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 JUL 1, 2010 , and ending JUN 30, 2011

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: MCMILLAN FAMILY FOUNDATION

A Employer identification number: 91-6511722

Number and street (or P O box number if mail is not delivered to street address): 1617 6TH AVE., 6TH FLOOR | Room/suite

B Telephone number: 425-462-8220

City or town, state, and ZIP code: SEATTLE, WA 98101-1742

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) ▶$ 2,863,429.

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	24,366.	24,366.		STATEMENT 1
	4 Dividends and interest from securities	39,912.	39,912.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	38,481.			
	b Gross sales price for all assets on line 6a 589,420.				
	7 Capital gain net income (from Part IV, line 2)		38,481.		
	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	3,297.	3,297.		STATEMENT 3
	12 **Total** Add lines 1 through 11	106,056.	106,056.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	3,007.	1,503.		1,504.
	c Other professional fees STMT 5	786.	393.		393.
	17 Interest				
	18 Taxes STMT 6	1,108.	608.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	30,447.	30,447.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	35,348.	32,951.		1,897.
	25 Contributions, gifts, grants paid	137,000.			137,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	172,348.	32,951.		138,897.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-66,292.			
	b **Net investment income** (if negative, enter -0-)		73,105.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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			
	2 Savings and temporary cash investments	108,053.	63,498.	63,498.
	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 STMT 8	175,708.	75,380.	75,675.
	b Investments - corporate stock STMT 9	1,399,821.	1,237,636.	1,711,846.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	766,800.	1,006,631.	1,011,465.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	0.	945.	945.
	16 **Total assets** (to be completed by all filers)	2,450,382.	2,384,090.	2,863,429.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,450,382.	2,384,090.	
	30 **Total net assets or fund balances**	2,450,382.	2,384,090.	
	31 **Total liabilities and net assets/fund balances**	2,450,382.	2,384,090.	

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	2,450,382.
2	Enter amount from Part I, line 27a	2	-66,292.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,384,090.
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	2,384,090.

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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	589,420.		550,939.	38,481.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				38,481.

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	38,481.
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	139,441.	2,617,068.	.053281
2008	112,685.	2,516,900.	.044771
2007	176,130.	3,439,653.	.051206
2006	162,908.	3,437,844.	.047387
2005	164,180.	3,320,599.	.049443

2	**Total** of line 1, column (d)	2	.246088
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	.049218
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,732,187.
5	Multiply line 4 by line 3	5	134,473.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	731.
7	Add lines 5 and 6	7	135,204.
8	Enter qualifying distributions from Part XII, line 4	8	138,897.

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 ▶ [X] and enter 1% of Part I, line 27b			1	731.
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	731.
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	731.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	898.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	898.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	167.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶		167. **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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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

Form **990-PF** (2010)

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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 ▶ N/A

14 The books are in care of ▶ JOHN A. MCMILLAN Telephone no. ▶ 425-462-8220

Located at ▶ WELLSPRING GROUP, 10885 NE 4TH ST, BELLEVUE, WA ZIP+4 ▶ 98004

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see 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

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 | | 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
JOHN A MCMILLAN 1617 SIXTH STREET SEATTLE, WA 98101	TRUSTEE 1.00	0.	0.	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
NONE				

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

Form **990-PF** (2010)

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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
NONE		
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.

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	2,695,517.
b	Average of monthly cash balances		1b	78,277.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	2,773,794.
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	2,773,794.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	41,607.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,732,187.
6	**Minimum investment return.** Enter 5% of line 5		6	136,609.

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	136,609.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 731.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	731.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	135,878.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	135,878.
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	135,878.

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	138,897.
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	138,897.
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	731.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	138,166.

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				135,878.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,465.	
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: ▶ $ 138,897.				
a Applied to 2009, but not more than line 2a			1,465.	
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				135,878.
e Remaining amount distributed out of corpus	1,554.			
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	1,554.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	1,554.			
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 1,554.				

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 (a) 2010	Prior 3 years (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).)

JOHN A MCMILLAN

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 ▶ [X] 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 12				
Total			▶ 3a	137,000.
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 (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	24,366.	
4 Dividends and interest from securities			14	39,912.	
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			14	3,297.	
8 Gain or (loss) from sales of assets other than inventory			18	38,481.	
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.		106,056.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 106,056.

