | 6d |         |         |
| 7 Total credits and payments. Add lines 6a through 6d  | 7  | 65,968. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached  | 8  |         |         |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed  | 9  |         |         |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid   | 10 | 27,457. |         |
| 11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 27,457. Refunded <input type="checkbox"/>  | 11 | 0.      |         |

**Part VII-A Statements Regarding Activities**

|  | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?  |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| c Did the foundation file Form 1120-POL for this year?   |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.   |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.   |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.  |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes   |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?   | X   |    |
| b If "Yes," has it filed a tax return on Form 990-T for this year?   | X   |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T   |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?     | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year?<br>If "Yes," complete Part II, col. (c), and Part XV   | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> WA  |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation  | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV   |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  |     | X  |

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

|    |  |    |     |         |
|----|--|----|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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?<br>Website address ► N/A   | 13 | X   |         |
| 14 | The books are in care of ► CRAIG STEWART Telephone no. ► (425) 460-2500<br>Located at ► ONE 100TH AVE. NE, BELLEVUE, WA ZIP+4 ► 98004  |    |     |         |
| 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<br>► 15 N/A  |    |     |         |
| 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?<br>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<br>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 checked="" type="checkbox"/> Yes <input 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 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)?<br>Organizations relying on a current notice regarding disaster assistance check here ► <input 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?<br>If "Yes," list the years ►  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)  | N/A   | 2b |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>►  |   |    |
| 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) | N/A   | 3b |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?   |   | 4a |
| 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 |

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☒ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870.

5b

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?

N/A

7b

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

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

| (a) Name and address                                   | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|---|---|---|---------------------------------------|
| CRAIG W. STEWART<br>P.O. BOX 245<br>BELLEVUE, WA 98009 | PRESIDENT<br>30.00  | 185,400.                                  | 13,304.   | 0.                                    |
| JOLENE M. MCCAW<br>P.O. BOX 1717<br>BELLEVUE, WA 98009 | VICE PRESIDENT<br>10.00                                   | 0.  | 0.  | 0.                                    |
| BRUCE R. MCCAW<br>P.O. BOX 1717<br>BELLEVUE, WA 98009  | VICE PRESIDENT<br>10.00                                   | 0.  | 0.  | 0.                                    |
| DAVID BRADY<br>P.O. BOX 1607<br>BELLEVUE, WA 98009     | SECRETARY/TREASURER<br>20.00                              | 157,500.                                  | 8,385.  | 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 |
|---|---|------------------|---|---------------------------------------|
| AURELIE COUETTE<br>P.O. BOX 245, BELLEVUE, WA 98009           | PROGRAM MANAGER<br>40.00                                  | 68,219.          | 7,490.  | 0.                                    |
| JORDAN MCCARREN<br>P.O. BOX 245, BELLEVUE, WA 98009           | PROGRAM ASSOCIATE FOR PUBLIC POLICY<br>40.00              | 53,766.          | 3,665.  | 0.                                    |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |

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

0

Form 990-PF (2010)



**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 | 78,756,418. |
| b Average of monthly cash balances  | 1b | 6,362,568.  |
| c Fair market value of all other assets   | 1c | 6,916,976.  |
| d Total (add lines 1a, b, and c)  | 1d | 92,035,962. |
| 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  | 92,035,962. |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 1,380,539.  |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 90,655,423. |
| 6 Minimum investment return. Enter 5% of line 5   | 6  | 4,532,771.  |

**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  | 4,532,771. |
| 2a Tax on investment income for 2010 from Part VI, line 5  | 2a | 38,511.    |
| b Income tax for 2010. (This does not include the tax from Part VI.)                                 | 2b | 121.       |
| c Add lines 2a and 2b  | 2c | 38,632.    |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 4,494,139. |
| 4 Recoveries of amounts treated as qualifying distributions  | 4  | 0.         |
| 5 Add lines 3 and 4  | 5  | 4,494,139. |
| 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  | 4,494,139. |

**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 | 4,255,842. |
| 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  | 130,770.   |
| 3 Amounts set aside for specific charitable projects that satisfy the:  |    |            |
| a Suitability test (prior IRS approval required)  | 3a | 0.         |
| 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  | 4,386,612. |
| 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  | 4,386,612. |

**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.

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**Part XIII** Undistributed Income (see instructions)

|  | (a)<br>Corpus | (b)<br>Years prior to 2009 | (c)<br>2009 | (d)<br>2010 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7   |               |                            |             | 4,494,139.  |
| 2 Undistributed income, if any, as of the end of 2010  |               |                            |             |             |
| a Enter amount for 2009 only   |               |                            | 0.          |             |
| b Total for prior years:   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2010:   |               |                            |             |             |
| a From 2005  |               |                            |             |             |
| b From 2006  |               |                            |             |             |
| c From 2007  | 2,204,995.    |                            |             |             |
| d From 2008  |               |                            |             |             |
| e From 2009  |               |                            |             |             |
| f Total of lines 3a through e  | 2,204,995.    |                            |             |             |
| 4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$   | 4,386,612.    |                            |             |             |
| a Applied to 2009, but not more than line 2a   |               |                            | 0.          |             |
| 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   |               |                            |             | 4,386,612.  |
| 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))   | 107,527.      |                            |             | 107,527.    |
| 6 Enter the net total of each column as indicated below:   | 2,097,468.    |                            |             |             |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5  |               |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b   |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions   |               | 0.                         |             |             |
| e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.  |               |                            | 0.          |             |
| f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011  |               |                            |             | 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   | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a  | 2,097,468.    |                            |             |             |
| 10 Analysis of line 9:   |               |                            |             |             |
| a Excess from 2006   |               |                            |             |             |
| b Excess from 2007   | 2,097,468.    |                            |             |             |
| c Excess from 2008   |               |                            |             |             |
| d Excess from 2009   |               |                            |             |             |
| e Excess from 2010   |               |                            |             |             |









**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,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co. |   | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|---|--|--------------------------------------|----------------------------------|
| 1a   | GOLDMAN SACHS VARIOUS ST                          | P  | VARIOUS                              | VARIOUS                          |
| b  | GOLDMAN SACHS VARIOUS LT                          | P  | VARIOUS                              | VARIOUS                          |
| c  | GS CAPITAL PARTNERS V INST.                       | P  | VARIOUS                              | VARIOUS                          |
| d  | GS CAPITAL PARTNERS VI PARALLEL                   | P  | VARIOUS                              | VARIOUS                          |
| e  | GSCP V INSTITUTIONAL AIV                          | P  | VARIOUS                              | VARIOUS                          |
| f  | GS CAPITAL PARTNERS VI PARALLEL 1256 STRADDLE 40% | P  | VARIOUS                              | VARIOUS                          |
| g  | GS CAPITAL PARTNERS VI PARALLEL 1256 STRADDLE 60% | P  | VARIOUS                              | VARIOUS                          |
| h  | CAPITAL GAINS DIVIDENDS                           |  |                                      |                                  |
| i  |   |  |                                      |                                  |
| j  |   |  |                                      |                                  |
| k  |   |  |                                      |                                  |
| l  |   |  |                                      |                                  |
| m  |   |  |                                      |                                  |
| n  |   |  |                                      |                                  |
| o  |   |  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 4,315,971.          |  | 4,081,481.                                      | 234,490.                                     |
| b 3,134,999.          |  | 2,946,182.                                      | 188,817.                                     |
| c 394,673.            |  |   | 394,673.                                     |
| d 48,002.             |  |   | 48,002.                                      |
| e 17,579.             |  |   | 17,579.                                      |
| f 11.                 |  |   | 11.  |
| g 16.                 |  |   | 16.  |
| h 77,445.             |  |   | 77,445.                                      |
| i                     |  |   |  |
| j                     |  |   |  |
| k                     |  |   |  |
| 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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a                         |                                      |   | 234,490.  |
| b                         |                                      |   | 188,817.  |
| c                         |                                      |   | 394,673.  |
| d                         |                                      |   | 48,002.   |
| e                         |                                      |   | 17,579.   |
| f                         |                                      |   | 11.   |
| g                         |                                      |   | 16.   |
| h                         |                                      |   | 77,445.   |
| i                         |                                      |   |   |
| j                         |                                      |   |   |
| k                         |                                      |   |   |
| l                         |                                      |   |   |
| m                         |                                      |   |   |
| n                         |                                      |   |   |
| o                         |                                      |   |   |

|   |   |          |
|---|---|----------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }   | 2 | 961,033. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 } | 3 | N/A      |

