EXTENSION ATTACHED

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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: AVEN FOUNDATION

A Employer identification number: 91-2009458

Number and street (or P O. box number if mail is not delivered to street address): P.O. BOX 53508 | Room/suite:

B Telephone number (see page 10 of the instructions): (425) 586-8011

City or town, state, and ZIP code: BELLEVUE, WA 98015-3508

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 56,115,749.

J Accounting method: [X] Cash ☐ Accrual
☐ Other (specify) ________
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

Section	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0.			
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	125.	125.		
	4	Dividends and interest from securities	686,585.	685,666.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	306,011.			
	b	Gross sales price for all assets on line 6a 3,955,043.				
	7	Capital gain net income (from Part IV, line 2)		306,011.		
	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) (attach schedule)				
	11	Other income (attach schedule)	-214,749.	-214,749.		ATCH 1
	12	**Total.** Add lines 1 through 11	777,972.	777,053.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 2	7,465.	0.	0.	0.
	c	Other professional fees (attach schedule)				
	17	Interest	5,420.	5,420.		
	18	Taxes (attach schedule) (see page 14 of the instructions) **	37,148.	37,113.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 4	66,133.	58,072.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	116,166.	100,605.	0.	0.
	25	Contributions, gifts, grants paid	2,956,037.			1,956,037.
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,072,203.	100,605.	0.	1,956,037.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-2,294,231.			
	b	**Net investment income** (if negative, enter -0-)		676,448.		
	c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED NOV 10 2011 OGDEN, UT

SCANNED NOV 14 2011

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	18,522,644.	5,030,117.	5,030,117.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 5	13,270,062.	12,060,034.	15,497,275.
c	Investments - corporate bonds (attach schedule) ATCH 6	1,000,549.	3,123,787.	3,228,338.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 7)	18,391,346.	28,682,110.	32,360,019.
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	51,184,601.	48,896,048.	56,115,749.
17	Accounts payable and accrued expenses	1,395.	7,073.	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	1,395.	7,073.	
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see page 17 of the instructions)	51,183,206.	48,888,975.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	51,184,601.	48,896,048.	

(Lines 1–16: Assets; lines 17–23: Liabilities; lines 24–31: Net Assets or Fund Balances)

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	51,183,206.
2	Enter amount from Part I, line 27a	2	-2,294,231.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	48,888,975.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	48,888,975.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } — 2 — 306,011.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 — 3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2009	3,816,557.	44,227,788.	0.086293
2008	3,764,571.	54,508,835.	0.069064
2007	5,322,212.	42,704,339.	0.124629
2006	4,583,989.	39,653,153.	0.115602
2005	1,375,366.	14,242,592.	0.096567

2	**Total** of line 1, column (d)	2	0.492155
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.098431
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	55,040,150.
5	Multiply line 4 by line 3	5	5,417,657.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,764.
7	Add lines 5 and 6	7	5,424,421.
8	Enter qualifying distributions from Part XII, line 4	8	1,956,037.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	13,529.
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	
3	Add lines 1 and 2	3	13,529.
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	13,529.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 15,195.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 15,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	30,195.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	16,666.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 6,766. **Refunded** ▶	11	9,900.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ WA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ AVEN FOUNDATION Telephone no. ▶ 425-586-8011

Located at ▶ P.O. BOX 53508 BELLEVUE, WA ZIP + 4 ▶ 98015-3508

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ ATTACHMENT 8			

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.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ________, ________, ________, ________			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ________, ________, ________, ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? *(see page 22 of the instructions)* ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 9		0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	17,617,897.
b	Average of monthly cash balances	1b	5,900,408.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	32,360,020.
d	**Total** (add lines 1a, b, and c)	1d	55,878,325.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	55,878,325.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	838,175.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,040,150.
6	**Minimum investment return.** Enter 5% of line 5	6	2,752,008.

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

1	Minimum investment return from Part X, line 6			1	2,752,008.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	13,529.		
b	Income tax for 2010. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	13,529.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,738,479.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,738,479.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,738,479.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,956,037.
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	0.
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	1,956,037.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,956,037.