(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: [signature] Date: 1/4/12 Title: TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JUDY COURSHON	[signature]	1/4/12		

Firm's name ▶ WELLSPRING GROUP P.S., CPAS — Firm's EIN ▶

Firm's address ▶ 10885 NE 4TH ST., SUITE 320 BELLEVUE, WA 98004 — Phone no. 425-462-8220

Form **990-PF** (2010)

023622 04-26-11

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	POWERSHARES DB COMMODITY INDEX TRACKING FUND	P	VARIOUS	12/31/10
b	POWERSHARES DB COMMODITY INDEX TRACKING FUND	P	VARIOUS	12/31/10
c	SECURITIES LITIGATION PROCEEDS - VARIOUS	P	VARIOUS	09/30/10
d	SECURITIES LITIGATION PROCEEDS - CARDINAL HEALTH	P	VARIOUS	12/20/10
e	SECURITIES LITIGATION PROCEEDS - ENRON	P	VARIOUS	02/15/11
f	800 SHS - TEXAS INSTRUMENTS	P	09/06/02	10/06/10
g	500 SHS - NUASIVE INC	P	03/17/03	12/02/10
h	100 SHS - QUEST DIAGNOSTICS INC	P	09/06/02	07/23/10
i	400 SHS - QUEST DIAGNOSTICS INC	P	03/17/03	07/23/10
j	100,000 FED NATL MTG ASSN 5.000% 8/24/10	P	08/27/07	08/24/10
k	200 SHS - GENERAL ELECTRIC	P	10/28/03	08/27/10
l	200 SHS - GENERAL ELECTRIC	P	10/15/02	08/27/10
m	200 SHS - GENERAL ELECTRIC	P	08/07/02	08/27/10
n	200 SHS - GENERAL ELECTRIC	P	10/08/01	08/27/10
o	100 SHS - GENERAL ELECTRIC	P	12/22/00	08/27/10

	(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			3.	-3.
b	296.			296.
c	38.			38.
d	321.			321.
e	1,855.			1,855.
f	22,385.		20,264.	2,121.
g	11,540.		15,108.	-3,568.
h	4,454.		2,766.	1,688.
i	17,817.		10,918.	6,899.
j	100,000.		100,328.	-328.
k	2,924.		5,692.	-2,768.
l	2,924.		5,200.	-2,276.
m	2,924.		6,002.	-3,078.
n	2,924.		7,294.	-4,370.
o	1,462.		4,871.	-3,409.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-3.
b				296.
c				38.
d				321.
e				1,855.
f				2,121.
g				-3,568.
h				1,688.
i				6,899.
j				-328.
k				-2,768.
l				-2,276.
m				-3,078.
n				-4,370.
o				-3,409.

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

023591
05-01-10

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	200 SHS - GENERAL ELECTRIC	P	11/21/00	08/27/10
b	125 SHS - GENERAL ELECTRIC	P	11/07/00	08/27/10
c	275 SHS - GENERAL ELECTRIC	P	10/26/00	08/27/10
d	300 SHS - MONSANTO CO NEW	P	05/27/09	08/27/10
e	100 SHS - JACOBS ENGR GROUP INC	P	05/27/09	08/27/10
f	400 SHS - JACOBS ENGR GROUP INC	P	02/19/09	08/27/10
g	100 SHS - DANAHER CORP	P	09/29/00	10/06/10
h	100 SHS - NOVARTIS AG-ADR	P	10/21/05	10/06/10
i	100 SHS - PRECISON CASTPARTS CORP	P	05/11/07	10/06/10
j	25 SHS - APPLE COMPUTER INC	P	04/25/07	10/06/10
k	100 SHS - CITRIX SYS INC COM	P	10/23/07	10/06/10
l	125 SHS - FIRST SOLAR INC	P	12/05/08	10/06/10
m	100 SHS - CITRIX SYS INC COM	P	10/23/07	10/25/10
n	50 SHS - JOHNSON & JOHNSON	P	12/05/08	10/25/10
o	200 SHS - ISHARES INC MSCI PACIFIC EX-JAPAN	P	10/23/07	10/25/10

