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 DEC 1, 2010 , **and ending** NOV 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
ELIZABETH A. LYNN FOUNDATION
C/O DIANE TITCH

A Employer identification number 91-1156982

Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 439 | Room/suite

B Telephone number 425-334-9215

City or town, state, and ZIP code LAKESIDE, MT 59922

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)* ▶$ 5,894,482.

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				
	4 Dividends and interest from securities	134,568.	134,568.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<81,928.>			
	b Gross sales price for all assets on line 6a 2,356,591.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	52,640.	134,568.		
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 STMT 2	5,565.	0.		0.
	b Accounting fees STMT 3	2,664.	0.		0.
	c Other professional fees STMT 4	35,268.	35,268.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion	3,500.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	11,733.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	58,730.	35,268.		0.
	25 Contributions, gifts, grants paid	292,600.			292,600.
	26 **Total expenses and disbursements.** Add lines 24 and 25	351,330.	35,268.		292,600.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<298,690.>			
	b **Net investment income** (if negative, enter -0-)		99,300.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2010)

12320113 758640 44750M 2010.05020 ELIZABETH A. LYNN FOUNDATIO 44750M_1

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	63,684.	527,298.	527,298.
	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 6	916,409.	607,378.	653,271.
	b Investments - corporate stock STMT 7	4,376,831.	3,853,056.	3,772,447.
	c Investments - corporate bonds STMT 8	593,175.	521,882.	539,298.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	276,887.	416,078.	402,168.
	14 Land, buildings, and equipment basis ▶ 3,500.			
	Less accumulated depreciation STMT 10 ▶ 3,500.			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	6,226,986.	5,925,692.	5,894,482.
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 ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	6,226,986.	5,925,692.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	6,226,986.	5,925,692.	
	31 **Total liabilities and net assets/fund balances**	6,226,986.	5,925,692.	

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	6,226,986.
2	Enter amount from Part I, line 27a	2	<298,690.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,928,296.
5	Decreases not included in line 2 (itemize) ▶ FEDERAL INCOME TAX REFUND	5	2,604.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,925,692.

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	2,356,591.		2,438,519.	<81,928.>

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				<81,928.>

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** <81,928.>

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	275,347.	5,953,296.	.046251
2008	334,901.	5,481,820.	.061093
2007	322,978.	6,834,086.	.047260
2006	343,800.	7,716,753.	.044552
2005	331,200.	6,627,676.	.049972

2	Total of line 1, column (d)	2	.249128
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	.049826
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	6,240,469.
5	Multiply line 4 by line 3	5	310,938.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	993.
7	Add lines 5 and 6	7	311,931.
8	Enter qualifying distributions from Part XII, line 4	8	292,600.

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	1,986.
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	1,986.
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	1,986.
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,120.		
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	2,120.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	5.
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	129.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 129. **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

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ WWW.ELIZABETHALYNNFOUNDATION.ORG

14 The books are in care of ▶ DIANE A. TITCH Telephone no ▶425-334-9215
Located at ▶P.O. BOX 439, LAKESIDE, MT ZIP+4 ▶59922

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 ☒ No

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JEFFREY LYNN P. O. BOX 6160 KETCHUM, ID 83340	TRUSTEE 1.00	0.	0.	0.
TRACI A. KENNEDY 11715 7TH STREET NE LAKE STEVENS, WA 98258	TRUSTEE 1.00	0.	0.	0.
JODY L. MOSS P. O. BOX 1423 KETCHUM, ID 83340	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

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	6,113,068.
b	Average of monthly cash balances	1b	222,434.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,335,502.
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	6,335,502.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	95,033.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,240,469.
6	**Minimum investment return.** Enter 5% of line 5	6	312,023.

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	312,023.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 1,986.		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,986.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	310,037.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	310,037.
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	310,037.

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	292,600.
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	292,600.
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	292,600.

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				310,037.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			292,568.	
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 ▶ $ 292,600.				
a Applied to 2009, but not more than line 2a			292,568.	
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				32.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				310,005.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 11

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	292,600.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(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					
4 Dividends and interest from securities			14	134,568.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	<81,928.>	
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.		52,640.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	52,640.

