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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

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 The Longbrake Family Foundation		A Employer identification number 91-2014805
Number and street (or P O box number if mail is not delivered to street address) PO Box 21027	Room/suite	B Telephone number (see page 10 of the instructions) 206-706-5118
City or town, state, and ZIP code Seattle, WA 98103		C If exemption application is pending, check here ☐
H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,358,897	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(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 ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	10,656	10,656		
4	Dividends and interest from securities	14,435	14,435		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		93,188		
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)	-7,590	-7,590		
12	Total. Add lines 1 through 11	17,500	110,688		
13	Compensation of officers, directors, trustees, etc.	57,098			57,098
14	Other employee salaries and wages	15,750			15,750
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	425			425
c	Other professional fees (attach schedule)	59,274	59,274		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	6,030	125		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	8,035			8,035
22	Printing and publications				
23	Other expenses (attach schedule)	24,514	14,457		10,057
24	Total operating and administrative expenses. Add lines 13 through 23	171,127	73,856		91,366
25	Contributions, gifts, grants paid	280,677			280,677
26	Total expenses and disbursements. Add lines 24 and 25	451,804	73,856		372,043
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-434,304			
b	Net investment income (if negative, enter -0-)		36,832		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	26,838	69,355	69,355
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	7,414,060	7,030,427	8,289,542
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	7,440,898	7,099,782	8,358,897
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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)			
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	7,440,898	7,099,782	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
Net Assets or Fund Balances	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)	7,440,898	7,099,782	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,440,898	7,099,782	

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	7,440,898
2 Enter amount from Part I, line 27a	2	-434,304
3 Other increases not included in line 2 (itemize) ▶	3	1,661,979
4 Add lines 1, 2, and 3	4	8,668,573
5 Decreases not included in line 2 (itemize) ▶	5	-1,568,791
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,099,782

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 Please see attached 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
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.

(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	369,228	7,515,626	0.049128
2008	452,028	7,771,382	0.058166
2007	336,286	8,855,636	0.037974
2006	241,068	7,484,138	0.032211
2005	290,813	6,203,934	0.046876
2 Total of line 1, column (d)			2 0.224354
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 0.044871
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 8,201,315
5 Multiply line 4 by line 3			5 368,000
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 368
7 Add lines 5 and 6			7 368,368
8 Enter qualifying distributions from Part XII, line 4 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.			8 372,043

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	368	32
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	368	32
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	368	32
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	4000	00
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	4000	00
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	3631	68
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax ▶ 1000 00 Refunded ▶	11	2631	68

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	✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	✓
c Did the foundation file Form 1120-POL for this year?	1c	✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	✓
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	✓
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	✓
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	✓
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	✓
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Washington		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	✓
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9	✓
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	✓

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► <u>longbrakefamilyfoundation.org</u>				
14	The books are in care of ► <u>William A. Longbrake</u>	Telephone no. ►	<u>206-706-5118</u>	
	Located at ► <u>PO Box 21027, Seattle, WA</u>	ZIP+4 ►	<u>98111</u>	
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	►	<u>15</u>	
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	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				

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

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

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

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**
- 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**
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
See Attached Schedule				

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
Massey, Quick & Co., LLC 360 Mount Kemble Avenue, Morristown, NJ 07960	Investment Advisor	\$59,273.88

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 None	
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	
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	8,271,134
b	Average of monthly cash balances	1b	55,075
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	8,326,209
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	8,326,209
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	124,893
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,201,315
6	Minimum investment return. Enter 5% of line 5	6	410,066

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	410,066
2a	Tax on investment income for 2010 from Part VI, line 5	2a	368
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	368
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	409,697
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	409,697
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	409,697

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	372,043
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	372,043
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	368
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	371,675

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				409,697
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			370,861	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 372,043				
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				1,182
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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				408,515
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				
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the 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).)

None

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.

None

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:

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

c Any submission deadlines:

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

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

Form 990-PF (2010)

Enter gross amounts unless otherwise indicated.

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

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)
▼	

[illegible]

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

- | 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? | | Yes | No |
|---|---|-----|----|
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) | Cash | | ✓ |
| (2) | Other assets | | ✓ |
| b | Other transactions: | | |
| (1) | Sales of assets to a noncharitable exempt organization | | ✓ |
| (2) | Purchases of assets from a noncharitable exempt organization | | ✓ |
| (3) | Rental of facilities, equipment, or other assets | | ✓ |
| (4) | Reimbursement arrangements | | ✓ |
| (5) | Loans or loan guarantees | | ✓ |
| (6) | Performance of services or membership or fundraising solicitations | | ✓ |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | ✓ |
| 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 | | |

[illegible]

- 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 William A. Longmaki 8/14/2011 President
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
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

THE LONGBRAKE FAMILY FOUNDATION
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PART I, LINE 11 - OTHER INCOME

Shaffer Cullen, Account Residual.	\$0.01
Alternative Investments - Account Residual	\$763 52
Cobalt offshore Fund, Ltd - Ordinary Earnings	\$1,141.00
Hippocrites Partners, LP - Account Residual	\$0 25
Madison Street Fund, LP- Section 1256 Gain and Other Income	\$472 00
Merrill Lynch & Co., Inc - Securities Litigation	\$240 83
Rose Grove Partners I, LP- Ordinary Income Loss	-\$10,208.00

