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 OCT 1, 2010, and ending SEP 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
THE JON & MARY SHIRLEY FOUNDATION
C/O GROFF MURPHY TRACHTENBERG & EVERARD

A Employer identification number
94-3163120

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
300 E. PINE ST.

B Telephone number
(206) 832-1480

City or town, state, and ZIP code
SEATTLE, WA 98122

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 34,729,055.

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

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

		(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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	221,879.	221,879.		STATEMENT 1
	4 Dividends and interest from securities	670,330.	670,330.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,152,243.			
	b Gross sales price for all assets on line 6a 11,110,010.				
	7 Capital gain net income (from Part IV, line 2)		2,152,243.		
	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	20,674.	20,674.		STATEMENT 3
	12 Total Add lines 1 through 11	3,065,126.	3,065,126.		
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	3,000.	1,500.		1,500.
	c Other professional fees STMT 5	182,867.	182,867.		0.
	17 Interest	4,926.	4,926.		0.
	18 Taxes STMT 6	39,708.	4,208.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	25.	0.		25.
	24 Total operating and administrative expenses Add lines 13 through 23	230,526.	193,501.		1,525.
	25 Contributions, gifts, grants paid	1,666,867.			1,666,867.
	26 Total expenses and disbursements Add lines 24 and 25	1,897,393.	193,501.		1,668,392.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,167,733.			
	b Net investment income (if negative, enter -0-)		2,871,625.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	463,581.	7,117,439.	7,117,527.
	3	Accounts receivable ▶ 2,439.			
		Less allowance for doubtful accounts ▶	2,226.	2,439.	2,439.
	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	3,136,139.	3,248,641.	3,466,972.
	b	Investments - corporate stock STMT 9	14,930,902.	14,565,992.	13,384,117.
	c	Investments - corporate bonds STMT 10	5,399,910.	0.	0.
	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	8,906,812.	9,060,557.	10,758,000.
	14	Land, buildings, and equipment basis ▶			
		Less. accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers)	32,839,570.	33,995,068.	34,729,055.
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 ▶ STATEMENT 12)	12,235.	0.	
	23	Total liabilities (add lines 17 through 22)	12,235.	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 ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,891,882.	3,891,882.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	23,250.	23,250.	
	29	Retained earnings, accumulated income, endowment, or other funds	28,912,203.	30,079,936.	
	30	Total net assets or fund balances	32,827,335.	33,995,068.	
	31	Total liabilities and net assets/fund balances	32,839,570.	33,995,068.	

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	32,827,335.
2	Enter amount from Part I, line 27a	2	1,167,733.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	33,995,068.
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	33,995,068.

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	11,110,010.		9,208,004.	2,152,243.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				2,152,243.

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	2,152,243.
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	1,709,571.	34,541,947.	.049493
2008	1,839,020.	30,750,059.	.059805
2007	1,399,668.	39,853,133.	.035121
2006	1,456,600.	39,595,818.	.036787
2005	9,105,032.	36,123,802.	.252051

2 Total of line 1, column (d)	2	.433257
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	.086651
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	37,015,179.
5 Multiply line 4 by line 3	5	3,207,402.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	28,716.
7 Add lines 5 and 6	7	3,236,118.
8 Enter qualifying distributions from Part XII, line 4	8	1,668,392.

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	57,433.
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	57,433.
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	57,433.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 35,704.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 23,000.		
d	Backup withholding erroneously withheld — 6d: 50.		
7	Total credits and payments. Add lines 6a through 6d	7	58,754.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	466.
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	855.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 855. **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 ▶ N/A

14 The books are in care of ▶ JERRY EVERARD Telephone no ▶ (206) 832-1480

Located at ▶ 300 E. PINE ST., SEATTLE, WA ZIP+4 ▶ 98122

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)? 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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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 [X] 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 [X] 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
JON A. SHIRLEY PO BOX 685 MEDINA, WA 98039	DIRECTOR 2.00	0.	0.	0.
E. MARY L. SHIRLEY PO BOX 685 MEDINA, WA 98039	DIRECTOR 2.00	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

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	36,597,934.
b	Average of monthly cash balances		1b	980,928.
c	Fair market value of all other assets		1c	
d	Total (add lines 1a, b, and c)		1d	37,578,862.
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	37,578,862.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	563,683.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	37,015,179.
6	**Minimum investment return.** Enter 5% of line 5		6	1,850,759.

