Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

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

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation
LAIRD NORTON FAMILY FOUNDATION

A Employer identification number
91-6339917

Number and street (or P O box number if mail is not delivered to street address) Room/suite
801 SECOND AVENUE, 13TH FLOOR

B Telephone number
206-501-4510

City or town, state, and ZIP code
SEATTLE, WA 98104

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 ▶☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 35,425,944.

J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify)
(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))	(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	80,692.		N/A	
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	9,834.	9,834.		STATEMENT 2
4	Dividends and interest from securities	525,935.	525,935.		STATEMENT 3
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	3,835,264.			STATEMENT 1
b	Gross sales price for all assets on line 6a 11,846,200.				
7	Capital gain net income (from Part IV, line 2)		2,547,306.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	**Total.** Add lines 1 through 11	4,451,725.	3,083,075.		
13	Compensation of officers, directors, trustees, etc	57,337.	0.		57,337.
14	Other employee salaries and wages	54,072.	0.		54,072.
15	Pension plans, employee benefits	28,411.	0.		28,411.
16a	Legal fees STMT 4	7,370.	0.		7,370.
b	Accounting fees STMT 5	23,496.	0.		23,496.
c	Other professional fees STMT 6	118,393.	118,393.		0.
17	Interest				
18	Taxes STMT 7	73,738.	0.		12,114.
19	Depreciation and depletion	10,405.	0.		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 8	60,207.	0.		60,207.
24	**Total operating and administrative expenses.** Add lines 13 through 23	433,429.	118,393.		243,007.
25	Contributions, gifts, grants paid	908,412.			908,412.
26	**Total expenses and disbursements.** Add lines 24 and 25	1,341,841.	118,393.		1,151,419.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	3,109,884.			
b	**Net investment income** (if negative, enter -0-)		2,964,682.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

Revenue

Operating and Administrative Expenses

3

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	453,702.	123,478.	123,478.
	2 Savings and temporary cash investments	1,251,050.	1,319,309.	1,319,309.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations	315,612.		
	b Investments - corporate stock STMT 9	25,764,057.	33,839,370.	33,839,370.
	c Investments - corporate bonds	4,303,873.		
	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	40,000.	21,870.	21,870.
	14 Land, buildings, and equipment: basis ▶ 38,818.			
	Less: accumulated depreciation STMT 11 ▶ 27,228.	21,996.	11,590.	11,590.
	15 Other assets (describe ▶ STATEMENT 12)	122,031.	110,327.	110,327.
	16 Total assets (to be completed by all filers)	32,272,321.	35,425,944.	35,425,944.
Liabilities	17 Accounts payable and accrued expenses	10,393.	2,348.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ EXCISE TAX PAYABLE)	0.	51,784.	
	23 Total liabilities (add lines 17 through 22)	10,393.	54,132.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	32,261,928.	35,371,812.	
	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**	32,261,928.	35,371,812.	
	31 **Total liabilities and net assets/fund balances**	32,272,321.	35,425,944.	

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	32,261,928.
2 Enter amount from Part I, line 27a	2	3,109,884.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	35,371,812.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,371,812.

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	PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS
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	11,846,200.		9,298,894.	2,547,306.
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				2,547,306.
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	2,547,306.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	1,196,599.	26,517,966.	.045124
2008	1,494,978.	30,385,276.	.049201
2007	2,949,009.	35,150,036.	.083898
2006	354,087.	31,375,048.	.011286
2005	278,226.	5,480,153.	.050770

2 Total of line 1, column (d)	2	.240279
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	.048056
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	31,695,400.
5 Multiply line 4 by line 3	5	1,523,154.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	29,647.
7 Add lines 5 and 6	7	1,552,801.
8 Enter qualifying distributions from Part XII, line 4	8	1,151,419.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	59,294.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	59,294.
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	59,294.
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	7,510.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	55,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	62,510.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	14.
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	3,202.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 3,202. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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	X	
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 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)? *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)*

			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 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 ▶ WWW.LAIRDNORTON.ORG

14 The books are in care of ▶ KATIE BRIGGS Telephone no ▶206-501-4510

Located at ▶801 SECOND AVE, SUITE 1300, SEATTLE, WA ZIP+4 ▶98104

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 N/A

			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 ▶			

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		X
	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 instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
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.)* N/A	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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **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? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		57,337.	15,932.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KATIE BRIGGS - 801 2ND AVE, 13TH FLOOR, SEATTLE, WA 98104	40.00	48,360.	14,162.	0.

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
LAIRD NORTON TYEE TRUST COMPANY 801 2ND AVE, SUITE 1800, SEATTLE, WA 98104	INVESTMENT SERVICES	118,393.

Total number of others receiving over $50,000 for professional services ▶ 0

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

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	30,889,803.
b	Average of monthly cash balances	1b	1,258,088.
c	Fair market value of all other assets	1c	30,180.
d	**Total** (add lines 1a, b, and c)	1d	32,178,071.
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	32,178,071.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	482,671.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,695,400.
6	**Minimum investment return.** Enter 5% of line 5	6	1,584,770.

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

1	Minimum investment return from Part X, line 6	1	1,584,770.
2a	Tax on investment income for 2010 from Part VI, line 5 2a 59,294.		
b	Income tax for 2010 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	59,294.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,525,476.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,525,476.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,525,476.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,151,419.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,151,419.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,151,419.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,525,476.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			234,625.	
b Total for prior years ______ , ______ , ______		0.		
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	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 1,151,419.				
a Applied to 2009, but not more than line 2a			234,625.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				916,794.
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).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				608,682.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
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				

023581
12-07-10

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a 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			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a 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 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 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

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*				
SEE STATEMENT 14				
Total			▶ 3a	908,412.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) 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			14	9,834.	
4 Dividends and interest from securities			14	525,935.	
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			18	3,835,264.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		4,371,033.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 4,371,033.

(See worksheet in line 13 instructions 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).

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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	

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
N/A		

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

Signature of officer or trustee	Date	Title
	10/14/11	PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ALFRED W. DUNNELL		10/10/11		

Firm's name ▶ PETERSON SULLIVAN LLP, CPA'S

Firm's EIN ▶

Firm's address ▶ 601 UNION ST, STE 2300
SEATTLE, WA 98101-2345

Phone no 2063827777

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

LAIRD NORTON FAMILY FOUNDATION

Employer identification number

91-6339917

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

LAIRD NORTON FAMILY FOUNDATION

Employer identification number

91-6339917

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LAIRD NORTON COMPANY LLC 801 SECOND AVENUE SEATTLE, WA 98104	$ 79,074.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