## 2010 DEPRECIATION AND AMORTIZATION REPORT

## LINBROOK BUILDINGS 9, 11 &amp; 12

## RENT

1

| Asset No | Description                     | Date Acquired | Method | Life  | Line No | Unadjusted Cost Or Basis | Bus % Excl | Reduction In Basis | Basis For Depreciation | Accumulated Depreciation | Current Sec 179 | Current Year Deduction |
|----------|---------------------------------|---------------|--------|-------|---------|--------------------------|------------|--------------------|------------------------|--------------------------|-----------------|------------------------|
| 9        | ORGANIZATION COSTS              | 100406195     |        | 1M    | 43      | 1,540.                   |            |                    | 1,540.                 | 1,540.                   |                 | 0.                     |
|          | LINBROOK 9                      |               |        |       |         |                          |            |                    |                        |                          |                 |                        |
| 5        | LINBROOK 9 LAND                 | 061506L       |        |       |         | 650,350.                 |            |                    | 650,350.               |                          |                 | 0.                     |
| 6        | LINBROOK 9 BUILDINGS            | 061506SL      |        | 39.00 | 17      | 585,638.                 |            |                    | 585,638.               | 53,182.                  |                 | 15,016.                |
| 15       | LINBROOK 9 TENANT IMPROVEMENTS  | 043008SL      |        | 39.00 | 17      | 39,462.                  |            |                    | 39,462.                | 1,729.                   |                 | 1,012.                 |
|          | * 990-PF RENTAL                 |               |        |       |         |                          |            |                    |                        |                          |                 |                        |
|          | TOTAL - LINBROOK 9              |               |        |       |         | 1275450.                 |            | 0.                 | 1275450.               | 54,911.                  | 0.              | 16,028.                |
|          | LINBROOK 11 & 12                |               |        |       |         |                          |            |                    |                        |                          |                 |                        |
|          | LINBROOK 11 & 12 LAND           | 061506L       |        |       |         | 560,511.                 |            |                    | 560,511.               |                          |                 | 0.                     |
|          | LINBROOK 11 & 12 BUILDING       | 061506SL      |        | 39.00 | 17      | 801,099.                 |            |                    | 801,099.               | 72,749.                  |                 | 20,541.                |
| 17       | LINBROOK 12 TENANT IMPROVEMENTS | 043008SL      |        | 39.00 | 17      | 41,398.                  |            |                    | 41,398.                | 1,813.                   |                 | 1,061.                 |
|          | * 990-PF RENTAL                 |               |        |       |         |                          |            |                    |                        |                          |                 |                        |
|          | TOTAL - LINBROOK 11             |               |        |       |         | 1403008.                 |            | 0.                 | 1403008.               | 74,562.                  | 0.              | 21,602.                |
|          | * GRAND TOTAL                   |               |        |       |         | 2679998.                 |            | 0.                 | 2679998.               | 131,013.                 | 0.              | 37,630.                |
|          | 990-PF RENTAL DEPR              |               |        |       |         |                          |            |                    |                        |                          |                 |                        |

028102  
05-01-10

(D) - Asset disposed

\* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

| Asset No | Description                      | Date Acquired | Method | Life | Line No | Unadjusted Cost Or Basis | Bus % Excl | Reduction In Basis | Basis For Depreciation | Accumulated Depreciation | Current Sec 179 | Current Year Deduction |
|----------|----------------------------------|---------------|--------|------|---------|--------------------------|------------|--------------------|------------------------|--------------------------|-----------------|------------------------|
| 1        | COMPUTER PRINTER                 | 010501SL      | 5.00   | 16   | 700.    |                          |            |                    | 700.                   | 700.                     |                 | 0.                     |
| 2        | LASER PRINTER                    | 060501SL      | 5.00   | 16   | 1,336.  |                          |            |                    | 1,336.                 | 1,336.                   |                 | 0.                     |
| 3        | LAPTOP COMPUTER                  | 062502SL      | 5.00   | 16   | 1,370.  |                          |            |                    | 1,370.                 | 1,370.                   |                 | 0.                     |
| 4        | COMPUTER DELL                    | 012204SL      | 5.00   | 16   | 1,794.  |                          |            |                    | 1,794.                 | 1,794.                   |                 | 0.                     |
| 10       | OPTIPLEX 745                     | 081507SL      | 5.00   | 16   | 1,673.  |                          |            |                    | 1,673.                 | 809.                     |                 | 335.                   |
| 11       | COMPUTER DELL                    | 111407SL      | 5.00   | 16   | 1,873.  |                          |            |                    | 1,873.                 | 812.                     |                 | 375.                   |
| 12       | LOAN FEES - MOF                  | 063007        | 60M    | 43   | 6,025.  |                          |            |                    | 6,025.                 | 3,013.                   |                 | 1,205.                 |
| 13       | DELL LAPTOP / DOCKING STATION    | 111308SL      | 5.00   | 16   | 2,594.  |                          |            |                    | 2,594.                 | 605.                     |                 | 519.                   |
| 14       | GRANT MANAGEMENT SOFTWARE        | 072208SL      | 3.00   | 16   | 18,546. |                          |            |                    | 18,546.                | 8,758.                   |                 | 6,182.                 |
|          | * TOTAL 990-PF PG 1 DEPR & AMORT |               |        |      | 35,911. |                          |            | 0.                 | 35,911.                | 19,197.                  | 0.              | 8,616.                 |

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

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| SOURCE   | AMOUNT   |
|--|----------|
| ELG LLC K-1                                    | 362.     |
| GOLDMAN SACHS                                  | 109,705. |
| GS CAPITAL PARTNERS V INSTITUTIONAL            | 9,273.   |
| GS CAPITAL PARTNERS VI PARALLEL                | 18,538.  |
| GSCP V INSTITUTIONAL AIV LP                    | 1.       |
| MORGAN STANLEY - FIXED INCOME                  | 98.      |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 137,977. |

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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| SOURCE                                 | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
|--|--------------|----------------------------|----------------------|
| BANK OF AMERICA                        | 2.           | 0.                         | 2.                   |
| ELG K-1                                | 9.           | 0.                         | 9.                   |
| GOLDMAN SACHS                          | 350,202.     | 5,602.                     | 344,600.             |
| GS CAPITAL PARTNERS V<br>INSTITUTIONAL | 82,060.      | 0.                         | 82,060.              |
| GS CAPITAL PARTNERS VI PARALLEL        | 13,122.      | 0.                         | 13,122.              |
| GSCP V INSTITUTIONAL AIV               | 2,810.       | 0.                         | 2,810.               |
| GSCP VI PARALLEL AIV LP                | 2.           | 0.                         | 2.                   |
| MORGAN STANLEY                         | 20,141.      | 0.                         | 20,141.              |
| RUSSELL FUNDS                          | 811,056.     | 71,843.                    | 739,213.             |
| TOTAL TO FM 990-PF, PART I, LN 4       | 1,279,404.   | 77,445.                    | 1,201,959.           |

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FORM 990-PF RENTAL INCOME STATEMENT 3

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| KIND AND LOCATION OF PROPERTY         | ACTIVITY<br>NUMBER | GROSS<br>RENTAL INCOME |
|---------------------------------------|--------------------|------------------------|
| LINBROOK BUILDINGS 9,11 & 12          | 1                  | 35,329.                |
| ELG LLC K-1                           | 2                  | 962.                   |
| TOTAL TO FORM 990-PF, PART I, LINE 5A |                    | 36,291.                |

| FORM 990-PF                                       | RENTAL EXPENSES    | STATEMENT | 4         |
|---|--------------------|-----------|-----------|
| DESCRIPTION                                       | ACTIVITY<br>NUMBER | AMOUNT    | TOTAL     |
| DEPRECIATION                                      |                    | 37,630.   |           |
| DUES & ASSESSMENTS                                |                    | 12,167.   |           |
| INSURANCE   |                    | 2,645.    |           |
| LINBROOK LEGAL FEES                               |                    | 518.      |           |
| UTILITIES   |                    | 7,362.    |           |
| SECURITY MONITORING                               |                    | 1,601.    |           |
| GENERAL MAINTENANCE                               |                    | 1,564.    |           |
| REPAIRS   |                    | 837.      |           |
| REAL ESTATE TAXES                                 |                    | 25,410.   |           |
| SUPPLIES  |                    | 14.       |           |
| - SUBTOTAL -                                      | 1                  |           | 89,748.   |
| TOTAL RENTAL EXPENSES                             |                    |           | 89,748.   |
| NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B |                    |           | <53,457.> |

| FORM 990-PF                           | OTHER INCOME                | STATEMENT                         | 5                             |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
| GS CAPITAL PARTNERS V INSTITUTIONAL   | <29,368.>                   | 0.                                |                               |
| GSCP V INSTITUTIONAL AIV              | 3,761.                      | 498.                              |                               |
| GS CAPITAL PARTNERS VI PARALLEL       | 5,403.                      | 108.                              |                               |
| GS CAPITAL PARTNERS VI PARALLEL       | <891.>                      | <891.>                            |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | <21,095.>                   | <285.>                            |                               |

| FORM 990-PF                | LEGAL FEES                   |                                   |                               | STATEMENT                     | 6  |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|----|
| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |    |
| LEGAL                      | 410.                         | 410.                              |                               |                               | 0. |
| LINBROOK LEGAL FEES        | 518.                         | 518.                              |                               |                               | 0. |
| TO FM 990-PF, PG 1, LN 16A | 928.                         | 928.                              |                               |                               | 0. |

| FORM 990-PF                  | ACCOUNTING FEES              |                                   |                               | STATEMENT 7                   |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| ACCOUNTING                   | 17,412.                      | 0.                                |                               | 17,412.                       |
| TO FORM 990-PF, PG 1, LN 16B | 17,412.                      | 0.                                |                               | 17,412.                       |

| FORM 990-PF                      | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT 8                   |
|----------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                      | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| PROGRAM CONSULTING               | 24,000.                      | 0.                                |                               | 24,000.                       |
| GOLDMAN SACHS MANAGEMENT<br>FEES | 101,258.                     | 101,258.                          |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C     | 125,258.                     | 101,258.                          |                               | 24,000.                       |

| FORM 990-PF                         | TAXES                        |                                   |                               | STATEMENT 9                   |
|-------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                         | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| FEDERAL EXCISE TAXES LESS<br>REFUND | <10,278.>                    | 0.                                |                               | 0.                            |
| PAYROLL TAX                         | 37,777.                      | 9,138.                            |                               | 28,639.                       |
| FOREIGN TAXES PAID                  | 37,368.                      | 37,285.                           |                               | 0.                            |
| REAL ESTATE TAXES                   | 25,410.                      | 25,410.                           |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18         | 90,277.                      | 71,833.                           |                               | 28,639.                       |