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

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

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					2,738,479.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only					
b Total for prior years. 20 08 ,20 07 ,20 06					
3 Excess distributions carryover, if any, to 2010:					
a From 2005	692,504.				
b From 2006	3,115,353.				
c From 2007	3,750,037.				
d From 2008	1,064,793.				
e From 2009	1,625,593.				
f Total of lines 3a through e		10,248,280.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,956,037.					
a Applied to 2009, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d Applied to 2010 distributable amount					1,956,037.
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).)		782,442.			782,442.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		9,465,838.			
b Prior years' undistributed income. Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions					
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions					
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		9,465,838.			
10 Analysis of line 9					
a Excess from 2006	3,025,415.				
b Excess from 2007	3,750,037.				
c Excess from 2008	1,064,793.				
d Excess from 2009	1,625,593.				
e Excess from 2010					

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

JOHN STANTON AND THERESA GILLESPIE

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

ATTACHMENT 10

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

NO PARTICULAR FORM

c Any submission deadlines:

NO DEADLINES

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

ATTACHMENT 11

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATTACHMENT 12				
Total ▶ 3a				2,956,037.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	523000	1.	14	124.	
4 Dividends and interest from securities			14	686,585.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	523000	659.	14	305,352.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b ATTACHMENT 13		-3,114.		-211,635.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-2,454.		780,426.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 777,972.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