	(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	2,924.		10,153.	-7,229.
b	1,828.		6,862.	-5,034.
c	4,021.		14,288.	-10,267.
d	16,791.		24,315.	-7,524.
e	3,504.		4,181.	-677.
f	14,016.		14,306.	-290.
g	4,081.		1,240.	2,841.
h	5,787.		5,258.	529.
i	13,142.		11,074.	2,068.
j	7,210.		2,373.	4,837.
k	6,338.		4,133.	2,205.
l	17,564.		15,701.	1,863.
m	6,056.		4,133.	1,923.
n	3,201.		2,372.	829.
o	9,346.		5,056.	4,290.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				-7,229.
b				-5,034.
c				-10,267.
d				-7,524.
e				-677.
f				-290.
g				2,841.
h				529.
i				2,068.
j				4,837.
k				2,205.
l				1,863.
m				1,923.
n				829.
o				4,290.

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

023591
05-01-10

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	50 SHS - NIKE INC CL B	P	09/29/00	10/25/10
b	50 SHS - JOHNSON & JOHNSON	P	01/15/04	10/25/10
c	200 SHS - MICROSOFT	P	05/27/09	12/02/10
d	50 SHS - JOHNSON & JOHNSON	P	10/26/00	12/02/10
e	100 SHS - CITRIX SYS INC COM	P	10/23/07	12/02/10
f	50 SHS - CREE INC	P	11/11/09	12/02/10
g	5 SHS - GOOGLE INC	P	07/20/07	12/02/10
h	200 SHS - CISCO SYSTEMS INC	P	03/29/01	12/02/10
i	25 SHS - IBM CORP	P	01/02/03	12/02/10
j	100 SHS - INTEL CORP	P	10/26/00	12/02/10
k	200 SHS - THERMO FISHER SCIENTIFIC INC	P	02/12/08	12/02/10
l	700 SHS - ISHARES MSCI EAFE	P	03/06/02	12/02/10
m	150 SHS - TARGET CORP	P	09/29/00	12/02/10
n	300 SHS - CARNIVAL INC	P	06/07/02	12/02/10
o	100 SHS - NIKE INC CL B	P	05/27/09	02/23/11

	(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	4,119.		2,756.	1,363.
b	3,201.		2,358.	843.
c	5,348.		6,044.	-696.
d	6,257.		4,716.	1,541.
e	3,494.		2,066.	1,428.
f	3,381.		2,322.	1,059.
g	2,855.		2,610.	245.
h	3,840.		3,050.	790.
i	3,629.		1,997.	1,632.
j	2,161.		4,231.	-2,070.
k	10,502.		11,370.	-868.
l	39,677.		27,998.	11,679.
m	8,870.		3,940.	4,930.
n	12,919.		8,895.	4,024.
o	8,599.		5,511.	3,088.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1,363.
b				843.
c				-696.
d				1,541.
e				1,428.
f				1,059.
g				245.
h				790.
i				1,632.
j				-2,070.
k				-868.
l				11,679.
m				4,930.
n				4,024.
o				3,088.

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

023591
05-01-10

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	300 SHS - ISHARES INC MSCI PACIFIC EX-JAPAN	P	01/15/04	02/23/11
b	300 SHS - ISHARES MSCI EAFE	P	03/06/02	02/23/11
c	25 SHS - PRECISION CASTPARTS CORP	P	05/11/07	02/23/11
d	25 SHS - PRECISION CASTPARTS CORP	P	04/25/07	02/23/11
e	100 SHS - VANGUARD REIT VIPER	P	12/03/09	03/23/11
f	225 SHS - L-3 COMMUNICATIONS CORP COM	P	12/03/09	03/23/11
g	400 SHS - ISHARES INC MSCI PACIFIC EX-JAPAN	P	01/15/04	03/23/11
h	400 SHS - CVS/CAREMARK CORPORATION	P	04/03/09	03/23/11
i	2,105.81 SHS - HUSSMAN STRATEGIC GROWTH FUND 601	P	03/04/08	03/23/11
j	100 SHS - NIKE INC CL B	P	05/27/09	03/23/11
k	300 SHS - BEST BUY INC COM	P	01/02/03	03/23/11
l	300 SHS - MICROSOFT	P	12/22/00	05/03/11
m	400 SHS - BEST BUY INC COM	P	01/02/03	05/03/11
n	350 SHS - CREE INC	P	11/11/09	05/03/11
o	500 SHS - MICROSOFT	P	09/29/00	05/03/11