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 10

| DESCRIPTION                          | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|--------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| POSTAGE & DELIVERY                   | 88.                          | 0.                                |                               | 88.                           |
| DUES & SUBSCRIPTIONS                 | 1,831.                       | 0.                                |                               | 1,831.                        |
| LICENSES & PERMITS                   | 25.                          | 0.                                |                               | 25.                           |
| INSURANCE                            | 6,997.                       | 0.                                |                               | 6,997.                        |
| MILEAGE                              | 3,128.                       | 0.                                |                               | 3,128.                        |
| MISCELLANEOUS                        | 263.                         | 0.                                |                               | 263.                          |
| PARKING                              | 639.                         | 0.                                |                               | 639.                          |
| PROGRAM DEVELOPMENT                  | 22,167.                      | 0.                                |                               | 22,167.                       |
| TELEPHONE                            | 3.                           | 0.                                |                               | 3.                            |
| ACCRUAL TO CASH ADJUSTMENT           | <5,062.>                     | 0.                                |                               | <5,062.>                      |
| CONTINUING EDUCATION                 | 5,865.                       | 0.                                |                               | 5,865.                        |
| OFFICE EXPENSE                       | 3,404.                       | 0.                                |                               | 3,404.                        |
| GS CAPITAL PARTNERS V INST.          | 31,510.                      | 31,510.                           |                               | 0.                            |
| GS CAPITAL PARTNERS VI<br>PARALLEL   | 16,937.                      | 16,937.                           |                               | 0.                            |
| ELG INVESTMENT EXPENSE               | 12.                          | 12.                               |                               | 0.                            |
| GSCP VI PARALLEL AIV                 | 1,143.                       | 1,143.                            |                               | 0.                            |
| GSCP V INSTITUTIONAL AIV             | 5,243.                       | 5,243.                            |                               | 0.                            |
| MORGAN STANLEY INVESTMENT<br>EXPENSE | 56.                          | 56.                               |                               | 0.                            |
| PAYROLL RELATED EXPENSE              | 270.                         | 0.                                |                               | 270.                          |
| DUES & ASSESSMENTS                   | 12,167.                      | 12,167.                           |                               | 0.                            |
| INSURANCE                            | 2,645.                       | 2,645.                            |                               | 0.                            |
| UTILITIES                            | 7,362.                       | 7,362.                            |                               | 0.                            |
| SECURITY MONITORING                  | 1,601.                       | 1,601.                            |                               | 0.                            |
| GENERAL MAINTENANCE                  | 1,564.                       | 1,564.                            |                               | 0.                            |
| REPAIRS                              | 837.                         | 837.                              |                               | 0.                            |
| SUPPLIES                             | 14.                          | 14.                               |                               | 0.                            |
| AMORTIZATION                         | 1,205.                       | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 23          | 121,914.                     | 81,091.                           |                               | 39,618.                       |

## FORM 990-PF

## CORPORATE STOCK

## STATEMENT 11

| DESCRIPTION                                  | BOOK VALUE | FAIR MARKET<br>VALUE |
|--|------------|----------------------|
| MORGAN STANLEY SECURITIES - ALCATEL / LUCENT | 143,000.   | 28,890.              |
| MORGAN STANLEY SECURITIES - EMBARQ           | 206,362.   | 320,651.             |
| MORGAN STANLEY SECURITIES - SPRINT / NEXTEL  | 2,027,234. | 428,922.             |
| TRAFFIC GAUGE STOCK                          | 168,156.   | 168,156.             |
| TOTAL TO FORM 990-PF, PART II, LINE 10B      | 2,544,752. | 946,619.             |

| FORM 990-PF                             | CORPORATE BONDS | STATEMENT 12      |
|---|-----------------|-------------------|
| DESCRIPTION                             | BOOK VALUE      | FAIR MARKET VALUE |
| FRITSCH CAPITAL                         | 100,000.        | 100,000.          |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 100,000.        | 100,000.          |

| FORM 990-PF                        | DEPRECIATION OF ASSETS HELD FOR INVESTMENT |                             | STATEMENT 13 |
|------------------------------------|--|-----------------------------|--------------|
| DESCRIPTION                        | COST OR<br>OTHER BASIS                     | ACCUMULATED<br>DEPRECIATION | BOOK VALUE   |
| LINBROOK 9 LAND                    | 650,350.                                   | 0.                          | 650,350.     |
| LINBROOK 9 BUILDINGS               | 585,638.                                   | 68,198.                     | 517,440.     |
| LINBROOK 11 & 12 LAND              | 560,511.                                   | 0.                          | 560,511.     |
| LINBROOK 11 & 12 BUILDING          | 801,099.                                   | 93,290.                     | 707,809.     |
| ORGANIZATION COSTS                 | 1,540.                                     | 1,540.                      | 0.           |
| LINBROOK 9 TENANT IMPROVEMENTS     | 39,462.                                    | 2,741.                      | 36,721.      |
| LINBROOK 12 TENANT<br>IMPROVEMENTS | 41,398.                                    | 2,874.                      | 38,524.      |
| TOTAL TO FM 990-PF, PART II, LN 11 | 2,679,998.                                 | 168,643.                    | 2,511,355.   |

| FORM 990-PF                            | OTHER INVESTMENTS | STATEMENT   | 14                |
|--|-------------------|-------------|-------------------|
| DESCRIPTION                            | VALUATION METHOD  | BOOK VALUE  | FAIR MARKET VALUE |
| ADJUSTMENT TO BASIS IN LINBROOK LLC    | COST              | 10,877.     | 10,877.           |
| ELG LLC                                | COST              | 437,618.    | 500,000.          |
| GOLDMAN SACHS                          | COST              | 21,566,988. | 25,964,779.       |
| GOLDMAN SACHS GS PTRS K-1 ADJ          | COST              | 1,597,509.  | 0.                |
| RUSSELL FUNDS                          | FMV               | 70,923,087. | 62,914,570.       |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                   | 94,536,079. | 89,390,226.       |

| FORM 990-PF                        | DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT | STATEMENT                   | 15         |
|------------------------------------|--|-----------------------------|------------|
| DESCRIPTION                        | COST OR<br>OTHER BASIS                         | ACCUMULATED<br>DEPRECIATION | BOOK VALUE |
| COMPUTER PRINTER                   | 700.   | 700.                        | 0.         |
| LASER PRINTER                      | 1,336.   | 1,336.                      | 0.         |
| LAPTOP COMPUTER                    | 1,370.   | 1,370.                      | 0.         |
| COMPUTER                           | 1,794.   | 1,794.                      | 0.         |
| COMPUTER DELL OPTIPLEX 745         | 1,673.   | 1,144.                      | 529.       |
| COMPUTER DELL OPTIPLEX 745         | 1,873.   | 1,187.                      | 686.       |
| LOAN FEES - MOF                    | 6,025.   | 4,218.                      | 1,807.     |
| DELL LAPTOP / DOCKING STATION      | 2,594.   | 1,124.                      | 1,470.     |
| GRANT MANAGEMENT SOFTWARE          | 18,546.  | 14,940.                     | 3,606.     |
| TOTAL TO FM 990-PF, PART II, LN 14 | 35,911.  | 27,813.                     | 8,098.     |

| FORM 990-PF                      | OTHER ASSETS                  | STATEMENT                 | 16                   |
|----------------------------------|-------------------------------|---------------------------|----------------------|
| DESCRIPTION                      | BEGINNING OF<br>YR BOOK VALUE | END OF YEAR<br>BOOK VALUE | FAIR MARKET<br>VALUE |
| SPACE MEMORABILIA                | 3,961,897.                    | 3,989,509.                | 3,989,509.           |
| SPITFIRE                         | 1,075,000.                    | 1,075,000.                | 1,075,000.           |
| NORM TAYLOR COLLECTION           | 613,858.                      | 717,016.                  | 717,016.             |
| RARE BOOKS                       | 1,614,380.                    | 1,614,380.                | 1,614,380.           |
| TO FORM 990-PF, PART II, LINE 15 | 7,265,135.                    | 7,395,905.                | 7,395,905.           |

| FORM 990-PF | PART XV - LINE 1A<br>LIST OF FOUNDATION MANAGERS | STATEMENT | 17 |
|-------------|--|-----------|----|
|-------------|--|-----------|----|