X [signature] | X 11/3/11 | X Director

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Allan Steinman	[signature]	10/28/2011		P00291282
Firm's name ▶ BADER MARTIN, P.S.			Firm's EIN ▶ 91-1501421	
Firm's address ▶ 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022			Phone no. 206-621-1900	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					44,328.	
		100,000 SHS CLEARWIRE CORP PROPERTY TYPE: SECURITIES				P	12/15/2009	06/04/2010
24,300.		0.					24,300.	
		93,370.68 SHS MFO PIMCO FDS DEVELOPING L PROPERTY TYPE: SECURITIES				P	03/24/2010	10/07/2010
1,000,000.		944,064.					55,936.	
		52,850 SHS MFC ISHARES TR MSCI PROPERTY TYPE: SECURITIES				P	11/11/2008	06/15/2010
2,000,022.		1,555,333.					444,689.	
		11,400 SHS MONTPELIER RE HOLDINGS LTD CO PROPERTY TYPE: SECURITIES				P	01/15/2010	02/25/2010
202,395.		198,745.					3,650.	
		16,800 SHS BOSTON SCIENTIFIC CORP PROPERTY TYPE: SECURITIES				P	01/15/2010	08/17/2010
92,200.		156,547.					-64,347.	
		3,100 SHS HOSPIRA INC PROPERTY TYPE: SECURITIES				P	01/15/2010	08/17/2010
164,926.		159,534.					5,392.	
		LOSS ON FORWARD FX CONTRACTS PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2010
0.		1,010.					-1,010.	
		GAIN ON CASH TRANSLATION PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2010
580.		0.					580.	
		MFC TEMPLETON DRAGON FD INC COM PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
2,642.		0.					2,642.	
		MFC CHINA FD INC PROPERTY TYPE: SECURITIES				P	VARIOUS	12/21/2010
8,168.		0.					8,168.	
		MFC TEMPLETON RUSSIA PROPERTY TYPE: SECURITIES				P	VARIOUS	12/09/2010
209.		0.					209.	
		ICBP - ASSURED COMSTK				P	VARIOUS	12/06/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PROPERTY TYPE: SECURITIES						
407.		0.					407.	
		676 SHS TAIWAN GTR CHINA FD SH BEN				P	VARIOUS	12/28/2010
		PROPERTY TYPE: SECURITIES						
5,219.		4,308.					911.	
		.88 SHS MFC MACQUARIE / 1ST TR GLOBAL				P	VARIOUS	12/28/2010
		PROPERTY TYPE: SECURITIES						
10.		13.					-3.	
		AETHER REAL ESTATE FUND II K-1				P	VARIOUS	VARIOUS
		PROPERTY TYPE: OTHER						
3,459.		0.					3,459.	
		CREDOS FLOATING RATE FUND K-1				P	VARIOUS	VARIOUS
		PROPERTY TYPE: OTHER						
93,393.		0.					93,393.	
		CREDOS FLOATING RATE FUND K-1				P	VARIOUS	VARIOUS
		PROPERTY TYPE: OTHER						
78,071.		0.					78,071.	
		DARWIN VENTURE CAPITAL K-1				P	VARIOUS	VARIOUS
		PROPERTY TYPE: OTHER						
3,545.		0.					3,545.	
		DARWIN VENTURE CAPITAL K-1				P	VARIOUS	VARIOUS
		PROPERTY TYPE: OTHER						
0.		17,838.					-17,838.	
		EPOCH GLOBAL ABSOLUTE RETURN FUND K-1				P	VARIOUS	VARIOUS
		PROPERTY TYPE: OTHER						
0.		23,714.					-23,714.	
		EPOCH GLOBAL ABSOLUTE RETURN FUND K-1				P	VARIOUS	VARIOUS
		PROPERTY TYPE: OTHER						
126,234.		0.					126,234.	
		MCKINLEY CAPITAL INTL GROWTH K-1				P	VARIOUS	VARIOUS
		PROPERTY TYPE: OTHER						
0.		47,511.					-47,511.	
		MCKINLEY CAPITAL INTL GROWTH K-1				P	VARIOUS	VARIOUS
		PROPERTY TYPE: OTHER						
12,996.		0.					12,996.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		OCTAVIAN TE FUND K-1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
3,483.		0.					3,483.	
		SUN CAPITAL PARTNERS V K-1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
161.		0.					161.	
		THORNBURG INTL EQUITY FUND K-1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
0.		11,631.					-11,631.	
		THORNBURG INTL EQUITY FUND K-1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
0.		39,697.					-39,697.	
		WATERSHED CAPITAL K-1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
58,973.		0.					58,973.	
		WATERSHED CAPITAL K-1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
0.		116,292.					-116,292.	
		CONTRACTS & STRADDLES INC FROM MCKINLEY PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
0.		1,795.					-1,795.	
		CONTRACTS & STRADDLES INC FROM MCKINLEY PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
0.		2,693.					-2,693.	
		CONTRACTS & STRADDLES INC FROM THORNBURG PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
0.		3,342.					-3,342.	
		CONTRACTS & STRADDLES INC FROM THORNBURG PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
0.		5,013.					-5,013.	
		GAIN ON DISPOSITION OF CREDOS PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
28,455.		0.					28,455.	
		LOSS ON DISPOSITION OF HIGHSIDE PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
0.		358,656.					-358,656.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		LOSS ON FORWARD FX CONTRACTS PROPERTY TYPE: OTHER				P	VARIOUS	12/31/2010
0.		1,296.					-1,296.	
		GAIN ON CASH TRANSLATION PROPERTY TYPE: OTHER				P	VARIOUS	12/31/2010
824.		0.					824.	
		MFO TEMPLETON INC TR GLOBAL FD PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
43.		0.					43.	
TOTAL GAIN(LOSS)							306,011.	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AETHER REAL ASSETS I K-1	-11,792.	-11,792.
MCKINLEY CAPITAL K-1	-7,658.	-7,658.
OCTAVIAN TE FUND	-18,784.	-18,784.
SUN CAPITAL K-1	-856.	-856.
THORNBURG K-1	-19,868.	-19,868.
WATERSHED CAPITAL K-1	-18,606.	-18,606.
DARWIN VENTURE CAPITAL K-1	-60,050.	-60,050.
CREDOS FLOATING RATE FUND K-1	-7,556.	-7,556.
EPOCH GLOBAL ABSOLUTE RETURN FUND K-1	-67,930.	-67,930.
SAVANNA REAL ESTATE FUND II K-1	-1,649.	-1,649.
TOTALS	-214,749.	-214,749.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING/TAX PREP 990-PF	7,465.	0.		
TOTALS	7,465.	0.	0.	0.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STATE LICENSE & REGISTRATION	35.	0.
FOREIGN TAXES PAID FROM K-1'S	15,995.	15,995.
FOREIGN TAXES PAID FROM NT	21,083.	21,083.
US TREASURY FEE	35.	35.
TOTALS	37,148.	37,113.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUSTODY FEES-NORTHERN 997	8,165.	8,165.
CUSTODY FEES-NORTHERN AVF01	2,056.	2,056.
CUSTODY FEES-NORTHERN AVF02	1,592.	1,592.
CUSTODY FEES-NORTHERN 905	2,062.	2,062.
PHILANTHROPY NORTHWEST DUES	5,775.	0.
NON-DEDUCTIBLE EXP- K-1'S	26.	0.
FEES RELATED TO TE INCOME	837.	0.
FOREIGN EXCHANGE ADJUSTMENT	1,423.	0.
KNIGHTSBRIDGE MGMT FEES	37,330.	37,330.
LAZARD MGMT FEES	6,867.	6,867.
TOTALS	66,133.	58,072.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENT A	13,270,062.	12,060,034.	15,497,275.
TOTALS	13,270,062.	12,060,034.	15,497,275.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PIMCO	1,000,549.	2,102,969.	2,220,468.
TEMPLETON GLOBAL BOND	0.	1,020,818.	1,007,870.
TOTALS	1,000,549.	3,123,787.	3,228,338.