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	1,850,759.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 57,433.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	57,433.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,793,326.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,793,326.
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	1,793,326.

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	1,668,392.
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	1,668,392.
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	1,668,392.

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				1,793,326.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005 7,324,677.				
b From 2006				
c From 2007				
d From 2008 313,176.				
e From 2009				
f Total of lines 3a through e	7,637,853.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 1,668,392.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				1,668,392.
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))	124,934.			124,934.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,512,919.			
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	7,199,743.			
9 **Excess distributions carryover to 2011** Subtract lines 7 and 8 from line 6a	313,176.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008 313,176.				
d Excess from 2009				
e Excess from 2010				

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))

SEE STATEMENT 13

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 14				
Total			▶ 3a	1,666,867.
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	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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	221,879.	
4 Dividends and interest from securities			14	670,330.	
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	20,674.	
8 Gain or (loss) from sales of assets other than inventory			18	2,152,243.	
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.		3,065,126.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 3,065,126.

(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 8/7/2012 — Title President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ALFRED W. DUNNELL		08/06/12		

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

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	5,000 SHS BLACK HILLS CORP	P	VARIOUS	05/23/11
b	5,000 SHS COSTCO	P	VARIOUS	12/29/10
c	15,000 SHS DENDREON	P	VARIOUS	05/23/11
d	3,500 SHS EI DU PONT	P	VARIOUS	05/23/11
e	8,000 SHS IDACORP	P	VARIOUS	05/23/11
f	3,000 SHS JOHNSON AND JOHNSON	P	VARIOUS	05/23/11
g	1,206 SHS MEDCO HEALTH SOLUTIONS	P	VARIOUS	05/23/11
h	14,520 SHS WASHINGTON FEDERAL	P	VARIOUS	05/23/11
i	4,920 SHS BP PLC	P	VARIOUS	04/28/11
j	10,000 SHS BARRICK GOLD CORP	P	VARIOUS	04/28/11
k	6,700 SHS ISHARES MSCI EMERGING MARKETS	P	VARIOUS	11/23/10
l	2,200 SHS NEWMONT MINING CORP	P	VARIOUS	04/28/11
m	SWISS HELVETIA FUND INC	P	VARIOUS	08/31/11
n	10,000 SHS MORGAN STANLEY ASIA PAC FUND	P	VARIOUS	09/13/11
o	11,428 SHS SWISS HELVETIA FUND INC	P	VARIOUS	09/13/11

	(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	152,006.		140,919.	11,087.
b	363,168.		151,820.	211,348.
c	588,122.		247,553.	340,569.
d	181,020.		163,652.	17,368.
e	309,234.		311,694.	-2,460.
f	196,856.		156,580.	40,276.
g	76,361.		14,745.	61,616.
h	222,715.		255,580.	-32,865.
i	227,743.		216,985.	10,758.
j	513,321.		197,130.	316,191.
k	301,331.		169,553.	131,778.
l	129,803.		89,270.	40,533.
m	7.		7.	0.
n	153,130.		131,303.	21,827.
o	137,310.		154,425.	-17,115.

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				11,087.
b				211,348.
c				340,569.
d				17,368.
e				-2,460.
f				40,276.
g				61,616.
h				-32,865.
i				10,758.
j				316,191.
k				131,778.
l				40,533.
m				0.
n				21,827.
o				-17,115.

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	

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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	536,309 SHS WESTERN ASSET CORE	P	VARIOUS	09/30/11
b	REDEMPTION OF WGI EMERGING MARKETS	P	VARIOUS	08/31/11
c	Q-BLK PRIVATE CAPITAL II LP	P	VARIOUS	VARIOUS
d	Q-BLK PRIVATE CAPITAL II LP	P	VARIOUS	VARIOUS
e	AUGUST CAPITAL IV LP	P	VARIOUS	VARIOUS
f	AUGUST CAPITAL V LP	P	VARIOUS	VARIOUS
g	TIFF REALTY AND RESOURCES II LLC	P	VARIOUS	VARIOUS
h	TIFF REALTY AND RESOURCES II LLC	P	VARIOUS	VARIOUS
i	TIFF REALTY AND RESOURCES III LLC	P	VARIOUS	VARIOUS
j	TIFF REALTY AND RESOURCES III LLC	P	VARIOUS	VARIOUS
k	TIFF R&R 2008 LLC	P	VARIOUS	VARIOUS
l	TIFF R&R 2008 LLC	P	VARIOUS	VARIOUS
m	WGI EMERGING MARKETS LLC	P	VARIOUS	VARIOUS
n	WGI EMERGING MARKETS LLC	P	VARIOUS	VARIOUS
o	THIRTEEN PARTNERS PRIVATE EQUITY	P	VARIOUS	VARIOUS