PART I, LINE 16 - PROFESSIONAL

Accounting Fees

Lois Levy, for employee state and federal taxes	\$425 00
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Investment Advisory Fees

Massey Quick	\$59,273 88
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PART I, LINE 18 - TAXES

2009 Taxes	\$1,904.94
2010 Tax Prepayment	\$4,000 00
Foreign Taxes - various	\$125.00

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PART I, LINE 23 - OTHER

Association of Small Foundations - annual dues	\$495 00
Social Venture Partners - annual dues	\$5,000.00
Emerging Partners in Philanthropy - annual dues	\$100 00
Independent Sector - annual dues	\$500.00
United States Postal Service - post office box rent, board mailings	\$262.18
State of Washington for state filing fee, charitable trust fee and annual report	\$35 00
First Savings Bank Northwest - wire fees	\$40.00
Office Max - office supplies, business cards	\$182.53
Qwest - telephone	\$1,327.17
Accessline Phone Servis - conference line	\$46 69
Philanthropy NW - annual dues	\$1,710 00
Speakeasy - web hosting	\$358 80
Madison Street Fund, LP - investment expenses and fees	\$8,360 00
Rose Grove Partners I, LP - investment expenses and fees	\$6,097.00

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PART III, LINE 2 - Other Increases

Contributions - see schedule for Part II	\$1,568,791.11
Capital gains - see schedule for Part IV	\$93,188 27
Total	<u>\$1,661,979.38</u>

PART III, LINE 5 - Other Decreases

Unaccounted	-\$0.29
Distributions - see schedule for Part II	-\$1,568,791 40
Total	<u>-\$1,568,791.69</u>

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	BOY		2009	2009		Other	Interest	Dividends	Capital	Foreign		EOY			
	Book	Market		Contribution/ Distribution	Change					Income	Gains	Taxes	Expenses	Book	Fair Mkt Value
PART II, LINE 13, INVESTMENTS-OTHER															
Schaffer Cullen	\$58.33	\$58.34	\$0.00	-\$58.34	\$0.01	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00		
Schwab	\$313,902.56	\$323,626.75	-\$467,830.24	\$457,150.62	\$0.00	\$0.00	\$7,674.69	\$125.47	\$0.00	\$0.00	\$299,579.17	\$312,947.13	\$0.00		
Alson Signature	\$24,569.03	\$24,569.03	-\$24,569.03	\$24,569.03	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00		
Alternative Investments	\$44,582.00	\$44,582.00	\$763.52	-\$45,345.52	\$763.52	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00		
Arrowpoint	\$650,000.00	\$725,388.00	\$118,649.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$650,000.00	\$844,037.00	\$0.00		
Blue Elite Ltd	\$300,000.00	\$315,750.83	\$1,349.37	-\$285,390.18	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,609.82	\$31,710.02	\$0.00		
Blue Elite Fund Ltd CRA	\$134,411.45	\$162,444.69	\$16,150.64	-\$32,375.94	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$102,035.51	\$146,219.39	\$0.00		
Blue Orchid Select, Ltd	\$0.00	\$10,956.82	-\$0.02	-\$10,956.80	\$0.00	\$0.00	\$0.00	\$0.00	\$10,956.80	\$0.00	\$0.00	\$0.00	\$0.00		
Cobalt Offshore Fund, Ltd	\$1,000,000.00	\$1,055,291.75	\$57,291.48	\$0.00	\$1,141.00	\$0.00	\$0.00	\$0.00	\$25,437.00	\$0.00	\$1,026,578.00	\$1,112,583.23	\$0.00		
Hippocrites Partners, LP	\$13,835.00	\$13,835.00	\$11.22	-\$13,846.22	\$0.25	\$10.97	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00		
Karsch Capital, Ltd	\$500,000.00	\$627,748.65	\$17,712.84	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$500,000.00	\$645,461.49	\$0.00		
Madison Street Fund, LP	\$1,106,891.00	\$1,118,199.89	-\$6,559.40	-\$1,111,640.49	\$472.00	\$8.00	\$4,922.00	\$14,669.00	-\$79.00	\$0.00	-\$6,360.00	\$6,882.51	\$0.00		
Madison Street - Cogent	\$0.00	\$0.00	\$44,044.79	\$1,111,640.49	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,111,640.49	\$1,155,685.28	\$0.00		
Pennant Offshore Partners, Ltd	\$303,320.39	\$601,022.36	\$47,603.79	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$303,320.39	\$648,626.15	\$0.00		
Pennant Winward Fund, Ltd	\$389,716.11	\$389,716.11	\$25,015.76	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$389,716.11	\$414,731.87	\$0.00		
Rivanna Offshore Partners, Ltd	\$500,000.00	\$545,306.78	\$400.22	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$500,000.00	\$545,707.00	\$0.00		
Rose Grove Partners I, LP	\$588,420.00	\$588,467.55	\$34,128.78	\$0.00	-\$10,208.00	\$10,158.00	\$1,838.00	\$42,000.00	-\$46.00	\$0.00	-\$6,097.00	\$622,596.33	\$0.00		
Samiyn Offshore Fund, Ltd	\$1,000,000.00	\$1,234,563.87	\$24,563.13	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,000.00	\$1,259,127.00	\$0.00		
Semper Vic Partners (QP), LP	\$44,354.00	\$44,354.00	\$254.59	-\$44,608.59	\$0.00	\$254.59	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00		
Taconic Opportunity Offshore Fund, Ltd	\$500,000.00	\$526,286.00	\$23,824.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$500,000.00	\$550,110.00	\$0.00		
Total	\$7,414,059.87	\$8,352,168.42	-\$87,195.56	\$0.00	-\$7,831.22	\$10,431.56	\$14,434.69	\$93,188.27	-\$125.00	-\$14,457.00	\$7,030,427.00	\$8,289,641.89	\$0.00		