(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)
	N/A

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 2-14-12 | Title Co-Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS E. MELANG, PRINCIPAL		01/13/12		

Firm's name ▶ MELANG, HOPPS & COMPANY PLLC | Firm's EIN ▶

Firm's address ▶ 1900 112TH AVENUE N.E., STE. 201 BELLEVUE, WA 98004 | Phone no (425)454-9950

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	150,000 US TREASURY NOTE 4.25%, 1/15/11	P	10/02/08	01/15/11
b	5,963.48 SHS PIMCO TOTAL RETURN FD INST	P	02/03/09	03/30/11
c	2,593.5 SHS EATON VANCE LARGE CAP VAL CL A	P	06/07/07	03/30/11
d	31,430.89 SHS EATON VANCE LARGE CAP VAL CL A	P	06/07/07	03/31/11
e	1,500 SHS ISHARES DJ SELECT DIV ETF DVY	P	04/04/11	01/01/09
f	11,201.836 SHS PIMCO TOTAL RETURN FD INST	P	VARIOUS	04/27/11
g	857.058 SHS PIMCO TOTAL RETURN FD INST	P	12/09/10	VARIOUS
h	15,420.859 SHS EATON VANCE LARGE CAP VAL CL A	P	06/07/07	04/05/11
i	12,953.368 SHS EATON VANCE TAX MGD GR 1 2 I	P	05/18/09	04/27/11
j	492.126 SHS LAUDUS INT'L MARKETMASTERS FD SEL	P	06/07/07	07/06/11
k	7,756.90 SHS CREDIT SUISSE COMM RET ST CO	P	VARIOUS	08/17/11
l	150,000 FEDERAL HOME LOAN BKS, 4.375%, 8/15/11	P	02/23/05	08/15/11
m	206 SHS IPATH DOW JONES UBS COMMODITY DJP	P	11/26/10	08/31/11
n	2,027 SHS ISHARES MSCI EMERGING MKTS ETF EEM	P	05/20/09	08/08/11
o	921 SHS ISHARES S&P SMALL CAP	P	02/05/09	08/31/11

	(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	150,000.		158,444.	<8,444.>
b	64,763.		62,047.	2,716.
c	48,369.		59,184.	<10,815.>
d	590,272.		717,253.	<126,981.>
e	78,141.		52,140.	26,001.
f	123,332.		114,840.	8,492.
g	9,436.		9,256.	180.
h	290,992.		351,904.	<60,912.>
i	148,057.		99,956.	48,101.
j	10,010.		11,528.	<1,518.>
k	71,596.		74,854.	<3,258.>
l	150,000.		150,587.	<587.>
m	9,925.		9,105.	820.
n	91,970.		98,654.	<6,684.>
o	56,769.		57,972.	<1,203.>

	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				<8,444.>
b				2,716.
c				<10,815.>
d				<126,981.>
e				26,001.
f				8,492.
g				180.
h				<60,912.>
i				48,101.
j				<1,518.>
k				<3,258.>
l				<587.>
m				820.
n				<6,684.>
o				<1,203.>

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	1,998.812 SHS T ROWE PRICE GRWTH STK CL ADV	P	01/18/06	08/29/11
b	4,792.779 SHS T ROWE PRICE INT'L GR & INC ADV	P	02/23/05	08/29/11
c	2,430.243 SHS TEMPLETON INSTL EMERGING MKT SER AD	P	VARIOUS	08/05/11
d	109.267SHS TEMPLETON INSTL EMERGING MKT SER ADV	P	07/24/09	08/05/11
e	1073.341 SHS VANGUARD TOTL STK MRK INDEX	P	VARIOUS	08/29/11
f	2,678.095 SHS AMERICAN CENTURY VISTA FD INSTL CL	P	05/18/09	09/15/11
g	1,349.572 SHS GOLDMAN SACHS MC VALUE CL INST	P	05/18/09	09/15/11
h	150,000 GENERAL ELECTRIC CAP CORP	P	05/25/05	11/21/11
i	CAPITAL GAINS DIVIDENDS			
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	60,224.		68,299.	<8,075.>
b	58,280.		64,649.	<6,369.>
c	41,041.		33,560.	7,481.
d	25,645.		1,289.	24,356.
e	30,515.		34,862.	<4,347.>
f	43,573.		29,539.	14,034.
g	44,118.		29,758.	14,360.
h	150,000.		148,839.	1,161.
i	9,563.			9,563.
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				<8,075.>
b				<6,369.>
c				7,481.
d				24,356.
e				<4,347.>
f				14,034.
g				14,360.
h				1,161.
i				9,563.
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	<81,928.>
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