## NAME OF MANAGER

JOLENE M. MCCA  
BRUCE R. MCCA

Apex Foundation

EIN: 91-1950397

2010 Form 990-PF

Part XV, line 3a - Grants Paid

| Date      | Organization                                  | Address  | Status      | Support Type              | Amount |
|-----------|---|--|-------------|---------------------------|--------|
| 1/7/2010  | Seattle Shakespeare Company                   | 305 Harrison Street<br>Seattle, WA 98109               | 501 (c) (3) | Matching Gift             | 50     |
| 1/14/2010 | Philanthropy Northwest                        | 2101 Fourth Avenue<br>Suite 650<br>Seattle, WA 98121   | 501 (c) (3) | General Operating Support | 5,200  |
| 1/14/2010 | Team Seattle Guild                            | 19817 SE 23rd Street<br>Sammamish, WA 98075            | 501 (c) (3) | General Operating Support | 5,000  |
| 1/26/2010 | Alliance for Education                        | 509 Olive Way, Suite 500<br>Seattle, WA 98101-2556     | 501 (c) (3) | Matching Gift             | 225    |
| 1/26/2010 | Camp Dudley YMCA, Inc                         | 126 Dudley Road<br>Westport, NY 12993                  | 501 (c) (3) | Matching Gift             | 100    |
| 1/26/2010 | Child Care Resources                          | 1225 S Weller St Ste 300<br>Seattle, WA 98144-1906     | 501 (c) (3) | Matching Gift             | 150    |
| 1/26/2010 | Childhaven                                    | 316 Broadway<br>Seattle, WA 98122                      | 501 (c) (3) | Matching Gift             | 1,016  |
| 1/26/2010 | Community Health Africa-A<br>Poverty Solution | PO Box 40529<br>Bellevue, WA 98015                     | 501 (c) (3) | Matching Gift             | 3,000  |
| 1/26/2010 | Forgotten Ones Foundation                     | PO Box 24855<br>Federal Way, WA 98093                  | 501 (c) (3) | Matching Gift             | 250    |
| 1/26/2010 | Garfield High School PTSA                     | PO Box 22748<br>Seattle, WA 98122                      | 501 (c) (3) | Matching Gift             | 200    |
| 1/26/2010 | New Life Church @ Renton                      | 15717 152nd Ave SE<br>Renton, WA 98058                 | 501 (c) (3) | Matching Gift             | 1,000  |
| 1/26/2010 | Providence Hospice of Seattle<br>Foundation   | 425 Pontius Avenue N<br>Suite 300<br>Seattle, WA 98109 | 501 (c) (3) | Matching Gift             | 125    |
| 1/26/2010 | Rainier Scholars                              | 2100 24th Avenue S<br>Suite 210<br>Seattle, WA 98144   | 501 (c) (3) | Matching Gift             | 400    |
| 1/26/2010 | Reed College                                  | 3203 SE Woodstock Blvd<br>Portland, OR 97202-8138      | 501 (c) (3) | Matching Gift             | 500    |
| 1/26/2010 | Treehouse                                     | 2100 24th Avenue S<br>Suite #200<br>Seattle, WA 98144  | 501 (c) (3) | Matching Gift             | 500    |
| 1/26/2010 | Union Gospel Mission                          | PO Box 202<br>Seattle, WA 98111-0202                   | 501 (c) (3) | Matching Gift             | 900    |
| 1/26/2010 | Village Volunteers                            | 5100 S. Dawson<br>Suite 105<br>Seattle, WA 98118       | 501 (c) (3) | Matching Gift             | 250    |
| 1/29/2010 | Leadership Development                        | 4616 25th Avenue NE<br>PMB 225<br>Seattle, WA 98105    | 501 (c) (3) | Project Support           | 1,000  |
| 1/29/2010 | TVW   | PO Box 25<br>Olympia, WA 98507                         | 501 (c) (3) | Project Support           | 1,250  |
| 1/29/2010 | YMCA Youth and Government                     | PO Box 193<br>Olympia, WA 98507                        | 501 (c) (3) | Project Support           | 1,000  |

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| Date      | Organization                                     | Address  | Status      | Support Type              | Amount |
|-----------|--|--|-------------|---------------------------|--------|
| 2/5/2010  | Seattle Audubon Society                          | 8050 35th Ave NE<br>Seattle, WA 98115                              | 501 (c) (3) | Matching Gift             | 100    |
| 2/9/2010  | St Thomas School                                 | 8300 N.E. 12th Street<br>Medina, WA 98039                          | 501 (c) (3) | Sponsorship               | 100    |
| 2/11/2010 | Program for Early Parent Support                 | 4649 Sunnyside Avenue N<br>#324<br>Seattle, WA 98103               | 501 (c) (3) | Project Support           | 2,500  |
| 2/12/2010 | GuideStar  | 4801 Courthouse Street<br>Suite 220<br>Williamsburg, VA 23188-2678 | 501 (c) (3) | General Operating Support | 1,000  |
| 2/12/2010 | Mercy Corps Foundation                           | 3015 Sw First Ave<br>Portland, OR 97201-4707                       | 501 (c) (3) | Matching Gift             | 250    |
| 2/12/2010 | Philanthropy Roundtable                          | 1730 M Street, NW<br>Suite 503<br>Washington, DC 20036             | 501 (c) (3) | General Operating Support | 2,500  |
| 2/12/2010 | World Vision International                       | Po Box 9716<br>Federal Way, WA 98063-9716                          | 501 (c) (3) | Matching Gift             | 100    |
| 2/17/2010 | Chief Seattle Council, Boy Scouts of America     | PO Box 440408<br>Seattle, WA 98144                                 | 501 (c) (3) | Project Support           | 10,000 |
| 2/17/2010 | Lake Youngs PTSA                                 | 19660 142nd Ave SE<br>Kent, WA 98042                               | 501 (c) (3) | Matching Gift             | 812    |
| 2/17/2010 | YMCA of Greater Seattle                          | 909 Fourth Avenue<br>Seattle, WA 98104                             | 501 (c) (3) | Matching Gift             | 100    |
| 3/3/2010  | Association of Small Foundations                 | 1720 N Street NW<br>Washington, DC 20036                           | 501 (c) (3) | General Operating Support | 495    |
| 3/3/2010  | Northwest Maritime Center                        | 380 Jefferson St<br>Port Townsend, WA 98368-5625                   | 501 (c) (3) | General Operating Support | 5,015  |
| 3/3/2010  | Social Venture Partners                          | 1601 2nd Avenue Suite 615<br>Seattle, WA 98101-1539                | 501 (c) (3) | General Operating Support | 5,500  |
| 3/3/2010  | Team Seattle Guild                               | 19817 SE 23rd Street<br>Sammamish, WA 98075                        | 501 (c) (3) | Project Support           | 5,000  |
| 3/18/2010 | Behind the Badge Foundation                      | PO Box 2047<br>Issaquah, WA 98027                                  | 501 (c) (3) | Sponsorship               | 2,500  |
| 3/19/2010 | Congressional Medal of Honor FOUNDATION          | 40 Patriots Point Road<br>Mt. Pleasant, SC 29464                   | 501 (c) (3) | Project Support           | 14,225 |
| 3/19/2010 | Conservation International                       | 2011 Crystal Drive<br>Suite 500<br>Arlington, VA 22202             | 501 (c) (3) | Project Support           | 5,000  |
| 3/19/2010 | Entertainment Industry Foundation Hope for Haiti | 1201 West 5th Street<br>Suite T-700<br>Los Angeles, CA 90017       | 501 (c) (3) | Matching Gift             | 200    |
| 3/19/2010 | Lakeside School                                  | 14050 1st Avenue NE<br>Seattle, WA 98125-3025                      | 501 (c) (3) | Memorial Gift             | 5,000  |

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Part XV, line 3a - Grants Paid

| Date      | Organization                                 | Address  | Status      | Support Type              | Amount |
|-----------|--|--|-------------|---------------------------|--------|
| 3/19/2010 | Meydenbauer Bay Neighbors Association        | 227 Bellevue Way NE (PMB 278)<br>Bellevue, WA 98004                | 501 (c) (3) | General Operating Support | 2,000  |
| 3/19/2010 | Pacific Northwest Ballet Foundation          | 301 Mercer St<br>Seattle, WA 98109-4600                            | 501 (c) (3) | General Operating Support | 25,000 |
| 3/19/2010 | Swedish Medical Center Foundation            | 747 Broadway<br>Seattle, WA 98122                                  | 501 (c) (3) | Project Support           | 2,000  |
| 3/19/2010 | United States Fund for Unicef                | 125 Maiden Lane<br>New York, NY 10038-4912                         | 501 (c) (3) | Matching Gift             | 500    |
| 3/24/2010 | 5th Avenue Theatre                           | 1326 5th Ave<br>Seattle, WA 98101-2602                             | 501 (c) (3) | General Operating Support | 5,000  |
| 3/30/2010 | Chief Seattle Council, Boy Scouts of America | PO Box 440408<br>Seattle, WA 98144                                 | 501 (c) (3) | Pledge                    | 5,100  |
| 4/1/2010  | American Red Cross                           | PO Box 37295<br>Washington, DC 20013                               | 501 (c) (3) | Matching Gift             | 100    |
| 4/1/2010  | St Louise Parish School                      | 133 156th Avenue SE<br>Bellevue, WA 98007                          | 501 (c) (3) | Matching Gift             | 100    |
| 4/5/2010  | Whim W'Him                                   | 2030 13th Ave West<br>Suite 203<br>Seattle, WA 98119               | 501 (c) (3) | General Operating Support | 2,500  |
| 4/19/2010 | Bellevue Lifespring                          | Po Box 53203<br>Bellevue, WA 98015-3203                            | 501 (c) (3) | Sponsorship               | 5,000  |
| 4/19/2010 | Chief Seattle Council, Boy Scouts of America | PO Box 440408<br>Seattle, WA 98144                                 | 501 (c) (3) | General Operating Support | 1,000  |
| 4/19/2010 | French Immersion School of Washington        | 4211 W Lake Sammamish Pkwy SE<br>Bellevue, WA 98008-5936           | 501 (c) (3) | Matching Gift             | 110    |
| 4/19/2010 | Hearing, Speech & Deafness Center            | Artz Communication Center<br>1625 19th Avenue<br>Seattle, WA 98122 | 501 (c) (3) | Matching Gift             | 150    |
| 4/19/2010 | Program for Early Parent Support             | 4649 Sunnyside Avenue N #324<br>Seattle, WA 98103                  | 501 (c) (3) | Matching Gift             | 250    |
| 4/19/2010 | Rainier Scholars                             | 2100 24th Avenue S<br>Suite 210<br>Seattle, WA 98144               | 501 (c) (3) | Sponsorship               | 1,000  |
| 4/19/2010 | Washington State University Foundation       | Po Box 641927<br>Pullman, WA 99164-0001                            | 501 (c) (3) | Matching Gift             | 1,000  |
| 4/19/2010 | YMCA Meredith Mathews                        | 1700 23rd Ave<br>Seattle, WA 98122                                 | 501 (c) (3) | Matching Gift             | 100    |
| 4/20/2010 | City Year Seattle/King County                | 2203 23rd Avenue South<br>Seattle, WA 98144                        | 501 (c) (3) | Project Support           | 10,550 |
| 4/21/2010 | Village Theatre                              | PO Box 2350<br>Issaquah, WA 98027-2917                             | 501 (c) (3) | Matching Gift             | 50     |