LAIRD NORTON FAMILY FOUNDATION

Employer identification number

91-6339917

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization

LAIRD NORTON FAMILY FOUNDATION

Employer identification number

91-6339917

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,846,200.	8,010,936.	0.	0.	3,835,264.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	3,835,264.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
INTEREST	9,834.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9,834.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	525,935.	0.	525,935.
TOTAL TO FM 990-PF, PART I, LN 4	525,935.	0.	525,935.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	7,370.	0.		7,370.
TO FM 990-PF, PG 1, LN 16A	7,370.	0.		7,370.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	23,496.	0.		23,496.
TO FORM 990-PF, PG 1, LN 16B	23,496.	0.		23,496.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	118,393.	118,393.		0.
TO FORM 990-PF, PG 1, LN 16C	118,393.	118,393.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	61,624.	0.		0.
BUSINESS TAXES	125.	0.		125.
PAYROLL TAXES	11,989.	0.		11,989.
TO FORM 990-PF, PG 1, LN 18	73,738.	0.		12,114.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	800.	0.		800.
BOARD EXPENSES	43,290.	0.		43,290.
INSURANCE	734.	0.		734.
SUMMIT	1,774.	0.		1,774.
MEMBERSHIP AND CONFERENCES	1,591.	0.		1,591.
INFRASTRUCTURE	7,699.	0.		7,699.
BANK CHARGES	1,842.	0.		1,842.
PARKING	2,477.	0.		2,477.
TO FORM 990-PF, PG 1, LN 23	60,207.	0.		60,207.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A ATTACHED	33,839,370.	33,839,370.
TOTAL TO FORM 990-PF, PART II, LINE 10B	33,839,370.	33,839,370.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LYME NORTHERN FOREST FD LP	COST	21,870.	21,870.
TOTAL TO FORM 990-PF, PART II, LINE 13		21,870.	21,870.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE AND FIXTURES	20,468.	12,859.	7,609.
EQUIPMENT	18,350.	14,369.	3,981.
TOTAL TO FM 990-PF, PART II, LN 14	38,818.	27,228.	11,590.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST/DIVIDENDS	12,041.	10,327.	10,327.
EXCISE TAX RECEIVABLE	9,990.	0.	0.
PROGRAM RELATED INVESTMENTS	100,000.	100,000.	100,000.
TO FORM 990-PF, PART II, LINE 15	122,031.	110,327.	110,327.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NICK MACPHEE 801 2ND AVE, 13TH FLOOR SEATTLE, WA 98104	MANAGING DIRECTOR 40.00	54,337.	15,932.	0.
BRUCE REED 801 2ND AVE, 13TH FLOOR SEATTLE, WA 98104	PRESIDENT 5.00	3,000.	0.	0.
CHRISTOPHER UELAND 801 2ND AVE, 13TH FLOOR SEATTLE, WA 98104	VICE PRESIDENT 1.00	0.	0.	0.
WILLIAM BARAN-MICKLE 801 2ND AVE, 13TH FLOOR SEATTLE, WA 98104	SECRETARY 1.00	0.	0.	0.
CHARLES RICHARDSON JR 801 2ND AVE, 13TH FLOOR SEATTLE, WA 98104	TREASURER 1.00	0.	0.	0.
CHALAN COLBY 801 2ND AVE, 13TH FLOOR SEATTLE, WA 98104	DIRECTOR 1.00	0.	0.	0.
MARY DRIVER 801 2ND AVE, 13TH FLOOR SEATTLE, WA 98104	DIRECTOR 1.00	0.	0.	0.
MELISSA EVANS 801 2ND AVE, 13TH FLOOR SEATTLE, WA 98104	DIRECTOR 1.00	0.	0.	0.
MARIE MENTOR 801 2ND AVE, 13TH FLOOR SEATTLE, WA 98104	DIRECTOR 5.00	0.	0.	0.
CATHERINE OSGOOD 801 2ND AVE, 13TH FLOOR SEATTLE, WA 98104	DIRECTOR 1.00	0.	0.	0.
STEVE SCOTT 801 2ND AVE, 13TH FLOOR SEATTLE, WA 98104	DIRECTOR 1.00	0.	0.	0.

MICHAEL KANE 801 2ND AVE, 13TH FLOOR SEATTLE, WA 98104	ASSOCIATE DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		57,337.	15,932.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
A CHILD'S RIGHT 917 PACIFIC AVE. SUITE 417 TACOMA, WA 98402	NONE RECRUITMENT AND HIRING; PRE-TREATMENT EQUIPMENT FOR PROJECT SITES IN NEPAL	509 (A) (1) OR 509 (A) (2)	33,000.
ACHIEVE MPLS - KENWOOD SCHOOL FUND 111 THIRD AVE S SUITE 5 MINNEAPOLIS, MN 55401	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	2,000.
ACTION AGAINST HUNGER 247 WEST 37TH ST, 10TH FLOOR NEW YORK, NY 10018	NONE HAITI DISASTER RELIEF	509 (A) (1) OR 509 (A) (2)	500.
ACUPUNCTURISTS WITHOUT BORDERS 37 KELLY LYNN DR SANDIA PARK, NM 87047	NONE FOR THE HAITI DISASTER RECOVERY PROJECT	509 (A) (1) OR 509 (A) (2)	100.
ADAMS ELEMENTARY SCHOOL 6110 28TH AVE NW SEATTLE, WA 98107	NONE IN SUPPORT OF ARTS INTEGRATION EFFORTS	509 (A) (1) OR 509 (A) (2)	15,000.
AGUA PARA LA VIDA 2311 WEBSTER STREET BERKELEY, CA 94705	NONE DRINKING WATER AND SANITATION PROGRAMS	509 (A) (1) OR 509 (A) (2)	20,000.
AQUIDNECK LAND TRUST 790 AQUIDNECK AVE MIDDLETOWN, RI 02842	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.

ARC GREATER TWIN CITIES 2446 UNIVERSITY AVE W, SUITE 110 ST. PAUL, MN 55114	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.
ARNOLD ARBORETUM OF HARVARD UNIVERSITY 125 ARBORWAY BOSTON, MA 02130	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	200.
ARTS CORPS 4408 DELRIDGE WAY SW SEATTLE, WA 98106	NONE GENERAL OPERATING SUPPORT	509 (A) (1) OR 509 (A) (2)	40,000.
ARTS FOR THE SCHOOLS PO BOX 866 TRUCKEE, CA 96160	NONE SUPPORT FOR THE ARTISTS IN RESIDENCE PROGRAM	509 (A) (1) OR 509 (A) (2)	25,000.
ARTS IMPACT (PUGET SOUND EDUCATIONAL SERVICE DISTRICT) 3601 20TH ST. E FIFE, WA 98424	NONE GENERAL OPERATING SUPPORT	509 (A) (1) OR 509 (A) (2)	40,000.
ARTS IMPACT (PUGET SOUND EDUCATIONAL SERVICE DISTRICT) 3601 20TH ST. E FIFE, WA 98424	NONE SUPPORT FOR EXPANSION OF THE ARTS IMPACT PROGRAM TO THREE ADDITIONAL SITES	509 (A) (1) OR 509 (A) (2)	35,000.
BIG CITY MOUNTAINEERS 1667 VINE ST. DENVER, CO 80206	NONE TO FUND TRIP FOR YOUNG PEOPLE INVOLVED WITH YOUTH AGENCIES	509 (A) (1) OR 509 (A) (2)	3,700.
CALIFORNIA TAU FOUNDATION PO BOX 194151 SAN FRANCISCO, CA 94119	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.
CAMP NOR'WESTER PO BOX 668 LOPEZ ISLAND, WA 98261	NONE FOR THE HOLLAND/BROWN COMPOSTING TOILET	509 (A) (1) OR 509 (A) (2)	950.
CASCADIA REGION GREEN BUILDING COUNCIL 410 OCCIDENTAL AVENUE S SEATTLE, WA 98104	NONE GENERAL OPERATING SUPPORT	509 (A) (1) OR 509 (A) (2)	35,000.

CLIMATE SOLUTIONS 1402 3RD AVENUE, SUITE 1305 SEATTLE, WA 98101	NONE GENERAL OPERATING SUPPORT	509 (A) (1) OR 509 (A) (2)	25,000.
COOS WATERSHED ASSOCIATION P.O. BOX 5860 CHARLESTON, OR 97420	NONE GENERAL OPERATING SUPPORT	509 (A) (1) OR 509 (A) (2)	20,000.
CORNERSTONE FORUM PO BOX 9249 SANTA ROSA, CA 95405	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.
DESCHUTES LAND TRUST 210 NW IRVING AVE SUITE 102 BEND, OR 97701	NONE ADDITIONAL SUPPORT FOR INCREASED STAFF CAPACITY TO CARRY OUT RESTORATION	509 (A) (1) OR 509 (A) (2)	5,000.
DESCHUTES LAND TRUST 210 NW IRVING AVE SUITE 102 BEND, OR 97701	NONE PERMANENT PROTECTION OF REMAINING STREAM HABITATS	509 (A) (1) OR 509 (A) (2)	25,000.
DESCHUTES RIVER CONSERVANCY 700 NW HILL ST BEND, OR 97701	NONE IMPLEMENTATION OF INSTREAM FLOW RESTORATION EFFORTS IN WHYCHUS CREEK	509 (A) (1) OR 509 (A) (2)	25,000.
DESCHUTES RIVER CONSERVANCY 700 NW HILL ST BEND, OR 97701	NONE ADDITIONAL SUPPORT FOR THE IMPLEMENTATION OF FLOW RESTORATION PROJECTS	509 (A) (1) OR 509 (A) (2)	5,000.
DOCTORS WITHOUT BORDERS 333 7TH AVE, 2ND FLOOR NEW YORK, NY 10001	NONE HAITI DISASTER RELIEF	509 (A) (1) OR 509 (A) (2)	1,000.
EARTHCORPS 6310 NE 74TH STREET, SUITE 201E SEATTLE, WA 98115	NONE FUNDING FOR A PILOT PROJECT WITH THE MAGNUSON COMMUNITY CENTER IN SEATTLE	509 (A) (1) OR 509 (A) (2)	5,865.