Depreciation and Amortization Detail FORM 990-PF PAGE 1

990-PF

Asset Number	Description of property / Date placed in service	Method/ IRC sec	Life or rate	Line No	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	WEBSITE							
	102611	SL	3.00	19A	3,500.	3,500.		3,500.
	* TOTAL 990-PF PG 1 DEPR							
					3,500.	3,500.	0.	3,500.

016261
05-01-10

- Current year section 179 (D) - Asset disposed

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
US BANK	144,131.	9,563.	134,568.
TOTAL TO FM 990-PF, PART I, LN 4	144,131.	9,563.	134,568.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,565.	0.		0.
TO FM 990-PF, PG 1, LN 16A	5,565.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,664.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,664.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDUCIARY FEES	35,268.	35,268.		0.
TO FORM 990-PF, PG 1, LN 16C	35,268.	35,268.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE FEES	11,698.	0.		0.
FILING/ANNUAL REPORTING FEES	35.	0.		0.
TO FORM 990-PF, PG 1, LN 23	11,733.	0.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FNMA DEB 4.375% 9/15/12	X		149,620.	154,921.
150000 FNMA DEB 4.625% 10/15/13	X		149,235.	161,823.
150000 FHLB 5.25% 6/18/14	X		148,495.	167,481.
150000 FNMA MTN 4.375 10/15/2015	X		160,028.	169,046.
TOTAL U.S. GOVERNMENT OBLIGATIONS			607,378.	653,271.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			607,378.	653,271.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
35818.588/31,025.809 T.ROWE PRICE INTL GR&INC ADV	399,275.	377,274.
34613.325/32,614.513 T ROWE PRICE GROWTH STK CL ADV	996,681.	1,037,794.
30259.03/29766.904 LAUDUS INTL MRKTMASTERS INV FD	689,747.	508,419.
17793.594 AMER CENT EQUITY INCOME CL INST	100,000.	127,402.
4533.092/1854.997 AMER CENT VISTA FUND INSTL CL	20,461.	30,311.
10302.198 NUVEEN SMALL CAP VALUE FD	75,000.	119,918.
2267.574/918.002 GOLDMAN SACHS M/C VALUE CL INST GSM	20,242.	31,341.
1500/3474 ISHARE MSCL EMERGING MKTS ETF EEM	136,262.	138,995.
1823 MIDCAP SPDR TRUST SER 1	275,098.	293,521.
11599.539/11489.129 TEMPLETON INSTL FDS INC EMERGING MKTS	113,711.	141,087.