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| Date      | Organization                                 | Address  | Status               | Support Type                   | Amount |
|-----------|--|--|----------------------|--------------------------------|--------|
| 4/21/2010 | YWCA of Seattle-King County-Snohomish County | 1118 Fifth Avenue<br>Seattle, WA 98101                   | 501 (c) (3)          | Matching Gift                  | 150    |
| 4/22/2010 | Camas County Fair Board                      | PO Box 429<br>Fairfield, ID                              | Government<br>Agency | Project Support                | 2,000  |
| 4/22/2010 | Congressional Medal of Honor FOUNDATION      | 40 Patriots Point Road<br>Mt. Pleasant, SC 29464         | 501 (c) (3)          | General Operating<br>Support   | 20,000 |
| 4/22/2010 | St Thomas School                             | 8300 N.E. 12th Street<br>Medina, WA 98039                | 501 (c) (3)          | General Operating<br>Support   | 6,000  |
| 4/26/2010 | Austin Foundation                            | 1918 Terry Ave<br>Seattle, WA 98101-1425                 | 501 (c) (3)          | Project Support                | 1,000  |
| 4/26/2010 | Community Health Africa-A Poverty Solution   | PO Box 40529<br>Bellevue, WA 98015                       | 501 (c) (3)          | Matching Gift                  | 2,000  |
| 4/26/2010 | Rwanda Girls Initiative                      | Po Box 325<br>Medina, WA 98039                           | 501 (c) (3)          | General Operating<br>Support   | 25,000 |
| 4/28/2010 | Solid Ground                                 | 1501 North 45th Street<br>Seattle, WA 98103              | 501 (c) (3)          | Project Support                | 1,500  |
| 4/29/2010 | Seattle Children's Theater                   | 201 Thomas Street<br>Seattle, WA 98109                   | 501 (c) (3)          | General Operating<br>Support   | 3,000  |
| 5/4/2010  | Harvard University                           | 1033 Massachusetts Ave Ste 3<br>Cambridge, MA 02138-5366 | 501 (c) (3)          | Matching Gift                  | 300    |
| 5/6/2010  | American Lung Association Of California      | 424 Pendleton Way<br>Oakland, CA 94621-2116              | 501 (c) (3)          | Greatest Need/<br>Unrestricted | 1,000  |
| 5/6/2010  | Team Read                                    | PO Box 94042<br>Seattle, WA 98124                        | 501 (c) (3)          | Matching Gift                  | 50     |
| 5/10/2010 | Rainier Scholars                             | 2100 24th Avenue S<br>Suite 210<br>Seattle, WA 98144     | 501 (c) (3)          | General Operating<br>Support   | 30,000 |
| 5/10/2010 | Strategies for Youth                         | PO Box 1426<br>Shelton, WA 98584                         | 501 (c) (3)          | General Operating<br>Support   | 1,000  |
| 5/12/2010 | Franklin Institute                           | 222 North 20th Street<br>Philadelphia, PA 19103          | 501 (c) (3)          | General Operating<br>Support   | 1,000  |
| 5/12/2010 | Friends of Gettysburg                        | PO Box 4629<br>Gettysburg, PA 17325                      | 501 (c) (3)          | General Operating<br>Support   | 1,000  |
| 5/12/2010 | Greater King County Police Activities League | 800 5th Ave 101-216<br>Seattle, WA 98124-3102            | 501 (c) (3)          | Project Support                | 5,000  |
| 5/12/2010 | Rotary Foundation of Rotary International    | 1560 Sherman Ave<br>Evanston, IL 60201                   | 501 (c) (3)          | Matching Gift                  | 700    |
| 5/21/2010 | City of Fairfield                            | Po Box 336<br>Fairfield, ID 83327                        | Government<br>Agency | Project Support                | 1,000  |
| 5/21/2010 | Philanthropy Northwest                       | 2101 Fourth Avenue<br>Suite 650<br>Seattle, WA 98121     | 501 (c) (3)          | Sponsorship                    | 1,500  |
| 5/25/2010 | Museum of History and Industry               | 2700 24th Avenue E<br>Seattle, WA 98112                  | 501 (c) (3)          | Matching Gift                  | 125    |

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| Date      | Organization                                     | Address   | Status      | Support Type                 | Amount  |
|-----------|--|---|-------------|------------------------------|---------|
| 5/28/2010 | City Year Seattle/King County                    | 2203 23rd Avenue South<br>Seattle, WA 98144                             | 501 (c) (3) | General Operating<br>Support | 10,000  |
| 5/28/2010 | Solid Ground                                     | 1501 North 45th Street<br>Seattle, WA 98103                             | 501 (c) (3) | Matching Gift                | 250     |
| 5/28/2010 | Solid Ground                                     | 1501 North 45th Street<br>Seattle, WA 98103                             | 501 (c) (3) | Matching Gift                | 250     |
| 5/28/2010 | St Thomas School                                 | 8300 N.E. 12th Street<br>Medina, WA 98039                               | 501 (c) (3) | Matching Gift                | 2,075   |
| 5/28/2010 | YWCA of Seattle-King County-<br>Snohomush County | 1118 Fifth Avenue<br>Seattle, WA 98101                                  | 501 (c) (3) | Matching Gift                | 300     |
| 6/4/2010  | Medical Teams International                      | 9680 153rd Ave NW<br>Redmond, WA 98052                                  | 501 (c) (3) | Capital Fund<br>Support      | 50,000  |
| 6/4/2010  | Seattle Children's Theater                       | 201 Thomas Street<br>Seattle, WA 98109                                  | 501 (c) (3) | Matching Gift                | 125     |
| 6/4/2010  | Woodland Park Zoo                                | 601 N 59th Street<br>Seattle, WA 98103                                  | 501 (c) (3) | Matching Gift                | 145     |
| 6/9/2010  | Life Works                                       | 906 New York St.<br>Longview, WA 98632                                  | 501 (c) (3) | Project Support              | 12,647  |
| 6/14/2010 | Alzheimer's Association                          | 100 West Harrison Street<br>North Tower, Suite 200<br>Seattle, WA 98119 | 501 (c) (3) | Memorial Gift                | 1,000   |
| 6/14/2010 | AOPA Foundation                                  | 421 Aviation Way<br>Frederick, MD 21701                                 | 501 (c) (3) | Pledge - Multi-Year          | 10,000  |
| 6/14/2010 | ArtsFund   | P.O. Box 19780<br>Seattle, WA 98109-6780                                | 501 (c) (3) | Memorial Gift                | 2,500   |
| 6/14/2010 | ArtsFund   | P.O. Box 19780<br>Seattle, WA 98109-6780                                | 501 (c) (3) | Memorial Gift                | 1,000   |
| 6/14/2010 | Behind the Badge Foundation                      | PO Box 2047<br>Issaquah, WA 98027                                       | 501 (c) (3) | General Operating<br>Support | 1,000   |
| 6/14/2010 | Bellarmine Preparatory School                    | 2300 S Washington Street<br>Tacoma, WA 98405-1304                       | 501 (c) (3) | Memorial Gift                | 1,000   |
| 6/14/2010 | Centralia College Foundation                     | 600 Centralia College Blvd<br>Centralia, WA 98531-4035                  | 501 (c) (3) | Memorial Gift                | 5,000   |
| 6/14/2010 | EAA Young Eagles, Chapter 430                    | Olympic Peninsula<br>P O Box 13<br>Carlsborg, WA 98324                  | 501 (c) (3) | Memorial Gift                | 1,000   |
| 6/14/2010 | First Tee Youth Golf Program                     | World Golf Village<br>425 South Legacy Trail<br>St Augustine, FL 32092  | 501 (c) (3) | Memorial Gift                | 1,000   |
| 6/14/2010 | Heroes for the Homeless                          | PO Box 971<br>Woodinville, WA 98072                                     | 501 (c) (3) | Project Support              | 1,000   |
| 6/14/2010 | Horatio Alger Association                        | 99 Canal Center Plaza<br>Suite 320<br>Alexandria, VA 22314              | 501 (c) (3) | Pledge - Multi-Year          | 333,300 |
| 6/14/2010 | Lakeside School                                  | 14050 1st Avenue NE<br>Seattle, WA 98125-3025                           | 501 (c) (3) | Memorial Gift                | 5,000   |