EARTHHEART FOUNDATION 2508 N BURLING STREET CHICAGO, IL 60614	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	7,000.
ELAW 1877 GARDEN AVENUE EUGENE, OR 97403	NONE GENERAL SUPPORT FOR ELAW'S WORK TO PROTECT WATER RESOURCES AROUND THE WORLD	509 (A) (1) OR 509 (A) (2)	20,000.
FRIENDS OF GREAT SALT LAKE PO BOX 2655 SALT LAKE CITY, UT 84110	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.
GREATER TWIN CITIES YOUTH SYMPHONIES 528 HENNEPIN AVE, SUITE 404 MINNEAPOLIS, MN 55403	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.
HARWICH JUNIOR THEATRE 105 DIVISION ST WEST HARWICH, MA 02671	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	2,000.
HELEN BUMPUS GALLERY PO BOX 174 DUXBURY, MA 02331	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.
HILLCREST CHAPEL (FOR COMMUNITY CONCERN SOCIETY) 1414 LARABEE BELLINGHAM, WA 98225	NONE FOR COMMUNITY CONCERN SOCIETY SRI LANKA	509 (A) (1) OR 509 (A) (2)	775.
HOFFMAN CENTER PO BOX 678 MANZANITA, OR 97130	NONE SUPPORT FOR THE OUTSIDE THE BOX ARTS PROGRAM	509 (A) (1) OR 509 (A) (2)	23,000.
INTERVARSITY CHRISTIAN FELLOWSHIP/USA - CHARLES BARKER 6400 SCHROEDER ROAD, PO BOX 7895 MADISON, WI 53707	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.
IRIDESCENT LEARNING 5995 CLAREMONT AVE OAKLAND, CA 94618	NONE TO FUND SCHOLARSHIPS FOR LOW-INCOME HIGH SCHOOL GIRLS	509 (A) (1) OR 509 (A) (2)	4,500.

JEFFERSON NATURE CENTER PO BOX 1454/2931 SOUTH PACIFIC HWY MEDFORD, OR 97501	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.
KFAI 1808 RIVERSIDE AVE MINNEAPOLIS, MN 55454	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.
LAFAYETTE LIBRARY AND LEARNING CENTER FOUNDATION 3491 MT DIABLO BLVD, SUITE 214 LAFAYETTE, CA 94549	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.
LITERACY SOURCE 720 N 35TH ST #103 SEATTLE, WA 98103	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	2,000.
MAINE ORGANIC FARMERS AND GARDENERS ASSOCIATION PO BOX 170 UNITY, ME 04988	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.
MEDIC ONE FOUNDATION MS 359747 325 9TH AVENUE SEATTLE, WA 98104	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.
MERCY CORPS DEPT W PO BOX 2669 PORTLAND, OR 97208	NONE HAITI DISASTER RELIEF	509 (A) (1) OR 509 (A) (2)	100.
MORTENSON CENTER FOR ENGINEERING IN DEVELOPING COUNTRIES 428 UCB; 1111 ENGINEERING DRIVE, ECOT 441 BOULDER, CO 80309	NONE SUPPORT FOR WORK IN COOPERATION WITH WATER FOR PEOPLE	509 (A) (1) OR 509 (A) (2)	9,000.
NORTHWEST FILM FORUM 1515 12TH AVE SEATTLE, WA 98122	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	460.
NORTHWEST YOUTH CORPS 2621 AUGUSTA STREET EUGENE, OR 97403	NONE TO HELP PURCHASE A COMPUTERS ON WHEELS UNIT	509 (A) (1) OR 509 (A) (2)	3,800.

OREGON ENVIRONMENTAL COUNCIL 222 NW DAVIS #309 PORTLAND, OR 97209	NONE GENERAL OPERATING SUPPORT	509 (A) (1) OR 509 (A) (2)	25,000.
OXFAM AMERICA PO BOX 2322 ALBERT LEA, MN 56007	NONE HAITI DISASTER RELIEF	509 (A) (1) OR 509 (A) (2)	1,000.
PACIFIC FOREST TRUST 1001-A O'REILLY AVENUE SAN FRANCISCO, CA 94129	NONE GENERAL OPERATING SUPPORT	509 (A) (1) OR 509 (A) (2)	25,000.
PACIFIC RIVERS COUNCIL 1326 SW 16TH AVE PORTLAND, OR 97201	NONE TO BUILD ON EXISTING SUPPORT TO INFLUENCE THE NEAR TERM CONSERVATION AGENDA	509 (A) (1) OR 509 (A) (2)	25,000.
PARTNERS IN HEALTH 888 COMONWEALTH AVE, 3RD FLOOR/P.O. BOX 845578 BOSTON, MA 02284	NONE HAITI DISASTER RELIEF	509 (A) (1) OR 509 (A) (2)	2,000.
PINE TREE HOSPICE 883 W MAIN ST DOVER-FOXCROFT, ME 04426	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	581.
PRATT FINE ARTS CENTER 1902 SOUTH MAIN STREET SEATTLE, WA 98144	NONE PROGRAM SUPPORT FOR KID & YOUTH ART WORKS (KYAW)	509 (A) (1) OR 509 (A) (2)	10,000.
ROGUE VALLEY COUNCIL OF GOVERNMENTS PO BOX 3275 CENTRAL POINT, OR 97502	NONE TO SUPPORT LEADERSHIP AND COORDINATION EFFORTS IN THE ROGUE RIVER BASIN	509 (A) (1) OR 509 (A) (2)	5,000.
ROGUE VALLEY HABITAT FOR HUMANITY PO BOX 688/160 N FIR STREET MEDFORD, OR 97501	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	344.
ROOSEVELT ELEMENTARY SCHOOL 2900 YEW STREET BELLINGHAM, WA 98226	NONE PROGRAM SUPPORT TO IMPLEMENT A FIVE-YEAR PLAN TO INCREASE ART OPPORTUNITIES	509 (A) (1) OR 509 (A) (2)	7,500.

ROSA PARKS ELEMENTARY SCHOOL 22845 CEDAR PARK CRESCENT REDMOND, WA 98053	NONE SUPPORT FOR THEIR EFFORTS TO FOSTER A SCHOOL CULTURE THAT SUPPORTS ART	509 (A) (1) OR 509 (A) (2)	12,500.
SALISBURY SCHOOL 251 CANAAN ROAD SALISBURY, CT 06068	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	500.
SAVE THE BAY 100 SAVE THE BAY DRIVE PROVIDENCE, RI 02905	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.
SHARE OUR SELVES 1550 SUPERIOR AVE COSTA MESA, CA 92627	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.
SHOREBANK ENTERPRISE CASCADIA PO BOX 826 ILWACO, WA 98624	NONE SUPPORT FOR A SECONDARY MARKET FOR SBEC ENERGY EFFICIENCY LOAN PRODUCT	509 (A) (1) OR 509 (A) (2)	35,000.
SIGHTLINE INSTITUTE 1402 3RD AVENUE, SUITE 500 SEATTLE, WA 98101	NONE GENERAL OPERATING SUPPORT	509 (A) (1) OR 509 (A) (2)	25,000.
SRAVASTI ABBEY 692 COUNTRY LANE NEWPORT, WA 99156	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.
ST. ANDREWS PRESBYTERIAN CHURCH 600 ST ANDREWS ROAD NEWPORT BEACH, CA 92663	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.
THE PLAYWRIGHTS' CENTER 2301 EAST FRANKLIN MINNEAPOLIS, MN 55406	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.
UNITED RESCUES OF KENTUCKY 1708 HOUNDSTOOTH GLEN LEXINGTON, KY 40515	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	250.