	(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	13,752.		7,584.	6,168.
b	18,009.		11,999.	6,010.
c	3,514.		2,769.	745.
d	3,514.		2,621.	893.
e	5,673.		4,387.	1,286.
f	17,867.		17,820.	47.
g	18,404.		10,112.	8,292.
h	13,380.		11,351.	2,029.
i	25,185.		33,082.	-7,897.
j	7,697.		5,511.	2,186.
k	8,796.		4,972.	3,824.
l	7,740.		6,984.	756.
m	12,548.		6,629.	5,919.
n	13,916.		16,254.	-2,338.
o	12,900.		15,109.	-2,209.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				6,168.
b				6,010.
c				745.
d				893.
e				1,286.
f				47.
g				8,292.
h				2,029.
i				-7,897.
j				2,186.
k				3,824.
l				756.
m				5,919.
n				-2,338.
o				-2,209.

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	38,481.
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

023591
05-01-10

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

SOURCE	AMOUNT
POWERSHARES DB COMMODITY INDEX TRACKING FUND	28.
WELLS FARGO	24,338.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	24,366.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO	39,559.	0.	39,559.
WELLS FARGO	353.	0.	353.
TOTAL TO FM 990-PF, PART I, LN 4	39,912.	0.	39,912.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
POWERSHARES DB COMMODITY INDEX TRACKING FUND	2,927.	2,927.	
MADISON HARBOR PRIVATE REIT	370.	370.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,297.	3,297.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,007.	1,503.		1,504.
TO FORM 990-PF, PG 1, LN 16B	3,007.	1,503.		1,504.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	786.	393.		393.
TO FORM 990-PF, PG 1, LN 16C	786.	393.		393.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX-FOREIGN	608.	608.		0.
FEDERAL TAX	500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,108.	608.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	30,173.	30,173.		0.
LICENSES AND PERMITS	25.	25.		0.
PORTFOLIO DEDUCTIONS	216.	216.		0.
ADR FEES	33.	33.		0.
TO FORM 990-PF, PG 1, LN 23	30,447.	30,447.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FEDERAL HOME LOAN BANK BONDS	X		75,380.	75,675.
FED NATL MTG ASSN SER 1	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS			75,380.	75,675.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			75,380.	75,675.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - SEE ATTACHED	1,237,636.	1,711,846.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,237,636.	1,711,846.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REAL ASSET INVESTMENTS - SEE ATTACHED	COST	222,098.	201,970.
COMPLEMENTARY ASSET STRATEGIES - SEE ATTACHED	COST	254,208.	255,461.
CORPORATE BONDS - SEE ATTACHED	COST	410,325.	430,637.
EATON VANCE FLOATING RATE FUND CLASS I #924	COST	50,000.	49,615.
PIMCO EMERGING LOCAL BOND FUND INST #332	COST	30,000.	31,072.
TEMPLETON GLOBAL BOND FUND ADVISOR CLASS #616	COST	40,000.	42,710.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,006,631.	1,011,465.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INCOME NOT YET RECIEVED	0.	945.	945.
TO FORM 990-PF, PART II, LINE 15	0.	945.	945.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AGROS INTERNATIONAL 4528 8TH AVENUE N.E., SUITE 1A SEATTLE, WA 98105	NONE GENERAL FUND	PUBLIC CHARITY-50	25,000.
BAKKE GRADUATE UNIVERSITY 1013 8TH AVENUE, SUITE 401 SEATTLE, WA 98104	NONE GENERAL FUND	PUBLIC CHARITY-50	35,000.
JOHN M. PERKINS FOUNDATION 1831 ROBINSON STREET JACKSON, MS 39209	NONE GENERAL FUND	PUBLIC CHARITY-50	33,000.
LEADERSHIP DEVELOPMENT FOUNDATION 10908 MOORELANDS STREET N.W. GIG HARBOR, WA 98335	NONE GENERAL FUND	PUBLIC CHARITY-50	31,000.
TEATRO ZINZANNI 100 S KING STREET, SUITE 100 SEATTLE, WA 98104	NONE GENERAL FUND	PUBLIC CHARITY-50	1,000.
THE INTERNATIONAL FOUNDATION 1700 ROUTE 23 NORTH, SUITE 300 WAYNE, NJ 07470	NONE GENERAL FUND	PUBLIC CHARITY-50	10,000.