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|-----------|---|--|-------------|------------------------------|---------|
| 6/14/2010 | Lakeside School                                 | 14050 1st Avenue NE<br>Seattle, WA 98125-3025                    | 501 (c) (3) | Memorial Gift                | 1,000   |
| 6/14/2010 | Lakeside School                                 | 14050 1st Avenue NE<br>Seattle, WA 98125-3025                    | 501 (c) (3) | Memorial Gift                | 1,000   |
| 6/14/2010 | Lakeside School                                 | 14050 1st Avenue NE<br>Seattle, WA 98125-3025                    | 501 (c) (3) | Memorial Gift                | 10,000  |
| 6/14/2010 | Mount Vernon Ladies<br>Association Of The Union | PO Box 110<br>Mount Vernon, VA 22121                             | 501 (c) (3) | General Operating<br>Support | 5,000   |
| 6/14/2010 | Museum of Flight                                | 9404 East Marginal Way<br>South<br>Seattle, WA 98108-4097        | 501 (c) (3) | Memorial Gift                | 2,000   |
| 6/14/2010 | Museum of Flight                                | 9404 East Marginal Way<br>South<br>Seattle, WA 98108-4097        | 501 (c) (3) | Memorial Gift                | 1,000   |
| 6/14/2010 | Museum of Flight                                | 9404 East Marginal Way<br>South<br>Seattle, WA 98108-4097        | 501 (c) (3) | Project Support              | 44,000  |
| 6/14/2010 | National Air and Space<br>Museum                | MRC 321<br>PO Box 37012<br>Washington, DC 20013-7012             | 501 (c) (3) | Memorial Gift                | 1,000   |
| 6/14/2010 | National Aviation Hall of Fame                  | 1100 Spaatz Street<br>Wright Patter, OH 45433                    | 501 (c) (3) | Project Support              | 12,000  |
| 6/14/2010 | Northwest Maritime Center                       | 380 Jefferson St<br>Port Townsend, WA 98368-<br>5625             | 501 (c) (3) | Pledge                       | 25,000  |
| 6/14/2010 | Pacific Northwest Ballet<br>Foundation          | 301 Mercer St<br>Seattle, WA 98109-4600                          | 501 (c) (3) | General Operating<br>Support | 100,000 |
| 6/14/2010 | Pacific Northwest Salmon<br>Center              | PO Box 3238<br>Belfair, WA 98528-9341                            | 501 (c) (3) | Memorial Gift                | 5,000   |
| 6/14/2010 | Pacific Science Center                          | 200 Second Avenue North<br>Seattle, WA 98109                     | 501 (c) (3) | Pledge                       | 5,000   |
| 6/14/2010 | Race for the Cure                               | various locations  | 501 (c) (3) | Matching Gift                | 100     |
| 6/14/2010 | Seattle Cancer Care Alliance                    | PO Box 19023<br>Seattle, WA 98109                                | 501 (c) (3) | Memorial Gift                | 1,000   |
| 6/14/2010 | Seattle Children's                              | PO Box 50020<br>Seattle, WA 98145                                | 501 (c) (3) | Memorial Gift                | 5,000   |
| 6/14/2010 | Seattle Children's Guild<br>Association         | PO Box 50020<br>4800 Sand Point Way NE<br>Seattle, WA 98146-5020 | 501 (c) (3) | Memorial Gift                | 1,000   |
| 6/14/2010 | Seattle Foundation                              | 1200 Fifth Avenue<br>Suite 1300<br>Seattle, WA 98101-3151        | 501 (c) (3) | Memorial Gift                | 10,000  |
| 6/14/2010 | Seattle Opera                                   | PO Box 9248<br>Seattle, WA 98109-0248                            | 501 (c) (3) | Challenge Grant              | 100,000 |

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|-----------|--|--|-------------|------------------------------------|-----------|
| 6/14/2010 | Seattle Opera  | PO Box 9248<br>Seattle, WA 98109-0248                    | 501 (c) (3) | Memorial Gift                      | 5,000     |
| 6/14/2010 | Society of Experimental Test Pilots                      | 44814 Elm Ave<br>% Paula S Smith<br>Lancaster, CA 93534  | 501 (c) (3) | Memorial Gift                      | 1,000     |
| 6/14/2010 | St John's Medical Center Foundation                      | PO Box 3002<br>Longview, WA 98632                        | 501 (c) (3) | Memorial Gift                      | 1,000     |
| 6/14/2010 | St Therese School  | 900 35th Avenue<br>Seattle, WA 98122                     | 501 (c) (3) | Memorial Gift                      | 1,000     |
| 6/14/2010 | St Thomas School   | 8300 N.E. 12th Street<br>Medina, WA 98039                | 501 (c) (3) | Pledge-Multi-Year Capital Campaign | 1,600,000 |
| 6/14/2010 | St Thomas School   | 8300 N.E. 12th Street<br>Medina, WA 98039                | 501 (c) (3) | Pledge                             | 140,000   |
| 6/14/2010 | United Way of King County                                | 720 Second Avenue<br>Seattle, WA 98104                   | 501 (c) (3) | Pledge-Multi-Year                  | 200,000   |
| 6/14/2010 | University of Washington School of Music                 | PO Box 353450<br>Seattle, WA 98195-3450                  | 501 (c) (3) | Memorial Gift                      | 1,000     |
| 6/14/2010 | Village Theatre  | PO Box 2350<br>Issaquah, WA 98027-2917                   | 501 (c) (3) | General Operating Support          | 50,000    |
| 6/14/2010 | Village Theatre  | PO Box 2350<br>Issaquah, WA 98027-2917                   | 501 (c) (3) | Pledge - Multi-Year                | 50,000    |
| 6/14/2010 | Woodrow Wilson International Center For Scholars         | 1300 Pennsylvania Avenue Nw<br>Washington, DC 20004-3002 | 501 (c) (3) | General Operating Support          | 25,000    |
| 6/18/2010 | American Enterprise Institute for Public Policy Research | 1150 Seventeenth St<br>Washington, DC 20036              | 501 (c) (3) | General Operating Support          | 10,000    |
| 6/18/2010 | Camp Nor'Wester  | PO Box 668<br>Lopez, WA 98261                            | 501 (c) (3) | General Operating Support          | 5,000     |
| 6/18/2010 | Harlequin Productions                                    | 202 4Th Ave E<br>Olympia, WA 98501-1105                  | 501 (c) (3) | Memorial Gift                      | 25,000    |
| 6/18/2010 | KCTS Television  | 401 Mercer Street<br>Seattle, WA 98109                   | 501 (c) (3) | General Operating Support          | 5,000     |
| 6/18/2010 | Long Live The Kings                                      | 1326 fifth Ave, Suite 450<br>Seattle, WA 98101           | 501 (c) (3) | General Operating Support          | 1,000     |
| 6/18/2010 | Pomegranate Center                                       | 1400 NW Maple Street<br>PO BOX 486<br>Issaquah, WA 98027 | 501 (c) (3) | General Operating Support          | 1,000     |
| 6/18/2010 | Sun Valley Adaptive Sports                               | P.O. Box 6791<br>Ketchum, ID 83340                       | 501 (c) (3) | General Operating Support          | 5,000     |
| 6/18/2010 | Sun Valley Summer Symphony Inc                           | PO Box 1914<br>Sun Valley, ID 83353-1914                 | 501 (c) (3) | General Operating Support          | 500       |
| 6/18/2010 | Team Read  | PO Box 94042<br>Seattle, WA 98124                        | 501 (c) (3) | Pledge                             | 1,000     |

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| 6/18/2010 | UWTV  | 17 Kane Hall<br>Box 353090<br>Seattle, WA 98195-3090    | 501 (c) (3) | Project Support            | 225    |
| 6/22/2010 | Northwest Development Officers Association                            | 2150 N 107th Street<br>Suite 205<br>Seattle, WA 98133   | 501 (c) (3) | General Operating Support  | 95     |
| 6/29/2010 | Lakeside School   | 14050 1st Avenue NE<br>Seattle, WA 98125-3025           | 501 (c) (3) | General Operating Support  | 20,000 |
| 7/1/2010  | Common Sense Alliance   | PO Box 1249<br>Friday Harbor, WA 98250                  | 501 (c) (3) | General Operating Support  | 10,000 |
| 7/1/2010  | University of Washington Foundation                                   | UW Tower, Box 359505<br>Seattle, WA 98195-9505          | 501 (c) (3) | Sponsorship                | 500    |
| 7/1/2010  | Washington Policy Center  | PO Box 3643<br>Seattle, WA 98124                        | 501 (c) (3) | Sponsorship                | 165    |
| 7/5/2010  | Chief Seattle Council, Boy Scouts of America                          | PO Box 440408<br>Seattle, WA 98144                      | 501 (c) (3) | Pledge                     | 100    |
| 7/8/2010  | Colorado College  | 14 E Cache La Poudre<br>Colorado Springs, CO 80903      | 501 (c) (3) | General Operating Support  | 2,700  |
| 7/8/2010  | Jane Goodall Institute For Wildlife Research Education & Conservation | 4245 Fairfax Dr Ste 600<br>Arlington, VA 22203-1698     | 501 (c) (3) | General Operating Support  | 10,000 |
| 7/8/2010  | Pacific Legal Foundation  | 10940 NE 33rd Place<br>Suite 210<br>Bellevue, WA 98004  | 501 (c) (3) | General Operating Support  | 1,000  |
| 7/8/2010  | Seattle Art Museum  | 1300 First Avenue<br>Seattle, WA 98101                  | 501 (c) (3) | General Operating Support  | 778    |
| 7/8/2010  | University of Washington School of Music                              | PO Box 353450<br>Seattle, WA 98195-3450                 | 501 (c) (3) | Greatest Need/Unrestricted | 5,000  |
| 7/8/2010  | Woodland Park Zoo   | 601 N 59th Street<br>Seattle, WA 98103                  | 501 (c) (3) | General Operating Support  | 10,000 |
| 7/14/2010 | Fred Hutchinson Cancer Research Center Foundation                     | 1100 Fairview Avenue N<br>Seattle, WA 98109             | 501 (c) (3) | General Operating Support  | 3,000  |
| 7/14/2010 | Friends of the Natatorium, LTD  | One Keahole Place<br>Suite 1607<br>Honolulu, HI 96825   | 501 (c) (3) | General Operating Support  | 500    |
| 7/14/2010 | Muscular Dystrophy Association  | 3300 East Sunrise Drive<br>Tucson, AZ 85718             | 501 (c) (3) | Project Support            | 100    |
| 7/14/2010 | Special Olympics Washington   | 2150 N 107th Street Suite 220<br>Seattle, WA 98133-9009 | 501 (c) (3) | Project Support            | 250    |
| 7/14/2010 | Special Olympics Washington   | 2150 N 107th Street Suite 220<br>Seattle, WA 98133-9009 | 501 (c) (3) | Project Support            | 500    |
| 8/2/2010  | 5th Avenue Theatre  | 1326 5th Ave<br>Seattle, WA 98101-2602                  | 501 (c) (3) | General Operating Support  | 5,000  |