	(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	5,910,133.		5,604,489.	305,644.
b	1,647,727.		1,202,299.	445,428.
c				-581.
d				30,473.
e				-133.
f				13,058.
g				-87.
h				5,933.
i				118.
j				286.
k				10,181.
l				10,494.
m				35,031.
n				145,345.
o				119.

	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				305,644.
b				445,428.
c				-581.
d				30,473.
e				-133.
f				13,058.
g				-87.
h				5,933.
i				118.
j				286.
k				10,181.
l				10,494.
m				35,031.
n				145,345.
o				119.

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	

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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	CAPITAL GAINS DIVIDENDS			
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	23.			23.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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				23.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	2,152,243.
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

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

SOURCE	AMOUNT
MELLON	176,295.
OTHER	20,996.
PASS-THROUGH INTEREST INCOME	24,521.
WELLS FARGO	67.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	221,879.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MCADAMS WRIGHT RAGEN	47,875.	0.	47,875.
MELLON DIVIDENDS AND INTEREST	574,766.	0.	574,766.
PASS-THROUGH DIVIDENDS AND INTEREST	47,689.	0.	47,689.
WELLS FARGO	23.	23.	0.
TOTAL TO FM 990-PF, PART I, LN 4	670,353.	23.	670,330.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PASS-THROUGH INCOME(LOSS)	20,674.	20,674.	
TOTAL TO FORM 990-PF, PART I, LINE 11	20,674.	20,674.	

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 FEES	3,000.	1,500.		1,500.
TO FORM 990-PF, PG 1, LN 16B	3,000.	1,500.		1,500.

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
TRUSTEE/CUSTODIAN FEES	33,930.	33,930.		0.
PASS-THROUGH ENTITY DEDUCTIONS	148,937.	148,937.		0.
TO FORM 990-PF, PG 1, LN 16C	182,867.	182,867.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	35,500.	0.		0.
FOREIGN TAXES	4,208.	4,208.		0.
TO FORM 990-PF, PG 1, LN 18	39,708.	4,208.		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
FILING FEE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	25.	0.		25.

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
US TIP SECURITIES	X		3,248,641.	3,466,972.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,248,641.	3,466,972.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,248,641.	3,466,972.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BLACK HILLS CORP	0.	0.
COSTCO WHSL CORP NEW	0.	0.
DENDREON CORPORATION	0.	0.
DU PONT E I DE NEMOURS & CO	0.	0.
FIRST NATIONAL BK ALASKA	168,450.	287,850.
IDACORP INC	0.	0.
JOHNSON & JOHNSON	0.	0.
MEDCO HEALTH SOLUTIONS INC	0.	0.
VANGUARD IND TR VANGUARD TL STK MKT	7,062,101.	5,881,535.
WASHINGTON FEDERAL INC	0.	0.
BARRICK GOLD CORP	0.	0.
BP PLC	0.	0.
ISHARES TR MSCI EAFE INDEX FD	5,835,884.	5,273,239.
ISHARES TR MSCI EMERGING MKTS INDEX FD	103,756.	143,890.
MORGAN STANLEY ASIA-PACIFIC FD INC	0.	0.
NEWMONT MINING CORP HOLDING CO	0.	0.
SWISS HELVETIA FD INC	0.	0.
PLUM CREEK TIMBER CO INC	264,530.	347,100.