SHARK FUND PO BOX 2050 MALIBU, CA 90265	NONE GENERAL FUND	PUBLIC CHARITY-50	1,000.
TELEIOS 4616 25TH AVE NE PMB 502 SEATTLE, WA 98105-4183	NONE GENERAL FUND	PUBLIC CHARITY-50	1,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A 137,000.

ASSET DETAIL

Asset Description	Par Value	Price	Market Value as of 06/30/11	Cost Basis
Fixed Income *(continued)*				
CORPORATE OBLIGATIONS				
BELLSOUTH CORP DTD 09/13/04 5 200 09/15/2014 CUSIP: 079860AG7 MOODY'S RATING A2 STANDARD & POOR'S RATING A-	100,000 000	$110 170	$110,170 00	$101,682.00
CHARLES SCHWAB CORP DTD 06/05/09 4 950 06/01/2014 CUSIP· 808513AC9 MOODY'S RATING A2 STANDARD & POOR'S RATING A	50,000 000	109.643	54,821 50	51,996 50
GENERAL ELEC CAP CORP MED TERM NOTE DTD 09/24/07 5 625 09/15/2017 CUSIP. 36962G3H5 MOODY'S RATING· AA2 STANDARD & POOR'S RATING AA+	50,000 000	110 402	55,201 00	51,529 00
HEWLETT-PACKARD CO DTD 05/27/09 2.950 08/15/2012 CUSIP. 428236AY9 MOODY'S RATING A2 STANDARD & POOR'S RATING A	50,000 000	102 454	51,227 00	50,121 50
HONEYWELL INTERNATIONAL DTD 02/29/08 4 250 03/01/2013 CUSIP: 438516AW6 MOODY'S RATING· A2 STANDARD & POOR'S RATING A	50,000 000	105 836	52,918 00	52,113.00

ASSET DETAIL *(continued)*

Asset Description	Par Value	Price	Market Value as of 06/30/11	Cost Basis
Fixed Income *(continued)*				
CORPORATE OBLIGATIONS *(continued)*				
TOTAL CAPITAL SA DTD 10/02/09 3.125 10/02/2015 CUSIP· 89152UAA0 MOODY'S RATING AA1 STANDARD & POOR'S RATING AA-	50,000 000	104 354	52,177 00	49,937 50
WALGREEN CO DTD 07/17/08 4 875 08/01/2013 CUSIP 931422AD1 MOODY'S RATING· A2 STANDARD & POOR'S RATING A	50,000.000	108 245	54,122 50	52,945 35
Total Corporate Obligations			$430,637.00	$410,324 85