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| 8/2/2010  | Alzheimer's Association                      | 100 West Harrison Street<br>North Tower, Suite 200<br>Seattle, WA 98119 | 501 (c) (3) | Memorial Gift             | 1,000  |
| 8/2/2010  | Argyle Lutheran Church                       | 100 East Street<br>WI 53504   | 501 (c) (3) | Memorial Gift             | 1,000  |
| 8/2/2010  | Centralia College Foundation                 | 600 Centralia College Blvd<br>Centralia, WA 98531-4035                  | 501 (c) (3) | General Operating Support | 5,000  |
| 8/2/2010  | Colorado College                             | 14 E Cache La Poudre<br>Colorado Springs, CO 80903                      | 501 (c) (3) | General Operating Support | 10,000 |
| 8/2/2010  | Heritage Foundation                          | 214 Massachusetts Avenue<br>NE<br>Washington, DC 20002                  | 501 (c) (3) | General Operating Support | 15,000 |
| 8/2/2010  | Kelso Babe Ruth                              | Po Box 824<br>Kelso, WA 98626-0072                                      | 501 (c) (3) | Project Support           | 10,000 |
| 8/2/2010  | Lone Star Flight Museum                      | PO Box 3099<br>Galveston, TX 77552-0099                                 | 501 (c) (3) | Memorial Gift             | 2,000  |
| 8/2/2010  | Museum of History and Industry               | 2700 24th Avenue E<br>Seattle, WA 98112                                 | 501 (c) (3) | General Operating Support | 5,000  |
| 8/2/2010  | National Air and Space Museum                | MRC 321<br>PO Box 37012<br>Washington, DC 20013-7012                    | 501 (c) (3) | Memorial Gift             | 2,000  |
| 8/2/2010  | National Air and Space Museum                | MRC 321<br>PO Box 37012<br>Washington, DC 20013-7012                    | 501 (c) (3) | General Operating Support | 5,000  |
| 8/2/2010  | Program for Early Parent Support             | 4649 Sunnyside Avenue N<br>#324<br>Seattle, WA 98103                    | 501 (c) (3) | General Operating Support | 5,000  |
| 8/2/2010  | Seattle Children's Theater                   | 201 Thomas Street<br>Seattle, WA 98109                                  | 501 (c) (3) | General Operating Support | 25,000 |
| 8/2/2010  | Simeone Foundation Automotive Museum         | 6825-31 Norwitch Drive<br>Philadelphia, PA 19153                        | 501 (c) (3) | General Operating Support | 2,500  |
| 8/2/2010  | World Affairs Council                        | 2200 Alaskan Way<br>Seattle, WA 98121                                   | 501 (c) (3) | General Operating Support | 1,000  |
| 8/25/2010 | Congressional Medal of Honor FOUNDATION      | 40 Patriots Point Road<br>Mt Pleasant, SC 29464                         | 501 (c) (3) | Project Support           | 4,900  |
| 8/25/2010 | Greater King County Police Activities League | 800 5th Ave 101-216<br>Seattle, WA 98124-3102                           | 501 (c) (3) | Pledge                    | 1,000  |
| 8/25/2010 | Harlem Children's Zone                       | 35 East 125th Street<br>New York, NY 10035                              | 501 (c) (3) | Project Support           | 50,000 |
| 8/25/2010 | Life Support I-90                            | PO Box 264<br>South Cle Elum, WA 98943                                  | 501 (c) (3) | Project Support           | 1,000  |

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|-----------|--|--|-------------|-----------------------------|--------|
| 8/25/2010 | Life Works                                   | 1514 Commerce Ave<br>Longview, WA 98632-4102                         | 501 (c) (3) | Capital Fund Support        | 50,000 |
| 8/25/2010 | Loomis Chaffee School                        | 4 Batchelder Road<br>Windsor, CT 06095                               | 501 (c) (3) | Matching Gift               | 500    |
| 8/25/2010 | National Automobile Museum                   | The Harrah Collection<br>10 South Lake Street<br>Reno, NV 89501-1558 | 501 (c) (3) | Membership/<br>Subscription | 735    |
| 8/25/2010 | Petersen Automotive Museum                   | 6060 Wilshire Blvd<br>Los Angeles, CA 90036                          | 501 (c) (3) | General Operating Support   | 1,160  |
| 8/25/2010 | Prosthetics Outreach Foundation              | 400 East pine Street<br>#225<br>Seattle, WA 98122                    | 501 (c) (3) | Matching Gift               | 50     |
| 8/25/2010 | Race for the Cure                            | various locations  | 501 (c) (3) | Matching Gift               | 50     |
| 8/25/2010 | Rainier Scholars                             | 2100 24th Avenue S<br>Suite 210<br>Seattle, WA 98144                 | 501 (c) (3) | Matching Gift               | 500    |
| 8/25/2010 | Seattle University                           | 901 12th Avenue<br>Seattle, WA 98122-4411                            | 501 (c) (3) | Matching Gift               | 250    |
| 8/25/2010 | Stanford University                          | Gift Processing<br>PO Box 20466<br>Stanford, CA 94305                | 501 (c) (3) | Matching Gift               | 50     |
| 8/25/2010 | Union Gospel Mission                         | PO Box 202<br>Seattle, WA 98111-0202                                 | 501 (c) (3) | Matching Gift               | 114    |
| 8/25/2010 | YWCA of Seattle-King County-Snohomish County | 1118 Fifth Avenue<br>Seattle, WA 98101                               | 501 (c) (3) | Matching Gift               | 300    |
| 8/27/2010 | Seattle Children's                           | PO Box 50020<br>Seattle, WA 98145                                    | 501 (c) (3) | General Operating Support   | 1,000  |
| 9/1/2010  | Solid Ground                                 | 1501 North 45th Street<br>Seattle, WA 98103                          | 501 (c) (3) | Project Support             | 5,000  |
| 9/15/2010 | MentorKids USA                               | 15333 N Pima Road<br>Suite 305<br>Scottsdale, AZ 85260               | 501 (c) (3) | Project Support             | 500    |
| 9/16/2010 | College Success Foundation                   | 1605 NW Sammamish Road<br>Suite 200<br>Issaquah, WA 98027-5388       | 501 (c) (3) | Project Support             | 4,925  |
| 9/16/2010 | Congressional Medal of Honor FOUNDATION      | 40 Patriots Point Road<br>Mt. Pleasant, SC 29464                     | 501 (c) (3) | Sponsorship                 | 10,000 |
| 9/16/2010 | Heritage Flight Museum                       | 4165 Mitchell Way<br>Bellingham, WA 98226-7686                       | 501 (c) (3) | Project Support             | 1,000  |
| 9/16/2010 | National Air and Space Museum                | MRC 321<br>PO Box 37012<br>Washington, DC 20013-7012                 | 501 (c) (3) | Memorial Gift               | 1,000  |

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| 9/16/2010  | Tabor 100   | 2330 130th Ave NE<br>Suite 101<br>Bellevue, WA 98005                            | 501 (c) (3) | Project Support                | 1,000   |
| 9/17/2010  | National Air and Space Museum   | MRC 321<br>PO Box 37012<br>Washington, DC 20013-7012                            | 501 (c) (3) | Memorial Gift                  | (1,000) |
| 9/22/2010  | American Lung Association Of California                               | 424 Pendleton Way<br>Oakland, CA 94621-2116                                     | 501 (c) (3) | Greatest Need/<br>Unrestricted | 1,000   |
| 9/30/2010  | Armed Forces Foundation   | 16 North Carolina Ave SE<br>Washington, DC 20003                                | 501 (c) (3) | General Operating<br>Support   | 1,000   |
| 9/30/2010  | Association of Washington Business Institute                          | PO Box 658<br>Olympia, WA 98507-0658  | 501 (c) (3) | Project Support                | 200     |
| 9/30/2010  | Camas County Pre-School & Day Care                                    | 127 Willow Avenue East<br>Fairfield, ID 83322                                   | 501 (c) (3) | Pledge                         | 5,000   |
| 9/30/2010  | Childhaven  | 316 Broadway<br>Seattle, WA 98122   | 501 (c) (3) | Project Support                | 1,000   |
| 9/30/2010  | Evergreen Aviation & Space Museum                                     | Membership<br>500 NE Captain Michael<br>King Smith Way<br>McMinnville, OR 97128 | 501 (c) (3) | General Operating<br>Support   | 4,518   |
| 9/30/2010  | National Center for Family Philanthropy                               | 1101 Connecticut Ave NW<br>Suite 220<br>Washington, DC 20036                    | 501 (c) (3) | General Operating<br>Support   | 2,000   |
| 9/30/2010  | Pacific Science Center  | 200 Second Avenue North<br>Seattle, WA 98109                                    | 501 (c) (3) | General Operating<br>Support   | 5,000   |
| 10/11/2010 | Association Of Fundraising Professionals                              | 2150 N 107th Street<br>Suite 205<br>Seattle, WA 98133-9009                      | 501 (c) (3) | Sponsorship                    | 375     |
| 10/11/2010 | Lee National Denim Day  | P.O. Box 60468<br>Los Angeles, CA 90060   | 501 (c) (3) | Matching Gift                  | 180     |
| 10/21/2010 | Hydroplane and Raceboat Museum  | 5917 South 196th Street<br>Kent, WA 98032                                       | 501 (c) (3) | Project Support                | 10,000  |
| 11/3/2010  | Jane Goodall Institute For Wildlife Research Education & Conservation | 4245 Fairfax Dr Ste 600<br>Arlington, VA 22203-1698                             | 501 (c) (3) | Project Support                | 2,000   |
| 11/3/2010  | USO Puget Sound   | 17801 International Blvd<br>PMB 313<br>Seattle, WA 98158                        | 501 (c) (3) | Pledge                         | 5,000   |
| 11/17/2010 | Ducks Unlimited Seattle Chapter                                       | 24 Roy Street<br>PMB 442<br>Seattle, WA 98109                                   | 501 (c) (3) | Project Support                | 5,000   |
| 11/17/2010 | Multiple Sclerosis Society  | 192 Nickerson St<br>Suite 100<br>Seattle, WA 98109                              | 501 (c) (3) | Sponsorship                    | 1,000   |