UNIVERSITY OF PUGET SOUND 1500 N WARNER TACOMA, WA 98146	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	500.
UNIVERSITY OF WASHINGTON CENTER FOR HUMAN RIGHTS UNIVERSITY OF WASHINGTON BOX 353650 SEATTLE, WA 98195	NONE TECHNICAL RESEARCH ON WATER QUALITY AND RESOURCE MANAGEMENT	509 (A) (1) OR 509 (A) (2)	20,000.
UPPER DESCHUTES WATERSHED COUNCIL PO BOX 1812 BEND, OR 97709	NONE IMPLEMENTATION OF A MONITORING PLAN TO TRACK CHANGES IN WHYCHUS CREEK	509 (A) (1) OR 509 (A) (2)	25,000.
UPPER DESCHUTES WATERSHED COUNCIL PO BOX 1812 BEND, OR 97709	NONE ADDITIONAL SUPPORT FOR IMPLEMENTATION	509 (A) (1) OR 509 (A) (2)	5,000.
UPPER DESCHUTES WATERSHED COUNCIL PO BOX 1812 BEND, OR 97709	NONE TO SUPPORT STUDENT ENGAGEMENT IN THE UPPER DESCHUTES WATERSHED	509 (A) (1) OR 509 (A) (2)	3,000.
US FUND FOR UNICEF 10351 SANTA MONICA BLVD, SUITE 402 LOS ANGELES, CA 90025	NONE FOR THE PAKISTAN EMERGENCY	509 (A) (1) OR 509 (A) (2)	1,000.
WASATCH COMMUNITY GARDENS PO BOX 2924/345 E 400 SOUTH, SUITE 204 SALT LAKE CITY, UT 84111	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	287.
WASHINGTON ALLIANCE FOR ARTS EDUCATION 158 THOMAS ST #16 SEATTLE, WA 98109	NONE GENERAL OPERATING SUPPORT	509 (A) (1) OR 509 (A) (2)	40,000.
WASHINGTON ENVIRONMENTAL COUNCIL 1402 THIRD AVE, SUITE 1400 SEATTLE, WA 98101	NONE GENERAL OPERATING SUPPORT	509 (A) (1) OR 509 (A) (2)	25,000.
WASHINGTON SCHOOL PTO FOUNDATION 290 LIGHTHOUSE ROAD SANTA BARBARA, CA 93109	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	500.

WATER 1ST INTERNATIONAL 1904 3RD AVE SEATTLE, WA 98101	NONE TO HELP LAUNCH THE ACCOUNTABILITY FORUM AND GENERAL OPERATING	509 (A) (1) OR 509 (A) (2)	45,000.
WATER 1ST INTERNATIONAL 1904 3RD AVE SEATTLE, WA 98101	NONE TO SUPPORT EFFORTS TO BUILD ORGANIZATIONAL CAPACITY	509 (A) (1) OR 509 (A) (2)	8,000.
WATER 1ST INTERNATIONAL 1904 3RD AVE STE 1012 SEATTLE, WA 98101	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.
WATER FOR PEOPLE 6666 W QUINCY AVE DENVER, CO 80235	NONE SUPPORT FOR CONSTRUCTION OF LATRINES AND RAINWATER CATCHMENT TANKS	509 (A) (1) OR 509 (A) (2)	20,000.
WATERAID 232 MADISON AVENUE, SUITE 1202 NEW YORK, NY 10016	NONE SUPPORT FOR CAPACITY BUILDING WORK	509 (A) (1) OR 509 (A) (2)	20,000.
WATERLINES 302 EAST CORONADO ROAD SANTA FE, NM 87505	NONE WATER, SANITATION AND HYGIENE PROGRAMS IN SIX SCHOOLS IN THE BOMET DISTRICT	509 (A) (1) OR 509 (A) (2)	24,000.
WEST SOUND ACADEMY 16571 CREATIVE DRIVE POULSBO, WA 98370	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.
WHISTLESTOP DANCE COMPANY PO BOX 20801 SEATTLE, WA 98102	NONE PROGRAM SUPPORT FOR THE DANCE INFUSION PROGRAM	509 (A) (1) OR 509 (A) (2)	5,000.
WINONA AREA PUBLIC SCHOOLS 903 GILMORE AVE WINONA, MN 55987	NONE SUPPORT FOR THE ARTIST-IN-RESIDENCE PROGRAM	509 (A) (1) OR 509 (A) (2)	20,000.
WINONA COUNTY HISTORICAL SOCIETY 160 JOHNSON STREET WINONA, MN 55987	NONE MATCHING GRANT	509 (A) (1) OR 509 (A) (2)	1,000.

WORLD VISION PO BOX 9716 FEDERAL WAY, WA 98063	NONE HAITI DISASTER RELIEF	509 (A) (1) OR 509 (A) (2)	500.
YELM COMMUNITY SCHOOLS PO BOX 1431 YELM, WA 98597	NONE SUPPORT FOR THE ICREATE ARTS IN EDUCATION PROGRAM	509 (A) (1) OR 509 (A) (2)	15,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			908,412.

Asset Detail Section

Statement of Value and Activity

January 1, 2010 - December 31, 2010

Asset Detail

Description	*Shares/Value*	*Current Price*	*Market Value*	*Est. Ann. Inc*	*Cost Basis*	*Unrealized G/L*
Cash and Equivalents *Taxable*						
Federated INV Prm CSH Obl-I TICKER: PCOXX	1,319,309.37	1.00	$1,319,309.37	$1,385.27	$1,319,309.37	$0.00
Total Cash and Equivalents			$1,319,309.37	$1,385.27	$1,319,309.37	$0.00
Domestic Equities *Consumer Discretionary*						
Aeropostale Inc TICKER: ARO	3,970.00	24.64	$97,820.80	$0.00	$102,497.87	-$4,677.07
Lkq Corp TICKER: LKQX	4,525.00	22.72	$102,808.00	$0.00	$91,224.00	$11,584.00
Mattel Inc TICKER: MAT	5,000.00	25.43	$127,150.00	$4,150.00	$83,905.60	$43,244.40
Nordstrom Inc TICKER: JWN	2,824.00	42.38	$119,681.12	$2,259.20	$59,035.62	$60,645.50
Panera Bread Company TICKER: PNRA	1,650.00	101.21	$166,996.50	$0.00	$79,370.91	$87,625.59
			$614,456.42	$6,409.20	$416,034.00	$198,422.42
Consumer Staples						
Colgate Palmolive Co TICKER: CL	1,200.00	80.37	$96,444.00	$2,544.00	$88,054.99	$8,389.01
Kraft Foods Inc CL A TICKER: KFT	3,150.00	31.51	$99,256.50	$3,654.00	$100,645.92	-$1,389.42
Pepsico Inc TICKER: PEP	1,550.00	65.33	$101,261.50	$2,976.00	$94,127.78	$7,133.72

STATEMENT A

Asset Detail Section (continued)