PUBLIC STORAGE INC	528,593.	684,803.
RAYONIER INC	161,475.	331,110.
BRISTOL MYERS SQUIBB	89,935.	94,140.
INTEL CORP	100,400.	106,675.
ROYAL DUTCH SHELL ADR	133,346.	124,100.
TOTAL ADR EUR10	117,522.	109,675.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,565,992.	13,384,117.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WESTERN ASSET FDS INC	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AUGUST CAPITAL IV, LP	COST	345,413.	529,773.
Q-BLK PRIVATE CAPITAL II PARALLEL	COST	678,102.	806,592.
TIFF REALTY AND RESOURCES II, LLC	COST	504,943.	536,941.
TIFF REALTY AND RESOURCES III, LLC	COST	614,861.	651,726.
TIFF REALTY AND RESOURCES 2008, LLC	COST	445,975.	460,474.
PINE GROVE OFFSHORE FUND LTD	COST	1,600,000.	2,165,586.
PROTEGE PARTNERS QP FUND LTD	COST	1,079,694.	1,241,959.
THIRTEEN PARTNERS OFFSHORE LTD	COST	2,600,000.	3,064,185.
AUGUST CAPITAL V, LP	COST	477,421.	559,934.
AUGUST CAPITAL V SPECIAL OPPORTUNITIES LP	COST	431,275.	426,764.
THIRTEEN PARTNERS PRIVATE EQUITY 2008, LP	COST	282,873.	314,066.
WGI EMERGING MARKETS FUND, LLC	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,060,557.	10,758,000.

FORM 990-PF — OTHER LIABILITIES — STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
NORTH FORTY MANAGEMENT, LLC	12,235.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	12,235.	0.

FORM 990-PF — PART XV - LINE 1A — STATEMENT 13
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

JON A. SHIRLEY
E. MARY L. SHIRLEY

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
SEATTLE ART MUSEUM 1300 FIRST AVE. SEATTLE, WA 98101	VISIONARY CIRCLE. GENERAL MUSEUM SUPPORT.	509(A)(1)	100,000.
PETERSEN AUTOMOTIVE MUSEUM 6060 WILSHIRE BLVD. LOS ANGELES, CA 90036	GENERAL MUSEUM SUPPORT.	509(A)(1)	1,200.
KCTS9 401 MERCER ST. SEATTLE, WA 98109	GENERAL SUPPORT OF PUBLIC TELEVISION.	509(A)(1)	6,000.
SEATTLE ART MUSEUM 1300 FIRST AVE. SEATTLE, WA 98101	GENERAL MUSEUM SUPPORT.	509(A)(1)	1,000.
THE BLOEDEL RESERVE 7571 NE DOLPHIN DR. BAINBRIDGE ISLAND, WA 98110	SUPPORT ANNUAL SALARY OF RESERVES DIRECTOR.	509(A)(1)	10,000.
THE HILL SCHOOL 717 E HIGH ST. POTTSTOWN, PA 19464	THE HILL FUND. GENERAL SCHOOL SUPPORT.	509(A)(1)	30,000.
MUSEUM OF HISTORY & INDUSTRY 2700 24TH AVE. E SEATTLE, WA 98112	FOUNDERS CIRCLE. GENERAL MUSEUM SUPPORT.	509(A)(1)	5,000.
SEATTLE'S UNION GOSPEL MISSION P.O. BOX 202 SEATTLE, WA 98111	GENERAL SUPPORT FOR MISSION SERVING THE HOMELESS.	509(A)(1)	5,000.

MUSEUM OF GLASS 1801 DOCK ST. TACOMA, WA 98402	GENERAL MUSEUM SUPPORT.	509(A)(1)	5,000.
MUSEUM OF MODERN ART 11 WEST 53 ST. NEW YORK, NY 10019	CHAIRMAN'S COUNCIL. GENERAL MUSEUM SUPPORT.	509(A)(1)	35,000.
KPLU 12180 PARK AVE. S TACOMA, WA 98447	CAPITAL CAMPAIGN. GENERAL PUBLIC RADIO SUPPORT.	509(A)(1)	50,000.
PEBBLE BEACH COMPANY FOUNDATION P.O. BOX 222860 CARMEL, CA 93922	IN SUPPORT OF EDUCATIONALLY ORIENTED INSTITUTIONS IN MONTEREY COUNTY	509(A)(1)	10,000.
INTERNATIONAL SCULPTURE CENTER 19 FAIRGROUNDS RD. SUITE B HAMILTON, NJ 08619	SUPPORT IN OUTSTANDING STUDENT ACHIEVEMENT IN CONTEMPORARY SCULPTURE AWARD	509(A)(1)	25,000.
SEATTLE'S UNION GOSPEL MISSION P.O. BOX 202 SEATTLE, WA 98111	GENERAL SUPPORT FOR MISSION SERVING THE HOMELESS.	509(A)(1)	10,000.
SALVATION ARMY (KING COUNTY) P.O. BOX 9219 SEATTLE, WA 98109	ASSITANCE FOR THOSE IN NEED, WITH FOOD, CLOTHING, SHELTER	509(A)(1)	10,000.
WHITNEY MUSEUM OF AMERICAN ART 945 MADISON AVE. NEW YORK, NY 10021	CHAIRMAN'S COUNCIL. GENERAL MUSEUM SUPPORT.	509(A)(1)	25,000.
WASHINGTON PROGRESS FUND 1402 THIRD AVE. SUITE 201 SEATTLE, WA 98101	INVESTING IN THE COMMUNITY.	509(A)(1)	15,000.
STORM KING ART CENTER P.O. BOX 280 MOUNTAINVILLE, NY 10953	SUPPORT FOR MARK DI SUVERO ART EXHIBITION ON GOVERNORS ISLAND	509(A)(1)	10,000.