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENT A	18,318,631.	28,186,231.	31,864,140.
RECOVERABLE TAXES	26,110.	24,687.	24,687.
PENDING SALES	45,958.	0.	0.
INT & DIV RECEIVABLE	647.	4,477.	4,477.
CREDOS- REDEMPTION RECEIVABLE	0.	466,715.	466,715.
TOTALS	18,391,346.	28,682,110.	32,360,019.

ATTACHMENT 8

FORM 990PF, PART VII-A, LINE 16 - LIST OF FOREIGN COUNTRIES

FRANCE
HONG KONG

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN W. STANTON P.O. BOX 53508 BELLEVUE, WA 98015-3508	DIRECTOR 4.00	0.	0.	0.
THERESA E. GILLESPIE P.O. BOX 53508 BELLEVUE, WA 98015-3508	DIRECTOR 4.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

AVEN FOUNDATION
P.O. BOX 53508, BELLEVUE, WA 98015

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE AVEN FOUNDATION PRE-SELECTS CHARITABLE ORGANIZATIONS TO RECEIVE GRANTS, BUT ALSO ACCEPTS PETITIONS FROM OTHER CHARITABLE ORGANIZATIONS TO RECEIVE GRANTS.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHMENT B	NONE EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	2,956,000.
FROM DARWIN K-1	NONE EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	37.
		TOTAL CONTRIBUTIONS PAID	2,956,037.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MCKINLEY CAPITAL K-1			14	-7,658.	
OCTAVIAN TE FUND			14	-18,784.	
SUN CAPITAL K-1			14	-856.	
THORNBURG K-1			14	-19,868.	
WATERSHED CAPITAL K-1			14	-18,606.	
DARWIN VENTURE CAPITAL K-1			14	-60,050.	
CREDOS FLOATING RATE FUND K-1			14	-7,556.	
AETHER REAL ASSETS K-1	523000	-3,114.	14	-8,678.	
EPOCH GLOBAL ABSOLUTE K-1			14	-67,930.	
SAVANNA REAL ESTATE FUND II K-1			14	-1,649.	
TOTALS		-3,114.		-211,635.	

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust: AVEN FOUNDATION

Employer identification number: 91-2009458

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	96,949.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	96,949.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	164,734.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	44,328.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	209,062.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			96,949.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			209,062.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			771.
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			306,011.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover.*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2010