Statement of Value and Activity

January 1, 2010 - December 31, 2010

Description	***Shares/Value***	***Current Price***	***Market Value***	***Est. Ann. Inc***	***Cost Basis***	***Unrealized G/L***
Sysco Corp TICKER: SYY	3,300.00	29.40	$97,020.00	$3,432.00	$53,668.63	$43,351.37
Walgreen Co TICKER: WAG	3,000.00	38.96	$116,880.00	$2,100.00	$68,253.50	$48,626.50
			$510,862.00	$14,706.00	$404,750.82	$106,111.18
Energy						
National-Oilwell Inc TICKER: NOV	1,775.00	67.25	$119,368.75	$781.00	$105,716.49	$13,652.26
Petrohawk Energy Corp TICKER: HK	3,700.00	18.25	$67,525.00	$0.00	$71,486.57	-$3,961.57
Tidewater Inc TICKER: TDW	2,000.00	53.84	$107,680.00	$2,000.00	$78,803.53	$28,876.47
			$294,573.75	$2,781.00	$256,006.59	$38,567.16
Financials						
Affiliated Managers Group Inc TICKER: AMG	1,465.00	99.22	$145,357.30	$0.00	$88,854.76	$56,502.54
JP Morgan Chase & Co TICKER: JPM	2,300.00	42.42	$97,566.00	$460.00	$82,201.18	$15,364.82
Mastercard Inc-A TICKER: MA	445.00	224.11	$99,728.95	$267.00	$103,485.52	-$3,756.57
Washington Federal Inc TICKER: WFSL	6,000.00	16.92	$101,520.00	$1,440.00	$76,267.05	$25,252.95
Wells Fargo & Co TICKER: WFC	3,200.00	30.99	$99,168.00	$640.00	$81,408.00	$17,760.00
			$543,340.25	$2,807.00	$432,216.51	$111,123.74

STATEMENT A

Statement of Value and Activity

January 1, 2010 - December 31, 2010

Description	Shares/Value	Current Price	Market Value	Est. Ann. Inc	Cost Basis	Unrealized G/L
Health Care						
Becton Dickinson TICKER: BDX	1,200.00	84.52	$101,424.00	$1,968.00	$48,832.00	$52,592.00
Kinetic Concepts TICKER: KCI	2,500.00	41.88	$104,700.00	$0.00	$60,552.70	$44,147.30
Laboratory Corp America Holdings TICKER: LH	1,115.00	87.92	$98,030.80	$0.00	$76,741.19	$21,289.61
Medtronic Inc TICKER: MDT	2,500.00	37.09	$92,725.00	$2,250.00	$85,498.40	$7,226.60
Varian Medical Systems Inc TICKER: VAR	2,050.00	69.28	$142,024.00	$0.00	$76,786.00	$65,238.00
			$538,903.80	$4,218.00	$348,410.29	$190,493.51
Industrials						
Copart Inc TICKER: CPRT	3,200.00	37.35	$119,520.00	$0.00	$101,398.32	$18,121.68
Fti Consulting Inc TICKER: FCN	3,430.00	37.28	$127,870.40	$0.00	$131,917.55	-$4,047.15
ITT Educational Services Inc TICKER: ESI	1,500.00	63.69	$95,535.00	$0.00	$133,371.89	-$37,836.89
OMNICOM Group TICKER: OMC	2,250.00	45.80	$103,050.00	$1,800.00	$61,378.05	$41,671.95
Robert Half Intl Inc TICKER: RHI	4,500.00	30.60	$137,700.00	$2,340.00	$114,827.83	$22,872.17
Roper Inds Inc New TICKER: ROP	2,000.00	76.43	$152,860.00	$880.00	$87,102.50	$65,757.50
			$736,535.40	$5,020.00	$629,996.14	$106,539.26

Statement of Value and Activity

January 1, 2010 - December 31, 2010

Description	Shares/Value	Current Price	Market Value	Est. Ann. Inc	Cost Basis	Unrealized G/L
Information Technology						
CISCO Sys Inc TICKER: CSCO	4,043.00	20.23	$81,789.89	$0.00	$63,688.88	$18,101.01
Cme Group Inc. TICKER: CME	400.00	321.75	$128,700.00	$1,840.00	$85,459.60	$43,240.40
Google INC-CL A TICKER: GOOG	180.00	593.97	$106,914.60	$0.00	$75,302.91	$31,611.69
Grainger W W Inc TICKER: GWW	1,095.00	138.11	$151,230.45	$2,365.20	$78,017.68	$73,212.77
Intel Corp TICKER: INTC	4,500.00	21.03	$94,635.00	$2,835.00	$73,719.00	$20,916.00
International Business Machines Corp TICKER: IBM	725.00	146.76	$106,401.00	$1,885.00	$95,506.55	$10,894.45
Microsoft Corp TICKER: MSFT	3,600.00	27.91	$100,476.00	$2,304.00	$87,906.20	$12,569.80
Plantronics Inc New TICKER: PLT	3,350.00	37.22	$124,687.00	$670.00	$93,719.88	$30,967.12
Qualcomm Inc TICKER: QCOM	1,730.00	49.49	$85,617.70	$1,314.80	$70,104.22	$15,513.48
			$980,451.64	$13,214.00	$723,424.92	$257,026.72
Utilities						
Nextera Energy Inc TICKER: NEE	2,000.00	51.99	$103,980.00	$4,000.00	$76,252.00	$27,728.00
			$103,980.00	$4,000.00	$76,252.00	$27,728.00

Asset Detail Section (continued)

Statement of Value and Activity

January 1, 2010 - December 31, 2010

Description	*Shares/Value*	*Current Price*	*Market Value*	*Est. Ann. Inc*	*Cost Basis*	*Unrealized G/L*
Materials						
Ball Corp TICKER: BLL	1,675.00	68.05	$113,983.75	$670.00	$98,750.45	$15,233.30
			$113,983.75	$670.00	$98,750.45	$15,233.30
Total Domestic Equities			$4,437,087.01	$53,825.20	$3,385,841.72	$1,051,245.29
International Equities						
Financials						
Brookfield Asset Manage-Cl A TICKER: BAM	3,225.00	33.29	$107,360.25	$1,677.00	$98,895.27	$8,464.98
			$107,360.25	$1,677.00	$98,895.27	$8,464.98
Health Care						
TEVA Pharmaceutical Inds Ltd ADR TICKER: TEVA	1,250.00	52.13	$65,162.50	$833.75	$42,282.32	$22,880.18
			$65,162.50	$833.75	$42,282.32	$22,880.18
Information Technology						
Accenture PLC CL A TICKER: ACN	2,300.00	48.49	$111,527.00	$2,070.00	$70,440.50	$41,086.50
			$111,527.00	$2,070.00	$70,440.50	$41,086.50
Total International Equities			$284,049.75	$4,580.75	$211,618.09	$72,431.66

STATEMENT A

Asset Detail Section (continued)

Statement of Value and Activity

January 1, 2010 - December 31, 2010

Description	Shares/Value	Current Price	Market Value	Est. Ann. Inc	Cost Basis	Unrealized G/L
Mutual Funds						
Domestic Fixed Income						
JPMorgan Short Durat Bond SL TICKER: HLLVX	115,022.41	10.97	$1,261,795.88	$23,349.55	$1,230,739.83	$31,056.05
PIMCO Total Return Iii-Instl TICKER: PTSAX	170,221.11	9.57	$1,629,016.02	$49,534.34	$1,578,726.67	$50,289.35
William Blair Bond Fund-I TICKER: WBFIX	59,626.08	10.59	$631,440.16	$29,455.28	$625,000.00	$6,440.16
			$3,522,252.06	$102,339.17	$3,434,466.50	$87,785.56
Domestic Equity						
Aston River Rd Div All Cap-I TICKER: ARIDX	380,477.49	10.69	$4,067,304.37	$100,065.58	$3,716,115.39	$351,188.98
iShares Russell 1000 Index Fund TICKER: IWB	58,512.00	69.86	$4,087,648.32	$68,049.46	$3,846,978.88	$240,669.44
iShares Russell 2000 Index Fund TICKER: IWM	6,317.00	78.24	$494,242.08	$5,647.40	$482,569.05	$11,673.03
Longleaf Partners Sm Cap Fd TICKER: LLSCX	29,497.97	26.52	$782,286.03	$3,244.78	$439,850.69	$342,435.34
Managers Amg Essex Small/Micro Gr-A TICKER: MBRSX	42,290.40	19.38	$819,587.86	$0.00	$470,000.00	$349,587.86
Wisdomtree Emerging Mkts S/C Div Fd TICKER: DGS	5,420.00	54.50	$295,390.00	$6,986.38	$280,384.50	$15,005.50
Wisdomtree Intl S/C Dvd Fund TICKER: DLS	18,400.00	51.77	$952,568.00	$27,121.60	$901,875.26	$50,692.74
			$11,499,026.66	$211,115.20	$10,137,773.77	$1,361,252.89