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/11	Cost Basis
Equities				
CONSUMER DISCRETIONARY				
AMAZON COM INC COM SYMBOL· AMZN CUSIP: 023135106	150.000	$204.490	$30,673.50	$24,952 50
TARGET CORP SYMBOL. TGT CUSIP. 87612E106	650 000	46 910	30,491.50	16,487 94
TRACTOR SUPPLY CO COM SYMBOL: TSCO CUSIP: 892356106	170 000	66 880	11,369 60	10,131 93
Total Consumer Discretionary			**$72,534.60**	**$51,572 37**
CONSUMER STAPLES				
CVS/CAREMARK CORPORATION SYMBOL· CVS CUSIP 126650100	600 000	$37.580	$22,548 00	$17,025 99
PEPSICO INC SYMBOL· PEP CUSIP 713448108	600 000	70 430	42,258 00	25,516 29
Total Consumer Staples			**$64,806.00**	**$42,542.28**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/11	Cost Basis
Equities *(continued)*				
ENERGY				
CHEVRON CORP SYMBOL CVX CUSIP: 166764100	500 000	$102 840	$51,420 00	$33,070 00
EXXON MOBIL CORPORATION SYMBOL· XOM CUSIP: 30231G102	1,400 000	81.380	113,932.00	62,807 57
Total Energy			**$165,352.00**	**$95,877 57**
FINANCIALS				
AFLAC INC SYMBOL· AFL CUSIP: 001055102	650 000	$46 680	$30,342 00	$31,069 94
AMEX FINANCIAL SELECT SPDR SYMBOL XLF CUSIP 81369Y605	5,500 000	15 350	84,425.00	128,054 00
JPMORGAN CHASE & CO SYMBOL· JPM CUSIP 46625H100	700 000	40 940	28,658 00	29,461 00
US BANCORP DEL NEW SYMBOL: USB CUSIP 902973304	900 000	25 510	22,959 00	22,530.84
Total Financials			**$166,384 00**	**$211,115.78**
HEALTH CARE				
CELGENE CORP COM SYMBOL: CELG CUSIP. 151020104	400 000	$60 320	$24,128.00	$19,339.19
JOHNSON & JOHNSON SYMBOL JNJ CUSIP 478160104	400 000	66 520	26,608 00	18,584 75
MEDCO HEALTH SOLUTIONS INC SYMBOL· MHS CUSIP 58405U102	450 000	56 520	25,434 00	20,375 55
THERMO FISHER SCIENTIFIC INC SYMBOL TMO CUSIP 883556102	500 000	64 390	32,195.00	27,833 97
Total Health Care			**$108,365.00**	**$86,133 46**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 06/30/11	COST BASIS
Equities *(continued)*				
INDUSTRIALS				
DANAHER CORP SYMBOL· DHR CUSIP· 235851102	900 000	$52 990	$47,691 00	$11,155 50
FEDEX CORPORATION SYMBOL. FDX CUSIP. 31428X106	200 000	94 850	18,970 00	17,852.00
PRECISION CASTPARTS CORP SYMBOL: PCP CUSIP 740189105	250 000	164 650	41,162 50	26,207 50
UNION PACIFIC CORP SYMBOL UNP CUSIP: 907818108	340 000	104 400	35,496 00	24,799 33
Total Industrials			**$143,319.50**	**$80,014.33**
INFORMATION TECHNOLOGY				
APPLE INC SYMBOL· AAPL CUSIP· 037833100	125 000	$335 670	$41,958 75	$11,862 50
CISCO SYSTEMS INC SYMBOL: CSCO CUSIP. 17275R102	1,200 000	15 610	18,732 00	14,780 00
CITRIX SYS INC COM SYMBOL: CTXS CUSIP· 177376100	350 000	80 000	28,000 00	14,465 50
COGNIZANT TECH SOLUTIONS CRP COM SYMBOL: CTSH CUSIP· 192446102	200 000	73 340	14,668 00	15,382 00
GOOGLE INC CL A SYMBOL: GOOG CUSIP. 38259P508	50 000	506 380	25,319 00	26,098 00

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/11	Cost Basis
Equities *(continued)*				
INFORMATION TECHNOLOGY *(continued)*				
INTEL CORP COMM SYMBOL INTC CUSIP. 458140100	1,300 000	22 160	28,808 00	51,951.57
INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL: IBM CUSIP. 459200101	200 000	171 550	34,310.00	15,978 00
QUALCOMM INC SYMBOL QCOM CUSIP. 747525103	600 000	56 790	34,074 00	8,998 85
VISA INC-CLASS A SHRS SYMBOL V CUSIP. 92826C839	270 000	84.260	22,750 20	15,171 78
Total Information Technology			**$248,619.95**	**$174,688.20**
MATERIALS				
ECOLAB INC SYMBOL. ECL CUSIP: 278865100	450 000	$56 380	$25,371.00	$21,247 79
Total Materials			**$25,371.00**	**$21,247.79**
INTERNATIONAL EQUITIES				
CARNIVAL CORP CUSIP· 143658300	800 000	$37 630	$30,104 00	$21,093 50
COOPER INDUSTRIES PLC NEW IRELAND CUSIP G24140108	550 000	59 670	32,818 50	23,363.89
DIAGEO PLC - ADR SPONSORED ADR CUSIP 25243Q205	500 000	81 870	40,935 00	29,386 00
NESTLE S A REGISTERED SHARES - ADR SPONSORED ADR CUSIP· 641069406	400 000	62 380	24,952 00	20,416.00