Name of estate or trust: AVEN FOUNDATION

Employer identification number: 91-2009458

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a					
100,000 SHS CLEARWIRE CORP	12/15/2009	06/04/2010	24,300.	0.	24,300.
93,370.68 SHS MFO PIMCO FDS DEVELOPING LOCAL MKT	03/24/2010	10/07/2010	1,000,000.	944,064.	55,936.
11,400 SHS MONTPELIER RE HOLDINGS LTD COM	01/15/2010	02/25/2010	202,395.	198,745.	3,650.
16,800 SHS BOSTON SCIENTIFIC CORP	01/15/2010	08/17/2010	92,200.	156,547.	-64,347.
3,100 SHS HOSPIRA INC	01/15/2010	08/17/2010	164,926.	159,534.	5,392.
LOSS ON FORWARD FX CONTRACTS	VARIOUS	12/31/2010	0.	1,010.	-1,010.
GAIN ON CASH TRANSLATION	VARIOUS	12/31/2010	580.	0.	580.
ICBP - ASSURED COMSTK	VARIOUS	12/06/2010	407.	0.	407.
676 SHS TAIWAN GTR CHINA FD SH BEN	VARIOUS	12/28/2010	5,219.	4,308.	911.
.88 SHS MFC MACQUARIE / 1ST TR GLOBAL	VARIOUS	12/28/2010	10.	13.	-3.
CREDOS FLOATING RATE FUND K-1	VARIOUS	VARIOUS	93,393.	0.	93,393.
DARWIN VENTURE CAPITAL K-1	VARIOUS	VARIOUS	3,545.	0.	3,545.
EPOCH GLOBAL ABSOLUTE RETURN FUND K-1	VARIOUS	VARIOUS	0.	23,714.	-23,714.
MCKINLEY CAPITAL INTL GROWTH K-1	VARIOUS	VARIOUS	0.	47,511.	-47,511.
OCTAVIAN TE FUND K-1	VARIOUS	VARIOUS	3,483.	0.	3,483.
SUN CAPITAL PARTNERS V K-1	VARIOUS	VARIOUS	161.	0.	161.
THORNBURG INTL EQUITY FUND K-1	VARIOUS	VARIOUS	0.	11,631.	-11,631.
WATERSHED CAPITAL K-1	VARIOUS	VARIOUS	58,973.	0.	58,973.
CONTRACTS & STRADDLES INC FROM MCKINLEY K-1	VARIOUS	VARIOUS	0.	1,795.	-1,795.
CONTRACTS & STRADDLES INC FROM THORNBURG K-1	VARIOUS	VARIOUS	0.	3,342.	-3,342.
LOSS ON FORWARD FX CONTRACTS	VARIOUS	12/31/2010	0.	1,296.	-1,296.
GAIN ON CASH TRANSLATION	VARIOUS	12/31/2010	824.	0.	824.
MFO TEMPLETON INC TR GLOBAL FD	VARIOUS	VARIOUS	43.	0.	43.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 96,949.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 52,850 SHS MFC ISHARES TR MSCI	11/11/2008	06/15/2010	2,000,022.	1,555,333.	444,689.
MFC TEMPLETON DRAGON FD INC COM	VARIOUS	VARIOUS	2,642.	0.	2,642.
MFC CHINA FD INC	VARIOUS	12/21/2010	8,168.	0.	8,168.
MFC TEMPLETON RUSSIA	VARIOUS	12/09/2010	209.	0.	209.
AETHER REAL ESTATE FUND II K-1	VARIOUS	VARIOUS	3,459.	0.	3,459.
CREDOS FLOATING RATE FUND K-1	VARIOUS	VARIOUS	78,071.	0.	78,071.
DARWIN VENTURE CAPITAL K-1	VARIOUS	VARIOUS	0.	17,838.	-17,838.
EPOCH GLOBAL ABSOLUTE RETURN FUND K-1	VARIOUS	VARIOUS	126,234.	0.	126,234.
MCKINLEY CAPITAL INTL GROWTH K-1	VARIOUS	VARIOUS	12,996.	0.	12,996.
THORNBURG INTL EQUITY FUND K-1	VARIOUS	VARIOUS	0.	39,697.	-39,697.
WATERSHED CAPITAL K-1	VARIOUS	VARIOUS	0.	116,292.	-116,292.
CONTRACTS & STRADDLES INC FROM MCKINLEY K-1	VARIOUS	VARIOUS	0.	2,693.	-2,693.
CONTRACTS & STRADDLES INC FROM THORNBURG K-1	VARIOUS	VARIOUS	0.	5,013.	-5,013.
GAIN ON DISPOSITION OF CREDOS	VARIOUS	VARIOUS	28,455.	0.	28,455.
LOSS ON DISPOSITION OF HIGHSIDE	VARIOUS	VARIOUS	0.	358,656.	-358,656.
6b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b					164,734.

FEDERAL FOOTNOTES

DISTRIBUTIONS FOR CHARITABLE PURPOSES:
CONTRIBUTIONS, GIFTS, GRANTS PAID
FORM 990-PF, PART I, LINE 25, COLUMN D

AVEN FOUNDATION PAID $1,000,000 IN CONTRIBUTIONS TO VOILA FOUNDATION, A 501(C)(3) ORGANIZATION. VOILA FOUNDATION IS AN ORGANIZATION INDIRECTLY CONTROLLED BY DISQUALIFIED PERSONS. THE $1,000,000 CONTRIBUTION IS THEREFORE EXCLUDED FROM FORM 990-PF, PART I, LINE 25, COLUMN D.

TOTAL CONTRIBUTIONS, GIFTS, GRANTS PAID (COULMN A)	$2,956,037
LESS: CONTRIBUTIONS TO A CONTROLLED ORGANIZATION	$1,000,000
TOTAL CONTRIBUTIONS PAID (COLUMN D)	$1,956,037

AVEN FOUNDATION
EIN. 91-2009458
2010 FORM 990-PF
ATTACHMENT A

FORM 990, PART II, LINE 10b

INVESTMENTS- CORPORATE STOCKS	BEGINNING BOOK VALUE	ENDING BOOK VALUE	FAIR MARKET VALUE
Clearwire	$ 301,540	$ 301,540	$ 515,000
Columbia Sportswear	$ 216,250	$ 216,250	$ 1,507,500
Ishares	$ 3,727,366	$ 2,172,033	$ 3,397,202
McKinley Capital International Growth Fund LP	$ 1,821,543	$ -	$ -
Wm Blair Fund	$ 1,111,122	$ 1,117,324	$ 1,196,220
DFA Fund	$ 1,242,224	$ 1,278,314	$ 1,147,675
IVA INTL Fund -1	$ -	$ 2,065,372	$ 2,288,248
Eaton Vance	$ 2,020,238	$ 2,063,391	$ 2,505,342
GSEM	$ 2,829,779	$ 2,845,810	$ 2,940,088
Total Common Stocks	$ 13,270,062	$ 12,060,034	$ 15,497,275