Statement of Value and Activity

January 1, 2010 - December 31, 2010

Description	Shares/Value	Current Price	Market Value	Est. Ann. Inc	Cost Basis	Unrealized G/L
International						
Aberdeen Emerg Mkts Inst-Is TICKER: ABEMX	32,474.49	14.63	$475,101.85	$4,091.79	$297,791.11	$177,310.74
Driehaus Active Income Fund TICKER: LCMAX	19,946.81	11.05	$220,412.24	$5,166.22	$225,000.00	-$4,587.76
Driehaus Inter Small Cap GTH TICKER: DRIOX	102,567.42	9.66	$990,801.31	$6,461.75	$480,222.99	$510,578.32
Eaton Vance Parametric T/M Emer Mkts TICKER: EITEX	31,131.74	51.12	$1,591,454.45	$27,894.04	$834,240.68	$757,213.77
Harbor International Fund #11 TICKER: HAINX	67,685.03	60.55	$4,098,328.45	$59,021.34	$2,384,964.66	$1,713,363.79
Professionally Managed Port 21-Is TICKER: PORIX	66,417.95	32.20	$2,138,658.09	$16,338.82	$1,585,000.00	$553,658.09
Scout International Fund TICKER: UMBWX	126,350.12	32.38	$4,091,217.02	$68,229.07	$2,608,387.80	$1,482,829.22
Vanguard International Growth #81 TICKER: VWIGX	0.00	19.34	$0.00	$0.00	$0.00	$0.00
William Blair Emg Mkts Gr-I TICKER: WBEIX	30,937.71	15.87	$490,981.47	$4,764.41	$257,092.38	$233,889.09
			$14,096,954.88	$191,967.44	$8,672,699.62	$5,424,255.26
Total Mutual Funds			$29,118,233.60	$505,421.81	$22,244,939.89	$6,873,293.71

Statement of Value and Activity

January 1, 2010 - December 31, 2010

Description	Shares/Value	Current Price	Market Value	Est. Ann. Inc	Cost Basis	Unrealized G/L
Closely Held						
Lyme Northern Forest Fund LP	1.00	21,870.00	$21,870.00	$0.00	$35,395.00	-$13,525.00
Total Closely Held			$21,870.00	$0.00	$35,395.00	-$13,525.00
Total All Assets			**$35,180,549.73**	**$565,213.03**	**$27,197,104.07**	**$7,983,445.66**

STATEMENT A

AMENDED BYLAWS
OF
LAIRD NORTON FAMILY FOUNDATION (the "Corporation")

Effective June 24, 2010

ARTICLE I - MEMBERSHIP; FAMILY MEMBERS

Section 1.1 Membership. By its Articles of Incorporation the Corporation shall have no members.

Section 1.2 Family Members. Family Members shall be defined as those individuals who are either "core members" or "relationship members" of the Laird Norton Family as described in the definition of the "Laird Norton Family" adopted by the board of directors of the Laird Norton Company LLC (hereinafter the "Company") on November 18, 2005, attached hereto as Exhibit A and incorporated herein by this reference; but shall exclude those individuals who formally exited from the Laird Norton Family, that is, excluded themselves from the definition of the Laird Norton Family through participation in a Divest and Exit Fund dated June 15, 2006, and thereafter offered through the Company.

ARTICLE II - BOARD OF DIRECTORS

Section 2.1 Powers. A board of directors (the "Board") shall manage the property, interests, activities, and other affairs of the Corporation. When transacting the Corporation's business the directors on the Board (the "Directors") shall act as a board and, except as otherwise provided in these Bylaws or by law, decisions made by a majority of the then-serving Directors entitled to vote in accordance with Section 4.6 and Subsections 4.6.1 and 4.6.2 with a quorum present during a Board meeting, or made between Board meetings by unanimous consent of the then-serving Directors entitled to vote in accordance with Section 4.8, shall be the Board's decisions and its acts.

Section 2.2 Number of Directors; Term of Office; Maximum Tenure. From time to time, the Board shall set the number of Directors by resolution. The Board shall have a minimum of five (5) up to a maximum of eleven (11) Directors. No decrease in number of Directors shall have the effect of shortening the term of any incumbent. Terms shall normally be three (3) years. Terms shall be staggered in three (3) groups intended to be triennially elected during different annual Board meetings. The Board shall elect a Director to a term of less than three (3) years to make staggered groups more equal size or if an election occurs between annual Board meetings. A Director shall normally hold office until a qualified successor has been elected unless the Director resigned, the Director was removed, or the Director's position is eliminated at the conclusion of his/her term. A Director may be elected to serve no more than three (3) consecutive terms. After one (1) year not serving, an individual may again be elected to the Board for additional successive terms.

Section 2.3 Director Qualifications and Election. At least sixty-seven percent (67%) of Directors, including the Board Chair, shall be Family Members. Directors must be at least 21 years old. No more than a minority (i.e., less than fifty percent (50%)) of the Board shall be comprised of individuals who are directors, officers or employees of the Company or its affiliated businesses. The candidates nominated by the Governance Committee who receive the affirmative vote of more than one-half (hereinafter a "majority") of the then-serving Directors shall be elected.

Section 2.4 Board Vacancies. A vacancy or vacancies on the Board shall exist on the occurrence of (a) not electing all the open Director positions (including an increase in the number of Director positions) during a meeting for Director elections or (b) a Director's resignation, death, disability, or removal. The Board may fill a Board Vacancy before the next Annual Board Meeting in accordance with Section 2.3. A Director elected to fill a vacant position held by a Director who did not complete his or her term shall hold office until the expiration of the term of the replaced Director. If a Director is elected to fill a vacant position with fewer than fifteen (15) months remaining in the term, the remaining term shall not be counted as a term for purpose of calculating maximum continuous terms.

2.4.1 Disability of a Director. "Disability" is defined as the failure or inability of a Director to perform his or her duties responsibly, properly and adequately, as determined by a vote of at least 67% of the other then-serving Directors, by a court order of unsound mind, by a felony conviction, or by a court judgment of breach of duty under Washington Nonprofit Corporation Act

2.4.2 Removal of a Director. If the Board determines that removal is in the best interests of the Corporation, a Director may be removed, with or without cause, by a vote of at least 67% of the other then-serving Directors at a Board meeting. "Cause" shall include but not be limited to a Director missing three consecutive regular meetings, unless properly excused by the Board, or action of any kind that undermines the mission and well being of the Corporation. Notice shall be given in accordance with Section 4.4 to all Directors of a meeting in which a Director's removal is pending and, if the affected Director does not attend, he or she shall be notified of the results of such pending action.

Section 2.5 Associate Directors. Associate Directors shall receive Board information and attend Board meetings but shall not be Board members, have no voting privileges, and have no decision making ability for the Corporation. The Board may have no Associate Director from time to time or may appoint up to two (2) Family Members at least 18 years old to serve as Associate Director(s) for a term of up to two (2) years unless earlier removed, with or without cause, by the Board.

Section 2.6 Delegation of Powers. From time to time the Board may delegate some of its duties to an individual, individuals, committee, or committees provided all corporate powers and management of the Corporation ultimately shall remain under the supervision and direction of the Board. A delegation of duties may be modified or withdrawn by the Board (subject to terms of any applicable employment contract(s)).