KPLU 12180 PARK AVE. S TACOMA, WA 98447	GENERAL PUBLIC RADIO SUPPORT	509(A)(1)	3,000.
WASHINGTON BUS EDUCATION FUND P.O. BOX 20188 SEATTLE, WA 98102	SUPPORT EDUCATION OF YOUNG PEOPLE IN THE POLITICAL PROCESS	509(A)(1)	25,000.
STONY BROOK FOUNDATION / POLLOCK 830 FIREPLACE RD. EAST HAMPTON, NY 11937	GENERAL FUNDS TO PRESERVE ARTIST'S STUDIO.	509(A)(1)	3,000.
SPACE.CITY 2324 SECOND AVE. SEATTLE, WA 98121	SUPPORT EXHIBITIONS OF CONTEMPORARY INSTALLATION ART.	509(A)(1)	5,000.
ARTSFUND P.O. BOX 19790 SEATTLE, WA 98109	ARTS BENEFACTOR CIRCLE. IN SUPPORT OF ARTS ORGANIZATIONS.	509(A)(1)	15,000.
ARTIST TRUST 1835 12TH AVE. SEATTLE, WA 98122	SUPPORT GRANTS AND FELLOWSHIPS FOR ARTISTS	509(A)(1)	10,000.
SEATTLE ARTCARS 5029 26TH AVE. SW SEATTLE, WA 98106	ARTCAR BLOWOUT. GENERAL FESTIVAL SUPPORT.	509(A)(1)	4,000.
HENRY GALLERY ASSOCIATION BOX 351410 SEATTLE, WA 98195	FUNDRAISER, SPRING SPRUNG. GENERAL MUSEUM SUPPORT.	509(A)(1)	10,000.
NATIONAL GALLERY OF ART 2000B SOUTH CLUB DR. LANDOVER, MD 20785	COLLECTORS COMMITTEE. GENERAL MUSEUM SUPPORT.	509(A)(1)	15,000.
TACOMA ART MUSEUM 1701 PACIFIC AVE. TACOMA, WA 98402	PATRON CIRCLE. GENERAL MUSUEM SUPPORT.	509(A)(1)	5,000.