FORM 990, PART II, LINE 15

OTHER ASSETS		BOOK VALUE	FAIR MARKET VALUE
Crown European Buyout Opportunities II Fund (b)	$ 377,475	$ 536,551	$ 473,626
CamCap Energy Offshore Fund LTD	$ 1,000,000	$ 1,000,000	$ 1,001,510
Credos Floating Rate Fund	$ 2,031,273	$ -	$ -
D3 Offshore Fund LP	$ 1,000,000	$ 1,000,000	$ 1,508,298
Darwin Venture Capital Fund of Funds II	$ 501,991	$ 608,689	$ 838,629
Double Black Diamond	$ 1,000,000	$ 1,000,000	$ 1,359,919
East Side Capital Ltd 06/07 Fund	$ 1,000,000	$ 1,000,000	$ 1,082,161
Highside Offshore LTD	$ 1,152,767	$ -	$ -
Octavian TE Fund LP, incl side pocket	$ 974,191	$ 962,261	$ 991,702
Park West Partners Ltd Class A Series 1 New Issue Fund	$ 1,000,000	$ 1,000,000	$ 1,365,587
Passport Offshore	$ 1,000,000	$ 1,000,000	$ 1,263,190
Polygon Global Opportunties Fund LP (offshore)	$ 783,149	$ 642,837	$ 161,501
Squadron Asia Pacific (Offshore) Fund LP	$ 567,022	$ 613,140	$ 734,161
Sun Capital Partners V LP	$ 147,199	$ 228,694	$ 355,540
Thornburg International Equity Fund (Q.P.) LLC	$ 2,500,689	$ 2,474,121	$ 3,109,387
Watershed Capital Inst. Partners LP	$ 1,240,968	$ 1,234,717	$ 1,035,456
York Asian Opportunities Unit Trust	$ 1,033,137	$ 1,033,137	$ 1,137,279
York European Opportunities Unit Trust	$ 1,008,770	$ 1,008,770	$ 981,464
Aether Real Assets I, LP	$ -	$ 62,688	$ 76,801
Anchorage CP Offshore	$ -	$ 1,000,000	$ 1,043,607
Epoch Global Absolute Return	$ -	$ 4,090,441	$ 4,442,919
Kenmare Offshore	$ -	$ 1,000,000	$ 1,027,215
Savana RE Fund	$ -	$ 298,351	$ 315,503
Knightsbridge managed account	$ -	$ 3,459,276	$ 4,223,811
Lazard managed account	$ -	$ 1,943,981	$ 2,316,498
York Offshore Dis Mortgage	$ -	$ 988,577	$ 1,018,376
	$ 18,318,631	$ 28,186,231	$ 31,864,140

Recipient	Address	Relationship to Substantial Contributor & Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Bellevue Baseball Club	PO Box 53508 Bellevue, WA 98015-3508	None, Exempt	Youth Baseball League	$ 30,000.00
Boy Scouts of America	Boy Scouts of America c/o Jon Harthun Chief Seattle Council 3120 Rainier Avenue South Seattle, WA 98144	None, Exempt	Friends of Scouting Campaign	10,000.00
Children's Home Society of Washington	Children's Home Society of Washington 3300 NE 65th Street P O Box 15190 Seattle, WA 98115	None, Exempt	Uncompensated Care/Out of Home care program	25,000.00
College Success Foundation	College Success Foundation 1605 NW Sammamish Rd #200 Issaquah, WA 98027	None, Exempt	Benefiting the Washington State Governors Scholarships for Foster Youth	15,000.00
Crisis Clinic	Crisis Clinic 1515 Dexter Avenue North Suite 300 Seattle, WA 98109	None, Exempt	Teen Link Program	10,000.00
FareStart	FareStart Dan Johnson 700 Virginia Street Seattle, WA 98101	None, Exempt	Providing a community that transforms lives by empowering homeless and disadvantaged men and women to archieve self-sufficiency through life skills, job training and employment in the food service industry.	25,000.00
Fred Hutchinson Cancer Research Center	Fred Hutchinson Cancer Research Center Eileen Harasimowicz J5-200 PO Box 19024 Seattle, WA 98109	None, Exempt	Silver Slugger Sponsor - Deductible Donation	1,676.00
Fred Hutchinson Cancer Research Center	Fred Hutchinson Cancer Research Center Eileen Harasimowicz J5-200 PO Box 19024 Seattle, WA 98110	None, Exempt	Silver Slugger Sponsor - Fair Market Value of sponsorship	824.00
Fred Hutchinson Cancer Research Center	Fred Hutchinson Cancer Research Center Eileen Harasimowicz J5-200 PO Box 19024 Seattle, WA 98111	None, Exempt	President's Circle	10,000.00
Friends of the Children	Friends of the Children Kelly Stockman Reid P O Box 22801 Seattle, WA 98122	None, Exempt	Friends of the Children of King County-Supporting long-term mentoring for vulnerable children.	15,000.00