2.6.1 Powers Which Can Never Be Delegated. No committee or individuals shall have any authority of the Board to: amend, alter or repeal the Bylaws; elect, appoint or remove any member of any committee or any Director or officer of the Corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the Corporation or revoke proceedings thereof; adopt a plan for the distribution of the assets of the Corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of a committee and the delegation of authority to it shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

2.6.2 Grantmaking Authority; Policy and Procedures. The Corporation shall make grants or other financial assistance in accordance with the purposes and limitations in its Articles of Incorporation. While the Board may delegate reviewing and recommending grant requests, the Board shall retain and not delegate the power to approve and authorize grants made by the Corporation, to rescind grant approvals, and to approve funds of rescinded grants for other purposes. From time to time, the Board may adopt written grantmaking policies and procedures.

ARTICLE III - COMMITTEES

Section 3.1 Establishment of Committees. The Corporation shall have two or more Fund Advisory Committees set by Board resolution from time to time, a Youth Philanthropy Advisory Committee, a Governance Committee, a Finance Committee, a Personnel Committee, and as the Board deems desirable from time to time additional special, temporary, and/or ad hoc committees. Except as specified in these Bylaws, the Board shall establish each committee's name, its purpose, its duration, any delegated management authority (other than authority that can never be delegated in Section 2.6 and Subsections 2.6.1 and 2.6.2), its membership size and the qualifications and appointment of each committee's voting members, non-voting members (if any), and chair. Duration of committee appointments shall not extend longer than the date of the next Annual Board Meeting. All committee members and chairs shall serve at the pleasure of the Board and may be removed before the end of their appointment. Except as otherwise stated in Subsections of Section 3.4, committee members and chairs may be Directors or non-Directors and, unless a committee chair is appointed by the Board, chairs shall be elected by committee members.

Section 3.2 Management Committees. Committees that are delegated some of the Board's management authority, including the Governance, Finance, and Personnel committees, shall have at least three (3) voting members, at least two (2) of whom shall be Directors. Except as specified below for the Finance and Governance Committees, all voting members and chairs of management committees shall be Directors. The Board Chair shall nominate the members and chairs of such management committees. The Board shall appoint the nominees who are approved for their management committee positions.

Section 3.3 Committee Decisions. A motion of a committee shall become a decision of the committee if approved by a majority of the then-serving committee members eligible to vote. In addition to Section 4.6, Subsections 4.6.1 and 4.6.2, and Section 4.8, the Board shall have the power to prescribe the manner in which proceedings of committees shall be conducted. Except for delegated management authority to a management committee (if any), all work and decisions of committees are subject to the ultimate direction and decision of the Board

Section 3.4 Committee Descriptions. Following are descriptions of committees established in Section 3.1.

3.4.1 Fund Advisory Committees. Each fund Advisory Committee shall review grants for recommendation to the Board and monitor outstanding grants. Each Fund Advisory Committee shall consist of at least five (5) voting members who are Family Members eighteen (18) years of age or older but not current Directors. Fund Advisory Committees shall elect their chairs from among each Fund Advisory Committee's voting members. Directors may serve as non-voting liaisons to Fund Advisory Committees to facilitate communication between the committees and the Board.

3.4.2 Youth-Philanthropy Advisory Committee. The committee (its beginning name is the "Sixth Sense Committee" which may change its name without needing to change these bylaws) shall recommend grants to the Board of which the intended source of funding for such grants is donations to the Corporation by the Company that are designated for youth philanthropy, such as from the Company's Member Suggested Charitable Contribution Program, or from other sources for such purpose. This committee shall consist of at least four (4) voting members who are Family Members age fourteen (14) through twenty (20) years. It shall elect its chair(s) from among its voting members. Directors may serve as non-voting liaison to the committee to facilitate communication between the committee and the Board.

3.4.3 Governance Committee. The Governance Committee shall review and recommend policies on the effectiveness of the Corporation's governance, including the independence of the Board and committees, and shall nominate prospective Directors to be presented to the Board for election. The Governance Committee shall consist of at least three (3) voting members who are Directors. The Company Family President shall be a non-voting member of the Committee or, if a Director, may be one of the three (3) voting members of the Committee. The Committee may have additional non-voting members who may be non-Directors, including for nominating new prospective Directors the chair of the Company Nominating Committee (or his or her designee from the Company Nominating Committee).

3.4.4 Finance Committee. The Finance Committee shall oversee the investment of the assets held by the Corporation and shall make recommendations on investing, spending, and budgeting to the Board for ultimate decision by the Board. The Board may delegate to this Committee the responsibility and authority of selecting and engaging an auditor to perform an external financial audit of the Corporation, if any. The Finance Committee shall consist of at least three (3) voting members who are Directors and additional non-Directors who may be voting or non-voting members.

3.4.5 Personnel Committee. The Personnel Committee shall research, evaluate and recommend reasonable compensation for an individual's services to the Corporation. The Personnel Committee shall consist of at least three (3) voting members who are Directors and additional non-voting members who may be non-Directors.

3.4.6 Additional Special, Ad Hoc, and/or Temporary Committees. From time to time as the Board deems desirable, it may establish additional committees, delegate authority to such committees in conformance with law and Sections 2.6, 3.1, and 3.2, appoint members (two (2) minimum) of such committees, or terminate any such committee.

ARTICLE IV - MEETINGS

Section 4.1 Annual Board Meetings. Without Notice, except as required in Sections 2.4.2, 4.4, and 6.5, the Board shall meet annually (usually in June close to the Company's annual members meeting) to elect Directors to expired-term positions, to elect Officers, to appoint committees, and to transact other business.

Section 4.2 Regular Board Meetings. Without Notice, except as required in Sections 2.4.2, 4.4, and 6.5, the Board shall meet recurrently at times and locations scheduled in advance at a Board Meeting or, between Board meetings, by consensus among the Directors.

Section 4.3 **Special Board Meetings**. With Notice of time, location, and purpose, the Board Chair, the Secretary, or any two (2) Directors may call Special Board meetings for any purpose(s) at any time.

Section 4.4 **Notice of Meetings**. Notice shall be required for a special Board meeting and for an annual or regular Board meeting that will include amending these Bylaws or the Articles of Incorporation, considering the removal of a Director, or for other reason required by law. At least ten (10) calendar days before the date of each meeting that requires Notice, the Secretary, a staff member, or the person(s) calling the meeting shall notify the Directors or those entitled to notice, via regular or express mail, email, facsimile, telegram, or by personal communication over the telephone or otherwise, regarding the meeting time, location, and its purpose.

4.4.1 **Notice By Email**. An emailed Notice shall be sent to those who have consented in writing or by email to receive Notices transmitted by email and have provided instructions necessary to receive emailed Notices and shall be considered delivered when sent. Such consent shall be revoked if the Corporation receives a written revocation (by mail, facsimile, or email) or if the Secretary or other individual responsible for giving Notice becomes aware that two consecutive email Notices, sent per instructions provided, have not been received by the intended recipient.

4.4.2 **Notice By Other Means**. A Notice sent by regular or express mail shall be deemed delivered when deposited, with proper address of recipient and prepaid postage, in the U.S. mail. Other forms of notice in Section 4.4 are effective when received by the individual entitled to receive the Notice.

4.4.3 **Waiver of Notice**. Whether before or after a meeting, a written waiver of Notice or a written consent to holding the meeting signed by an individual entitled to Notice shall constitute receiving timely Notice. Attendance at a meeting shall constitute a waiver of Notice of such meeting unless the individual entitled to Notice protests before or at the commencement of the meeting and attends for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents, and attendance records shall be filed with the Corporation's records or made a part of the meeting minutes.

Section 4.5 **Quorum**. Subject to Subsections 4.6.1 and 4.6.2, the presence of a majority of the then-serving Directors (or committee members) constitutes a quorum for transaction of business at a meeting. A majority of the Directors (or committee members) present, whether or not a quorum is present, may adjourn a meeting to another time and place.