YOUTH IN FOCUS 2100 24TH AVE. S. SUITE 310 SEATTLE, WA 98144	GENERAL SUPPORT FOR STUDENTS TO EMPOWER THROUGH PHOTOGRAPHY.	509(A)(1)	5,000.
LAGUNA SECA RACEWAY FUND P.O. BOX 2078 MONTEREY, CA 93942	GENERAL SUPPORT OF IMPROVEMENTS TO THE LAGUNA SECA RACEWAY VIA 501 3(C) FUND	509(A)(1)	1,000.
SOVERN GUILD 704 228TH AVE. NE SAMMAMISH, WA 98074	CHILDREN'S HOSPITAL CHECKERED FLAG CHAMPIONS CLUB. UNCOMPENSATED CARE.	509(A)(1)	10,000.
CRAFT EMERGENCY RELIEF FUND (CERF) P.O. BOX 838 MONTPELIER, VT 05601	FINANCIAL ASSISTANCE FOR CRAFT ARTISTS I NEED.	509(A)(1)	5,000.
UNITED WAY OF KING COUNTY 720 SECOND AVE. SEATTLE, WA 98104	DESIGNATED 50% TO UNITED WAY OF KING COUNTY AND 50% WA WOMEN IN NEED	509(A)(1)	200,000.
SEATTLE ART MUSEUM 1300 FIRST AVE. SEATTLE, WA 98101	FUND FOR SPECIAL EXHIBITIONS IN HONOR OF MIMI GARDNER GATES	509(A)(1)	266,667.
FUSE INNOVATION FUND 1402 THIRD AVE. SUITE 510 SEATTLE, WA 98101	SUPPORT OF EDUCATION FOR CRITICAL ISSUES IN WASHINGTON.	509(A)(1)	10,000.
GAGE ACADEMY OF ART 1501 TENTH AVE. E SEATTLE, WA 98102	ANNUAL FUND. PROVIDE VISUAL ARTS EDUCATION FOR YOUTH.	509(A)(1)	15,000.
HENRY GALLERY ASSOCIATION BOX 351410 SEATTLE, WA 98195	ARTIST'S CIRCLE. GENERAL MUSEUM SUPPORT	509(A)(1)	10,000.
WING LUKE ASIAN MUSEUM 719 S. KING ST. SEATTLE, WA 98104	LEADERSHIP CIRCLE. GENERAL MUSEUM SUPPORT	509(A)(1)	2,000.

METROPOLITAN MUSEUM OF ART 1000 FIFTH AVE. NEW YORK, NY 10028	ANNUAL APPEAL. GENERAL MUSEUM SUPPORT.	509(A)(1)	1,000.
SEATTLE ART MUSEUM 1300 FIRST AVE. SEATTLE, WA 98101	PLEDGE ONE TIME. GENERAL MUSEUM SUPPORT	509(A)(1)	100,000.
BELLEVUE ARTS MUSEUM 510 BELLEVUE WAY NE BELLEVUE, WA 98004	PLATINUM CIRCLE. GENERAL MUSEUM SUPPORT.	509(A)(1)	10,000.
KING COUNTY SEARCH & RESCUE P.O. BOX 4883 FEDERAL WAY, WA 98063	SUPPORT SEARCH AND RESCUE ACTIVITIES IN KING COUNTY WASHINGTON.	509(A)(1)	500.
SEATTLE ART MUSEUM 1300 FIRST AVE. SEATTLE, WA 98101	COMMITTEE ON THE COLLECTION. PLEDGE FOR PHOTOGRAPH PURCHASE	509(A)(1)	35,000.
NPR FOUNDATION DEPARTMENT 6054 WASHINGTON, DC 20042	GENERAL SUPPORT FOR NATIONAL PUBLIC RADIO	509(A)(1)	5,000.
SEATTLE ART MUSEUM 1300 FIRST AVE. SEATTLE, WA 98101	GENERAL MUSEUM SUPPORT.	509(A)(1)	500.
SEATTLE REPERTORY THEATRE P.O. BOX 900923 SEATTLE, WA 98109	GENERAL MUSEUM SUPPORT.	509(A)(1)	500.
THE BLOEDEL RESERVE 7571 NE DOLPHIN DR. BAINBRIDGE ISLAND, WA 98110	GENERAL MUSEUM SUPPORT.	509(A)(1)	500.
SEATTLE ART MUSEUM 1300 FIRST AVE. SEATTLE, WA 98101	CONTEMPORY COLLECTORS FORUM. GENERAL MUSEUM SUPPORT.	509(A)(1)	5,000.

PILCHUCK GLASS SCHOOL 430 YALE AVE. N. SEATTLE, WA 98109	GOLD BENEFACTOR. GENERAL SCHOOL SUPPORT.	509(A)(1)	5,000.
UNITED WAY OF KING COUNTY 720 SECOND AVE. SEATTLE, WA 98104	GENERAL COMMUNITY SUPPORT	509(A)(1)	28,000.
KPLU 12180 PARK AVE. S. TACOMA, WA 98447	GENERAL PUBLIC RADIO SUPPORT	509(A)(1)	3,000.
CORNISH COLLEGE OF THE ARTS 1000 LENORA ST. SEATTLE, WA 98121	THE CAMPAIGN FOR CORNISH. GENERAL SCHOOL SUPPORT.	509(A)(1)	500,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,666,867.