Greater King Cty Police Activities League	Greater King Cty Police Activities League 800 5th Avenue. 101-216 Seattle, WA 98124-3102	None, Exempt	Benefit the youth mentoring, athletic and activities programs.	25,000.00
Kirkland Chamber	Kirkland Chamber Bill Vadino 401 Parkplace, Suite 102 Kirkland, WA 98033	None, Exempt	Sponsorship	5,000.00
Lenny Wilkens Foundation	Lenny Wilkens Foundation 5302 Lake Washington Blvd. NE Suite G Kirkland, WA 98033 USA	None, Exempt	Lenny Wilkens Celebrity Classic Bronze Sponsorship The Odessa Brown Children's Clinic	5,000.00
Low Income Housing Institute	Low Income Housing Institute Sharon E. Lee 24071st Avenue Suite 200 Seattle, WA 98121-1311	None, Exempt	Provide services that increase the stability and long-term self-sufficiency of homeless, formerly homeless, and low-income residents.	10,000.00
Make-A-Wish Foundation	Make-A-Wish Foundation 811 First Avenue Suite 520 Seattle, WA 98104 USA	None, Exempt	Enriches the lives of children with life-threatening medical conditions through its wish-granting work. The Foundation's mission reflects the life-changing impact that a Make-A-Wish® experience has on children, families, referral sources, donors, sponsors and entire communities	25,000.00
Partnership for Learning	Partnership for Learning 520 Pike Street Suite 1212 Seattle, WA 98101-4001	None, Exempt	General operating support-Communicate, educate and advocate for policies preparing all Washington students to succeed in college, work and life	10,000 00
Pediatric Interim Care Center	Pediatric Interim Care Center Barbara Drennen 328 Fourth Avenue South Kent, WA 98032 USA	None, Exempt	Specialized, 24 hour care for newborns withdrawing from prenatal drug exposure.	50,000.00
Rainier Scholars	Rainier Scholars 2100 24th Avenue S Suite 210 Seattle, WA 98144 USA	None, Exempt	Developing tomorrow's leaders	25,000.00
Rotary First Harvest	Rotary First Harvest David Bobanick PO Box 94117 Seattle, WA 98124 USA	None, Exempt	Donation-RFH acts as a conduit between farmers and the programs that serve hungry individuals and families.	15,000.00