4.5.1 **Teleconference Calls**. Directors and committee members may participate in a Board or committee meeting through use of conference telephone or similar communications equipment, so long as all those participating in such meeting can hear one another at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 4.6 **Decision Making Rules of Procedure**. Except as required by law or elsewhere in these Bylaws, the Board and all committees shall use The Modern Rules of Order, Third Edition: A Guide for Conducting Business Meetings, published by the American Bar Association, to guide decision making and shall strive for unanimity or consensus. Except for more stringent requirements by law or elsewhere in these Bylaws, a motion becomes a decision of the Board or a committee if it is approved by a majority of the then-serving Directors or committee members.

4.6.1 **Conflict of Interest Recusal**. An individual whose removal is pending or an individual having a conflict of interest on a matter, as may be defined in a policy on conflict of interest, shall not participate in or be present during discussions, or deliberations on such matter, and shall not be entitled to vote, and shall not vote on such matter for which he or she has a conflict of interest, and his or her position shall not be counted for calculating the required majority, unanimity, or the presence of a quorum regarding such matter.

4.6.2 **Approval of Minutes Recusal**. An individual shall not be entitled to vote, and shall not vote, on approving the minutes of a meeting in which he or she did not participate in substantially all of the meeting and his or her position shall not be counted for calculating the required majority, unanimity, or the presence of a quorum for voting on approval of minutes for such meeting.

Section 4.7 **Recording Abstention or Dissent**. A Director (or committee member) who is present at a meeting shall be presumed to have assented to the actions taken at that meeting unless the Director (or committee member) both (a) abstained or dissented from the action taken during the meeting and (b) the Director's (or committee member's) abstention or dissent is entered in the minutes of the meeting or he or she delivers (personally, or by mail, facsimile, or email) his or her abstention or dissent to an action to either the individual acting as secretary of the meeting before its adjournment or to the Secretary of the Corporation immediately after the meeting adjournment, which abstention or dissent must be in writing or in an email.

Section 4.8 **Consent in Lieu of Meeting**. Any action or decision required or permitted to be made by the Board (or a committee) may be made without a meeting if and only if all those entitled to vote on the matter being decided shall unanimously agree by providing their consent in a document setting forth the action so taken (a) by a writing that is signed or (b) by an email that is sent with sufficient information to determine the sender's identity. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE V - OFFICERS

Section 5.I **Qualifications and Succession of Officers**. The officers of the Corporation shall be the Chair, Vice Chair, Secretary, Treasurer and such other officers and assistant officers as the Board from time to time shall deem desirable. The Chair and Vice Chair must be Directors. An individual may serve as two (2) officers simultaneously, if the duties do not conflict, but not Chair and Vice Chair nor Chair and Secretary. The Board shall elect officers to serve at the pleasure of the Board until the date of the next Annual Board Meeting and until their qualified successors are elected. Any officer may resign at any time upon written notice to the Corporation, without prejudice to the rights, if any, of the Corporation under any contract with the resigning officer. The Board may fill an officer vacancy at a Regular or Special Board Meeting.

5.1.1 **Removal of an Officer**. If the Board determines that removal is in the best interests of the Corporation, subject to the terms of any employment contract(s), the Board may remove any officer, with or without cause, at any time.

Section 5.2 **Chair**. The Chair, subject to the Board's control, has the general management powers, duties, supervision, direction, and control of the Corporation and its Officers typically vested in the president of a non-profit corporation. The Chair shall prepare (in cooperation with the Secretary and the Corporation's staff) Board meeting agendas and shall preside at all Board meetings and at any committee meetings exercising the Board's authority. The Chair shall have such other powers and perform such other duties as the Board prescribes.

Section 5.3 **Vice Chair**. In the Chair's absence, disability, or refusal to act, the Vice Chair shall act as Chair and shall have all the Chair's powers and be subject to all the restrictions on the Chair. The Vice Chair shall have such other powers and perform such other duties the Board prescribes.

Section 5.4 **Secretary**. The Secretary shall cause a book of minutes of the Board's proceedings to be kept at the Corporation's principal office (or other location by Board directive). The book shall include the names of attendees; the Notices, time, place, and type of proceedings; and, if special, how called or authorized. When requested by the Chair, the Secretary shall sign and execute with the Chair deeds, bonds, contracts, and other instruments or obligations in the name of the Corporation. The Secretary shall have such other powers and perform such other duties the Board prescribes.

Section 5.5 **Treasurer**. The Treasurer shall have the care of, custody of, and be responsible for all funds and investments of the corporation and shall cause adequate and correct books of account to be kept. The Treasurer shall cause all the Corporation's funds and other valuable effects to be deposited in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall perform all the duties incident to the office of Treasurer and shall have such other powers and perform such other duties the Board prescribes.

ARTICLE VI - ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 6.1 **No Corporate Seal**. The Corporation has no corporate seal.

Section 6.2 **Fiscal Year**. The Corporation's fiscal year shall be January 1 through December 31.

Section 6.3 **Loans Prohibited**. The Corporation shall make no loans to any Officer or any Director.

Section 6.4 **Policies**. Besides grant making policy in Subsection 2.6.2, the Corporation may have written policies regarding: regulatory and tax requirements and prohibitions; reporting misconduct; Director duties; Officer and Director compensation; ethical conduct; avoiding conflicts of interest; information confidentiality and transparency; handling, making available to others, and disposing of books, records, and other documents; when contracts may be signed; and from time to time other policies as the Board deems desirable or required by law or by tax regulation.

Section 6.5 **Amendment of Bylaws or Articles of Incorporation**. These Bylaws may be altered, amended, or repealed or the Articles of Incorporation may be altered, amended, or restated, if conforming to law, by a majority of the then-serving Directors at a meeting. A Notice describing the proposed changes shall be sent to all Directors in accordance with Section 4.4.

CERTIFICATION

William Barran-Mickle, being Secretary of the Corporation, hereby certifies that its Board of Directors duly adopted the foregoing Bylaws on June 24, 2010.

William Barran-Mickle, Secretary (date signed)

EXHIBIT A

For Laird Norton Company ("LNC") operating policy purposes (not to determine who may own units[1]), the following Laird Norton Family Definition will be used to identify who is included in the Laird Norton Family.

Definition of the Laird Norton Family

The Laird Norton Family consists of Core Members and Relationship Members as follows:

A. Core Members of Laird Norton Family

- A.1. Lineal descendants[2] of (a) the family's founders[3] and (b) stepchildren in A.2 & A.3.
- A.2. Stepchildren[4] of the founders' lineal descendants[2] who, as of 2005, lived in a lineal descendant's home for at least a year before age 18 and their older blood siblings.
- A.3. Stepchildren[4] of Core Members who, after 2005 and upon a Core Member stepparent's irrevocable written request, live in the Core Member's home for at least 4 years and attend at least 2 Family Retreats before age 18 and their older blood siblings.

B. Relationship Members of Laird Norton Family

- B.1. Spouses of Core Members (not ex-spouses except B.3.).
- B.2. Core Members' Widow(er)s if not remarried or if have a Core child.[5]
- B.3. Seven named ex-spouses of 4th generation lineal Descendants.[5, 6]
- B.4. Committed same-gender domestic partners of Core Members.[7]

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[1] This new definition does <u>not</u> change who may own legended LNC units; such change needs approval by 75% of legended units.

[2] Including children legally adopted before age 18.

[3] William Harris Laird, Mary Jane Watson Laird, & Ardella Watson Laird; James Laird Norton & Lucretia Wilson Norton; and Matthew George Norton & Emma Beulah Hayes Norton.

[4] Or children of same-gender domestic partners.

[5] Though a Relationship Member's new spouse might be welcome while accompanying the Relationship Member at LN Family events, neither the new spouse nor any of the new spouse's prior family will have LN Family status.

[6] Tamsin Clapp, Kristina Clawson, Jean Gardner, Marion Hand, "Pam" Henry, Gary MacLeod, and William E. Steinwedell II.

[7] At Core Member's & partner's written request with supporting evidence to be determined. Ends on Core Member's notice to LNC.