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 06/30/11	COST BASIS
Equities *(continued)*				
INTERNATIONAL EQUITIES *(continued)*				
NOVARTIS AG - ADR SPONSORED ADR CUSIP· 66987V109	450 000	61 110	27,499 50	23,661 00
POTASH CORP SASK CUSIP. 73755L107	225 000	56.990	12,822.75	12,528 00
TEVA PHARMACEUTICAL INDUSTRIES - ADR SPONSORED ADR CUSIP· 881624209	400 000	48 220	19,288 00	21,023 56
VODAFONE GROUP PLC NEW CUSIP: 92857W209	1,000 000	26 720	26,720 00	19,100 00
Total International Equities			**$215,139.75**	**$170,571.95**
DOMESTIC MUTUAL FUNDS				
ISHARES TR SMALLCAP 600 INDEX FD SYMBOL IJR CUSIP 464287804	1,000 000	$73 320	$73,320 00	$54,733 75
SPDR S&P MIDCAP 400 ETF TRUST SYMBOL: MDY CUSIP· 78467Y107	900 000	177 450	159,705 00	67,408.90
Total Domestic Mutual Funds			**$233,025.00**	**$122,142.65**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 06/30/11	COST BASIS
Equities *(continued)*				
INTERNATIONAL MUTUAL FUNDS				
ISHARES INC MSCI PACIFIC EX-JAPAN INDEX FD SYMBOL: EPP CUSIP 464286665	1,100 000	$47.610	$52,371.00	$27,808 00
ISHARES MSCI BRIC INDEX FUND SYMBOL. BKF CUSIP 464286657	400 000	47 800	19,120 00	18,743 00
ISHARES MSCI EAFE SYMBOL: EFA CUSIP. 464287465	1,700 000	60 140	102,238 00	62,230 33
ISHARES TR MSCI EMERGING MARKETS INDEX FUND SYMBOL. EEM CUSIP. 464287234	2,000 000	47 600	95,200 00	72,948 28
Total International Mutual Funds			**$268,929.00**	**$181,729.61**
Total Equities			**$1,711,845.80**	**$1,237,635 99**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 06/30/11	COST BASIS
Complementary Strategies				
OTHER				
EATON VANCE GLOBAL MACRO ABSOLUTE RETURN FUND CLASS I #0088 SYMBOL. EIGMX CUSIP 277923728	6,794 234	$10 160	$69,029 42	$70,009 67
GATEWAY FUND - Y #1986 SYMBOL: GTEYX CUSIP 367829884	2,702 340	26 510	71,639 03	69,329 93
HUSSMAN STRATEGIC GROWTH FUND #601 SYMBOL. HSGFX CUSIP: 448108100	3,344.482	12 280	41,070 24	45,988 45
MERGER FD SH BEN INT SYMBOL. MERFX CUSIP. 589509108	4,539 559	16 240	73,722 44	68,879 99
Total Other			$255,461.13	$254,208.04
Total Complementary Strategies			$255,461 13	$254,208.04

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/11	Cost Basis
Real Assets				
REAL ASSET FUNDS				
IPATH DOW JONES-UBS COMMODITY INDEX TOTAL RETURN ETN DUE JUNE 12, 2036 SYMBOL DJP CUSIP. 06738C778	1,850 000	$47 230	$87,375 50	$80,902 48
MADISON HARBOR PRIVATE EQUITY FUND OF FUNDS CUSIP. 557529104	100 000	655 770	65,577 00	100,000 00
POWERSHARES DB COMMODITY INDEX SYMBOL: DBC CUSIP 73935S105	1,070 000	28 960	30,987 20	28,034 08
VANGUARD REIT VIPER SYMBOL· VNQ CUSIP. 922908553	300 000	60 100	18,030 00	
Total Real Asset Funds			$201,969.70	$ 222,098 45
Total Real Assets			$201,969.70	$ 222,098 45