AVEN FOUNDATION
EIN: 91-2009458
2010 FORM 990-PF
ATTACHMENT B

Special Olympics of Washington	Special Olympics of Washington 2150 N 107th Street #220 Seattle, WA 98133	None, Exempt	Breakfast with Champions	10,000.00
Stewardship Partners	Stewardship Partners Christopher Bayley 1411 Fourth Avenue Suite 1425 Seattle, WA 98101	None, Exempt	Helping Landowners Preserve the Environment	7,500.00
Team Read	Team Read Maureen Massey 135 32nd Avenue Seattle, WA 98122 PO Box 94042, Seattle, WA 98124-9442	None, Exempt	Support for general operating costs- Serves Seattle elementary students and schools with the greatest need for leteracy support.	20,000.00
The Bush School	The Bush School 3400 East Harrison Street Seattle, WA 98112	None, Exempt	Celebrate Bush	10,000.00
The Seattle Foundation	The Seattle Foundation Norman B. Rice 1200 5th Avenue Suite 1300 Seattle, WA 98101-3151	None, Exempt	Match Day Fund	10,000.00
The Whitman College Trust Account	Whitman College 345 Boyer Avenue Walla Walla, WA 99362	None, Exempt	George Ball Chair in the Humanities	525,500.00
The Whitman College Trust Account	Whitman College 345 Boyer Avenue Walla Walla, WA 99362	None, Exempt	Borleske Stadium Project	100,000.00
The Whitman College Trust Account	Whitman College 345 Boyer Avenue Walla Walla, WA 99362	None, Exempt	W Club Varsity Athletics fund	50,000.00
The Whitman College Trust Account	Whitman College 345 Boyer Avenue Walla Walla, WA 99362	None, Exempt	W Club Endowment	324,500.00
Thrive by Five Washington	Thrive by Five Washington Nina Auerbach 1218 Third Avenue Suite 800 Seattle, WA 98101	None, Exempt	Preparing all children in the state of Washington to succeed in school and thrive in life.	50,000.00
United Way of King County	United Way of King County 720 Second Avenue Seattle, WA 98104	None, Exempt	Matching pledge from Trilogy Partners	55,000.00
UW Foundation	UW Foundation 1200 Fifth Avenue Suite 500 Seattle, WA 98101 USA	None, Exempt	UW Medicine Evans School of Public Affairs - Biography- Daniel J. Evans	46,000.00
UW Foundation	UW Foundation 1200 Fifth Avenue Suite 500 Seattle, WA 98101 USA	None, Exempt	Craig Watjen Memorial Cancer Research Fund	5,000.00
Vine Maple Place	Vine Maple Place Colleen Starr 2815 SE 216th Way Maple Valley, WA 98038 USA	None, Exempt	Vine Maple Place Community Challenge Match	20,000.00

Vision House	Vision House PO Box 2951 Renton, WA 98056	None, Exempt	Support for transitional housing, child care, counseling and life skills training for homeless mothers and their children as they woork fo achieve independence and self sufficiency.	25,000.00
Voila Foundation	Voila Foundation 155 108th Ave NE, Suite 400 Bellevue, WA 98004	None, Exempt	Support reconstruction of Haiti following earthquake in January 2010. www.voilafoundation.com	1,000,000.00
Washington Women in Need	Washington Women in Need 2285 116th Avenue NE Bellevue, WA 98004	None, Exempt	WWIN grants empower women to achieve physical and mental health and to secure the education and training needed to provide the opportunity to create a brighter future.	25,000.00
Whatcom County Todd Curran Mem Scholarshp	Whatcom County Todd Curran Mem Scholarshp 1916 Lakecrest Drive Bellingham, WA 98229	None, Exempt	Donation-A hole Sponsorship-Supports scholarship for a well-deserving Whatcom County High School graduate over a period of 4-5 years.	10,000.00
Year Up	Year Up	None, Exempt	Year Up-Donation-Year Up's mission is to close the "Opportunity Divide" by providing urban young adults with the skills, experience, and support that will empower them to reach their potential through professional careers and higher education.	250,000 00
YMCA of Greater Seattle	YMCA of Greater Seattle 909 Fourth Avenue Seattle, WA 98104 USA	None, Exempt	Coal Creek Family YMCA-Contribution towards the Capital Campaign - Coal Creek	100,000.00
				$ 2,956,000.00

5/11/11

Form **8868**

(Rev January 2011)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization: AVEN FOUNDATION	Employer identification number: 91-2009458
	Number, street, and room or suite no. If a P.O. box, see instructions: P.O. BOX 53508	
	City, town or post office, state, and ZIP code For a foreign address, see instructions: BELLEVUE, WA 98015-3508	

COPY

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ AVEN FOUNDATION

Telephone No ▶ 425 586-8011 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [X] calendar year 20 10 or
▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___.

COPY

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 30,195.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 15,195.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 15,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ X

Note. *Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868*

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print	Name of exempt organization	Employer identification number
File by the extended due date for filing your return See instructions	AVEN FOUNDATION	91-2009458
	Number, street, and room or suite no If a P O box, see instructions. P.O. BOX 53508	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BELLEVUE, WA 98015-3508	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ AVEN FOUNDATION
  Telephone No ▶ 425 586-8011 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ ☐ If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 20 11

5 For calendar year 2010, or other tax year beginning ______, 20___, and ending ______, 20___

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ALL THE INFORMATION NECESSARY FOR THE PREPARATION OF A COMPLETE AND ACCURATE RETURN IS NOT CURRENTLY AVAILABLE, PRECLUDING THE FILING OF THE RETURN BY THE DUE DATE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 0.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ CPA Date ▶ 8/10/2011

Form 8868 (Rev 1-2011)