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Part IV	Capital Gains and Losses for Tax on Investment Income					Initial		
	a) List and describe item sold	b) D-Donated P-Purchased	c) Date Acquired m, d, yr	d) Date Sold m, d, yr	e) Gross Sales Price	f) Depreci- ation	g) Cost/Basis	h) Gain or Loss (e) + (f) - (g)
1a	Vanguard Short term	P	various	various				125.47
b	Cobalt Offshore Fund, Ltd	P	various	various				25,437.00
c	Madison Street Fund, LP	P	various	various				14,669.00
d	Rose Grove Partners I, LP	P	various	various				42,000.00
e	Blue Orchid Select, Ltd	P	various	various				10,956.80
f								
g								
2	Capital gain net income or (net capital loss)							
3	Net short-term capital gain							
								93,188.27

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PART VIII, LINE 1, Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

(a) Name and Address	(b) Title & Average Hours/wk	(c) Compensation	(d) Contributions to employee benefit plans/ deferred compensation	(e) Expense account
William Longbrake P O Box 21027, Seattle, WA 98111	President 1	0	0	0
Martha Longbrake P O Box 21027, Seattle, WA 98111	Vice President 1	0	0	0
Derek Longbrake P O Box 21027, Seattle, WA 98111	Trustee 1	0	0	0
Mark Longbrake P O Box 21027, Seattle, WA 98111	Trustee 1	0	0	0
David Longbrake P O Box 21027, Seattle, WA 98111	Treasurer 1	0	0	0
Erin Longbrake P O Box 21027, Seattle, WA 98111	Trustee 1	0	0	0
Dorothy Longbrake P O Box 21027, Seattle, WA 98111	Secretary 1	\$72,848	0	0
	Executive Director 40			

THE LONGBRAKE FAMILY FOUNDATION
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PART XV, LINE 3a, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient Name and address (home or business)	relationship if individual	Foundation status of recipient	Purpose of grant or contribution	Amount
KNHC Radio dba. Washington Public Radio Association 10750 30th Ave. NE Seattle, WA 98125		501c3 Public Charity	Second on-air studio	\$50,000.00
Connections for the Homeless 2010 Dewey Avenue Evanston, IL 60201		501c3 Public Charity	General Operations	\$40,000.00
Krista Foundation for Global Citizenship PO Box 28773 Spokane, WA 99228		501c3 Public Charity	Capacity building initiative to sustain executive leadership	\$28,150.00
Faithful Friends 4103 Shenandoah Avenue St. Louis, MO 63110		501c3 Public Charity	Website, newsletter, other PR tools, and donor tracking software	\$25,000.00
Elizabeth Seton 5715 Emerson Street Bladensburg, MD 20710		501c3 Public Charity	Phase 1 of Green Team Project	\$25,000.00
Young Life - Beaver County PO Box 551 Ambridge, PA 15003		501c3 Public Charity	Expansion to Beaver Falls School District	\$20,000.00
Circle Urban Ministries 118 N. Central Ave Chicago, IL 60644		501c3 Public Charity	General Operations	\$20,000.00
Big Table Congressional District Programs, Inc 1606 East 60th Avenue Spokane, WA 99223		501c3 Public Charity	Start-up funding for program that ministers to workers in hospitality industry	\$17,960.00
Martha's Table 2114 14th Street, NW Washington DC, 20009		501c3 Public Charity	Computers and software for computer lab	\$17,067.00
Explorations in Math 1700 21st Ave. S Suite 205 Seattle, WA 98144		501c3 Public Charity	Phase 1 of statewide feasibility study	\$15,000.00
Foundation for Early Learning 650 2nd Ave. Suite 525 Seattle, WA 98104		501c3 Public Charity	Capacity Building Program	\$10,000.00

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PART XV, LINE 3a, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient	relationship if individual	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
Young Life - Dauphin County PO Box 561 Hershey, PA 17033		501c3 Public Charity	General Operations	\$5,000 00
Baptist Haiti Mission 118 Courtland Rockford, MI 49341		501c3 Public Charity	Earthquake relief efforts	\$5,000.00
Sunshine Gospel Ministries PO Box 377939 Chicago, IL 60637		501c3 Public Charity	New Chairs and General Operations	\$2,500.00