3411/3205 IPATH DOW JONES UBS COMMODITY	141,659.	140,539.
11296.78 NUVEEN EQUITY INCOME FD CL I	157,929.	149,682.
12690.15 NUVEEN SANTA BARBARA DIV GRWTH FD I	315,858.	307,609.
3631 SPIDER DJ WILSHIRE INTERNATIONAL	147,854.	124,325.
8105.877 VANGUARD TOTL STK MKT INDEX	263,279.	244,230.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,853,056.	3,772,447.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JPMORGAN CHASE & CO 4.5% 1/15/12	149,647.	150,616.
150000 GOLDMAN SACHS 5.250% 10/15/13	150,900.	152,504.
150000 BEAR STEARNS CO 5.45% 10/30/15	143,789.	160,025.
5676.757 CREDIT SUISSE COMMOD RET STRAT COM	54,781.	48,252.
164 SPIDER GOLD TRUST	22,765.	27,901.
TOTAL TO FORM 990-PF, PART II, LINE 10C	521,882.	539,298.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
3617.945/15647.567 AMERICAN CENTURY INTERNATIONAL BOND	COST	233,902.	223,134.
21674.801 NUVEEN HIGH INCOME BOND FD	COST	182,176.	179,034.
TOTAL TO FORM 990-PF, PART II, LINE 13		416,078.	402,168.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
WEBSITE	3,500.	3,500.	0.
TOTAL TO FM 990-PF, PART II, LN 14	3,500.	3,500.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DIANE TITCH
P.O. BOX 439
LAKESIDE, MT 59922

TELEPHONE NUMBER

425-334-9215

FORM AND CONTENT OF APPLICATIONS

FOUR COPIES OF A PROPOSAL AND REQUIRED ATTACHMENTS (GUIDELINES AVAILABLE ON THE WEBSITE) MAILED IN TIME TO BE FILED BY THE DEADLINES.

APPLICATIONS ACCEPTED FOR REVIEW THROUGH JANUARY 15 FOR HEALTH ISSUES, THROUGH APRIL 1 FOR INFANT, CHILDREN & YOUTH, AND THROUGH SEPTEMBER 15 FOR ORGANIZATIONS HELPING ECONOMICALLY DISADVANTAGED INDIVIDUALS EXPERIENCING PERSONAL CRISIS. PLEASE REFER TO THE WEBSITE FOR FURTHER DETAIL.

ANY SUBMISSION DEADLINES

PLEASE SEE THE ABOVE EXPLINATION.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE ELIZABETH A. LYNN FOUNDATION CONTRIBUTES IN WASHINGTON WITH EMPHASIS ON THE PUGET SOUND CORRIDOR, AND SOUTHERN IDAHO TO ORGANIZATIONS THAT HELP INDIVIDUALS WHO ARE EXPERIENCING A PERSONAL CRISIS.

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
ASSISTANCE LEAGUE OF EVERETT	CHARITY, RESEACH. & EDUCATION	NA	5,000.
BIG BROTHERS BIG SISTER	CHARITY, RESEACH. & EDUCATION	NA	5,000.
BIRTH TO THREE DEVELOPMENTAL CENTER	CHARITY, RESEACH. & EDUCATION	NA	7,500.
BREAD OF LIFE MISSION	CHARITY, RESEACH. & EDUCATION	NA	7,500.
BRIDGEWAYS	CHARITY, RESEACH. & EDUCATION	NA	5,000.
CATHOLIC COMMUNITY SERVICES	CHARITY, RESEACH. & EDUCATION	NA	10,000.
CHRISTMAS HOUSE	CHARITY, RESEACH. & EDUCATION	NA	10,000.
COASTAL HARVEST	CHARITY, RESEACH. & EDUCATION	NA	15,000.

DENTAL LIFELINE NETWORK	CHARITY, RESEACH. & EDUCATION	NA	7,500.
EASTSIDE ACADEMY	CHARITY, RESEACH. & EDUCATION	NA	10,000.
FIRST PLACE	CHARITY, RESEACH. & EDUCATION	NA	6,000.
FOOD LIFELINE	CHARITY, RESEACH. & EDUCATION	NA	15,000.
FRIENDS OF YOUTH	CHARITY, RESEACH. & EDUCATION	NA	15,000.
GIDDENS SCHOOL	CHARITY, RESEACH. & EDUCATION	NA	10,000.
GREATER MAPLE VALLEY COMMUNITY CTR	CHARITY, RESEACH. & EDUCATION	NA	2,500.
HELPING HAND HOUSE	CHARITY, RESEACH. & EDUCATION	NA	10,000.
INTERFAITH COMMUNITY HEALTH CENTER	CHARITY, RESEACH. & EDUCATION	NA	5,000.
JUBILEE WOMEN'S CENTER	CHARITY, RESEACH. & EDUCATION	NA	5,000.