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| 11/17/2010 | New Life Church @ Renton                            | 15717 152nd Ave SE<br>Renton, WA 98058                                 | 501 (c) (3) | Matching Gift                | 5,000  |
| 11/17/2010 | Seattle Children's                                  | PO Box 50020<br>Seattle, WA 98145                                      | 501 (c) (3) | Matching Gift                | 100    |
| 11/17/2010 | Seattle Foundation                                  | 1200 Fifth Avenue<br>Suite 1300<br>Seattle, WA 98101-3151              | 501 (c) (3) | Sponsorship                  | 1,000  |
| 11/17/2010 | Summer Search Seattle                               | 1109 First Ave, Suite 205<br>Seattle, WA 98101                         | 501 (c) (3) | Matching Gift                | 500    |
| 11/17/2010 | Washington Policy Center                            | PO Box 3643<br>Seattle, WA 98124                                       | 501 (c) (3) | Sponsorship                  | 14,100 |
| 11/17/2010 | Whim W'Him  | 2030 13th Ave West<br>Suite 203<br>Seattle, WA 98119                   | 501 (c) (3) | Pledge                       | 5,000  |
| 12/1/2010  | Boise State University<br>Foundation                | 2225 University Drive<br>Boise, ID 83725                               | 501 (c) (3) | Matching Gift                | 50     |
| 12/1/2010  | Brubeck Institute                                   | University of the Pacific<br>3601 Pacific Avenue<br>Stockton, CA 95211 | 501 (c) (3) | General Operating<br>Support | 500    |
| 12/1/2010  | International Motor Racing<br>Research Center       | 610 South Decatur Street<br>Watkins Glen, NY 14891-<br>1613            | 501 (c) (3) | General Operating<br>Support | 900    |
| 12/1/2010  | Museum of Flight                                    | 9404 East Marginal Way<br>South<br>Seattle, WA 98108-4097              | 501 (c) (3) | Sponsorship                  | 2,500  |
| 12/1/2010  | National Automobile Museum                          | The Harrah Collection<br>10 South Lake Street<br>Reno, NV 89501-1558   | 501 (c) (3) | General Operating<br>Support | 500    |
| 12/1/2010  | National Business Aviation<br>Association Charities | 1200 18th Street NW<br>Suite 400<br>Washington, DC 20036               | 501 (c) (3) | General Operating<br>Support | 1,000  |
| 12/1/2010  | Northwest Harvest                                   | PO Box 12272<br>Seattle, WA 98102                                      | 501 (c) (3) | Matching Gift                | 160    |
| 12/1/2010  | Simple Measures                                     | PO Box 94493<br>Seattle, WA 98124-6793                                 | 501 (c) (3) | Matching Gift                | 1,000  |
| 12/1/2010  | Teach for America                                   | 315 West 36th Street<br>New York, NY 10018                             | 501 (c) (3) | Matching Gift                | 150    |
| 12/1/2010  | University Child Development<br>School              | 5062 9th Ave NE<br>Seattle, WA 98105                                   | 501 (c) (3) | Matching Gift                | 150    |
| 12/1/2010  | University of Washington<br>Foundation              | UW Tower, Box 359505<br>Seattle, WA 98195-9505                         | 501 (c) (3) | Memorial Gift                | 1,000  |
| 12/2/2010  | Thrive By Five Washington                           | 1218 Third Avenue, 8th Floor<br>Seattle, WA 98101                      | 501 (c) (3) | Matching Gift                | 500    |
| 12/3/2010  | Rwanda Girls Initiative                             | PO Box 325<br>Medina, WA 98039   | 501 (c) (3) | General Operating<br>Support | 118    |

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|--------------|--|---|--------------------|---------------------------|-------------|
| 12/3/2010    | Rwanda Girls Initiative  | PO Box 325<br>Medina, WA 98039                        | 501 (c) (3)        | General Operating Support | 908         |
| 12/8/2010    | Camas County Pre-School & Day Care   | 127 Willow Avenue East<br>Fairfield, ID 83322         | 501 (c) (3)        | Pledge                    | 5,000       |
| 12/8/2010    | Northwest Harvest  | PO Box 12272<br>Seattle, WA 98102                     | 501 (c) (3)        | Matching Gift             | 500         |
| 12/14/2010   | CHP 11 99 Foundation   | 2244 N State College Blvd<br>Fullerton, CA 92831-1361 | 501 (c) (3)        | General Operating Support | 500         |
| 12/16/2010   | Lakeside School  | 14050 1st Avenue NE<br>Seattle, WA 98125-3025         | 501 (c) (3)        | General Operating Support | 10,000      |
| 12/16/2010   | Lakeside School  | 14050 1st Avenue NE<br>Seattle, WA 98125-3025         | 501 (c) (3)        | General Operating Support | 20,000      |
| 12/17/2010   | Forgotten Ones Foundation  | PO Box 24855<br>Federal Way, WA 98093                 | 501 (c) (3)        | Matching Gift             | 1,900       |
| 12/17/2010   | We Believe Guild   | 935 Evergreen Drive<br>Bellevue, WA 98004             | 501 (c) (3)        | General Operating Support | 5,000       |
| 12/31/2010   | From Pass Through Investment Partnerships  | various locations                                     | 501 (c) (3)        | General Operating Support | 6,006       |
| Various      | Talaris Research Institute   | P.O. Box 1607   | Private Foundation | General Operating Support | 1,790,194   |
|              | Less Grants Paid to Talaris Research Institute treated as a distribution of corpus under Treas Reg. 53.4942(a)-3 |   |                    |                           | (1,790,194) |
| Grand Totals |  |   |                    |                           | 3,563,302   |

**Apex Foundation**  
**EIN: 91-1950397**  
**2010 Form 990-PF**  
**Part VII-B, Question 5c – Expenditure Responsibility**

**Expenditure Responsibility Statement**

Pursuant to IRC Regulation Sec. 53-4945-5(d)(2) the Apex Foundation provides the following information:

- |                         |  |
|-------------------------|--|
| (i) Grantee:            | Talaris Research Institute<br>P.O. Box 45040<br>Seattle, WA 98145  |
| (ii) Amount of Grants:  | \$ 1,790,194 (general support)   |
| (iii) Purpose of Grant: | General support for the Talaris Research Institute, a private operating foundation engaged in conducting research and collecting research information from experts in the areas of mind, brain and learning research in the amount of \$1,790,194. |
| (iv) & (vi) Reports:    | All expenditure responsibility and out of corpus reports have been received.   |
| (v) Diversions:         | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.  |
| (vii) Verification:     | Verification of the report was made by contacting the research organization associated with the University of Washington, a public institution of higher learning, to confirm receipt of grant funds from Talaris Research Institute.              |

**Apex Foundation**  
**EIN: 91-1950397**  
**2010 Form 990-PF**  
**Part VII-B, Question 5c – Expenditure Responsibility**

**Expenditure Responsibility Statement**

Pursuant to IRC Regulation Sec. 53-4945-5(d)(2) the Apex Foundation provides the following information:

- |                          |  |
|--------------------------|--|
| (i) Grantee:             | Queensland Museum Foundation<br>PO Box 3300<br>South Bank, Queensland<br>Australia 4101  |
| (ii) Amount of Grants:   | \$5,000 (general support)<br>\$1,000 (general support)   |
| (iii) Purpose of Grants: | General support for Queensland Museum Foundation, a foreign charitable organization, which formed to financially support the Queensland Museum in achieving its goals and ensure continuity of the high standard of research, care of the State collections, and service delivery. |
| (iv) & (vi) Reports:     | The grants to Queensland Museum Foundation was made during 2006. The reports for the 2006 grants are expected during 2011.   |
| (v) Diversions:          | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grants were originally made.  |

Apex Foundation  
EIN: 91-1950397  
2010 Form 990-PF  
Part VII-B, Question 5c – Expenditure Responsibility

Expenditure Responsibility Statement

Pursuant to IRC Regulation Sec. 53-4945-5(d)(2) the Apex Foundation provides the following information:

- |                         |   |
|-------------------------|---|
| (i) Grantee:            | Workshops Rail Museum<br>North Street<br>PO Box 2234<br>North Ipswich, Queensland<br>Australia 4305   |
| (ii) Amount of Grants:  | \$1,000 (general support)   |
| (iii) Purpose of Grant: | General support for Workshops Rail Museum, a foreign charitable organization, which formed for the objective of preserving the history of the first rail site in Queensland and educating the public on its influence in Australia. |
| (iv) & (vi) Reports:    | The grant to Workshops Rail Museum was made during 2006. The reports for the 2006 grant are expected during 2011.   |
| (v) Diversions:         | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.   |