JUMPING MOUSE CHILDREN'S CENTER	CHARITY, RESEACH. & EDUCATION	NA	10,000.
KING COUNTY SEXUAL ASSAULT RESOURCE CTR	CHARITY, RESEACH. & EDUCATION	NA	5,000.
LEFT FOOT ORGANICS	CHARITY, RESEACH. & EDUCATION	NA	5,000.
MAX HIGBEE CENTER	CHARITY, RESEACH. & EDUCATION	NA	5,000.
NAVOS	CHARITY, RESEACH. & EDUCATION	NA	15,000.
NORTHWEST SCHOOL FOR THE HEARING	CHARITY, RESEACH. & EDUCATION	NA	5,000.
PEACE COMMUNITY CENTER	CHARITY, RESEACH. & EDUCATION	NA	7,500.
PEDIATRIC INTERIM CARE CENTER	CHARITY, RESEACH. & EDUCATION	NA	10,000.
PROVIDENCE HOSPICE OF SEATTLE	CHARITY, RESEACH. & EDUCATION	NA	5,000.
RMH SERVICES	CHARITY, RESEACH. & EDUCATION	NA	6,000.

RYTHER CHILD CENTER	CHARITY, RESEACH. & EDUCATION	NA	10,000.
SEATTLE EDUCATIION ACCESS	CHARITY, RESEACH. & EDUCATION	NA	5,000.
SHARED HOUSING SERVICES	CHARITY, RESEACH. & EDUCATION	NA	10,000.
SNOHOMISH COUNTY SOCIETY	CHARITY, RESEACH. & EDUCATION	NA	5,000.
THE ARC OF KING COUNTY	CHARITY, RESEACH. & EDUCATION	NA	10,000.
TREEHOUSE	CHARITY, RESEACH. & EDUCATION	NA	5,000.
VINE MAPLE PLACE	CHARITY, RESEACH. & EDUCATION	NA	5,600.
WASHINGTON WOMEN IN NEED	CHARITY, RESEACH. & EDUCATION	NA	10,000.
YWCA- PIERCE COUNTY	CHARITY, RESEACH. & EDUCATION	NA	7,500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			292,600.

Form **4562** Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization 990-PF
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172 **2010** Attachment Sequence No **67**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
ELIZABETH A. LYNN FOUNDATION C/O DIANE TITCH	FORM 990-PF PAGE 1	91-1156982

Part I **Election To Expense Certain Property Under Section 179 Note:** *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	3,500.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not** include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV **Summary** (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	3,500.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.***)**

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No 24b If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2010 tax year:					
43 Amortization of costs that began before your 2010 tax year				43	
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	

FILED
SECRETARY OF STATE
SAM REED

APRIL 20, 2011

STATE OF WASHINGTON

UBI# 601-857-490

04/20/11 1935030-002
$20.00 R #189353_303376147
ud-2086951

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE ELIZABETH A. LYNN FOUNDATION

These Articles of Amendment to the Articles of Incorporation of The Elizabeth A. Lynn Foundation, a Washington nonprofit corporation (the "Corporation"), are herein executed by the Corporation, pursuant to the provisions of RCW 24.03.170, as follows:

1. The name of the Corporation is The Elizabeth A. Lynn Foundation.

2. Article VII of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following language:

"ARTICLE VII

The Board of Trustees shall be comprised of at least three (3) and no more than five (5) trustees, the actual number to be fixed by the Board in accordance with the Bylaws."

3. There are no members, or no members having voting rights. These Articles of Amendment to the Articles of Incorporation of The Elizabeth A. Lynn Foundation have received unanimous approval from the Corporation's Board of Trustees via a written consent in lieu of meeting on 3-30, 2011.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of The Elizabeth A. Lynn Foundation in an official and authorized capacity under penalty of perjury as of 3-30, 2011.

THE ELIZABETH A. LYNN FOUNDATION

By: Jeffrey S. Lynn
Its: President

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