



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

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

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 THE NORCLIFFE FOUNDATION		A Employer identification number 91-6029352
Number and street (or P.O. box number if mail is not delivered to street address) 999 THIRD AVENUE, SUITE 1006	Room/suite	B Telephone number 206-682-4820
City or town, state, and ZIP code SEATTLE, WA 98104		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 289,936,820.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		275,154.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		3,222.	3,222.		
4 Dividends and interest from securities		6,133,098.	6,133,098.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications				3,000.	
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		6,411,474.	6,136,320.	3,000.	
13 Compensation of officers, directors, trustees, etc		136,233.	34,058.		102,175.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		2,373.	593.		1,780.
16a Legal fees					
b Accounting fees STMT 3		10,165.	5,083.		5,082.
c Other professional fees STMT 4		4,801.	0.		4,801.
17 Interest					
18 Taxes STMT 5		158,348.	1,587.		4,761.
19 Depreciation and depletion					
20 Occupancy		30,425.	15,212.		15,212.
21 Travel, conferences, and meetings		627.	313.		314.
22 Printing and publications		310.	155.		155.
23 Other expenses STMT 6		33,810.	11,154.		22,658.
24 Total operating and administrative expenses. Add lines 13 through 23		377,092.	68,155.		156,938.
25 Contributions, gifts, grants paid		15,218,264.			15,218,264.
26 Total expenses and disbursements. Add lines 24 and 25		15,595,356.	68,155.		15,375,202.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-9,183,882.			
b Net investment income (if negative, enter -0-)			6,068,165.		
c Adjusted net income (if negative, enter -0-)				3,000.	

023501
12-07-10

LHA For Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2010)

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	39,633.	41,417.	41,417.
	2 Savings and temporary cash investments	64,516.	485,188.	485,188.
	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			
	b Investments - corporate stock STMT 8	25,643,584.	25,216,217.	289,410,215.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	25,747,733.	25,742,822.	289,936,820.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	25,747,733.	25,742,822.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	25,747,733.	25,742,822.	
	31 Total liabilities and net assets/fund balances	25,747,733.	25,742,822.	

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	25,747,733.
2	Enter amount from Part I, line 27a	2	-9,183,882.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	9,178,971.
4	Add lines 1, 2, and 3	4	25,742,822.
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	25,742,822.

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	NONE			
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

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

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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	9,670,410.	310,248,070.	.031170
2008	15,510,683.	236,537,039.	.065574
2007	13,561,222.	231,759,474.	.058514
2006	19,143,326.	390,121,852.	.049070
2005	11,387,746.	245,627,883.	.046362

2 Total of line 1, column (d)	2	.250690
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	.050138
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	343,811,904.
5 Multiply line 4 by line 3	5	17,238,041.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	60,682.
7 Add lines 5 and 6	7	17,298,723.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	15,375,202.

Part VII 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	121,363.
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	121,363.
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	121,363.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	173,313.	
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	173,313.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	51,950.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax	11	0.	
		Refunded	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>WA</u>		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2010)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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.THENORCLIFFEFOUNDATION.COM**

14 The books are in care of **MS. ARLINE HEFFERLINE** Telephone no. **206-682-4820**
 Located at **999 THIRD AVENUE, SUITE 1006, SEATTLE, WA** ZIP+4 **98104**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year **15** **N/A**

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **16** **Yes** **No**
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)?		
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?		
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	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

Form 990-PF (2010)

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

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		136,233.	2,373.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Form 990-PF (2010)

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	347,653,734.
b	Average of monthly cash balances	1b	1,393,884.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	349,047,618.
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	349,047,618.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,235,714.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	343,811,904.
6	Minimum investment return. Enter 5% of line 5	6	17,190,595.

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	17,190,595.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	121,363.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	121,363.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	17,069,232.
4	Recoveries of amounts treated as qualifying distributions	4	3,000.
5	Add lines 3 and 4	5	17,072,232.
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	17,072,232.

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	15,375,202.
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	15,375,202.
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	15,375,202.

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.

Form 990-PF (2010)

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				17,072,232.
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				
b From 2006				
c From 2007				
d From 2008	236,685.			
e From 2009				
f Total of lines 3a through e	236,685.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 15,375,202.				
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				15,375,202.
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).)	236,685.			236,685.
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				1,460,345.
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)

- 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.

- 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(i)(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 10

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:

SEE STATEMENT 11

c Any submission deadlines:

SEE STATEMENT 11

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

SEE STATEMENT 11

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year SEE ATTACHED STATEMENT				15221264.
Total				▶ 3a 15221264.
b Approved for future payment SEE ATTACHED STATEMENT				5,194,500.
Total				▶ 3b 5,194,500.

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

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

OMB No 1545-0047

2010

Name of the organization

THE NORCLIFFE FOUNDATION

Employer identification number

91-6029352

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization	Employer identification number
THE NORCLIFFE FOUNDATION	91-6029352

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THEILINE P. SCHEUMANN 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	\$ 265,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	CHRISTY WYCKOFF 2721 ARANCIA FORT COLLINS, CO 80521	\$ 10,154.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE NORCLIFFE FOUNDATION

91-6029352

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

SOURCE	AMOUNT
BANK OF AMERICA CD	3,179.
BANK OF AMERICA CHECKING	41.
BANK OF AMERICA SAVINGS	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,222.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ALLSTATE CORP	476.	0.	476.
CHARLES SCHWAB ACCOUNT DIVIDENDS	9.	0.	9.
CHEVRON	38,676.	0.	38,676.
EL PASO NAT'L GAS	18.	0.	18.
EQUIFAX	320.	0.	320.
EXPEDITORS INTERNATIONAL	6,390.	0.	6,390.
FIDELITY NATL INFO SERVICES	50.	0.	50.
GENERAL ELECTRIC	4,319.	0.	4,319.
JOHNSON & JOHNSON	2,620.	0.	2,620.
LENDER PROCESSING	50.	0.	50.
MERCK & CO	1,961.	0.	1,961.
PACCAR	6,066,709.	0.	6,066,709.
UNITEDHEALTH GROUP	11,500.	0.	11,500.
TOTAL TO FM 990-PF, PART I, LN 4	6,133,098.	0.	6,133,098.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	10,165.	5,083.		5,082.
TO FORM 990-PF, PG 1, LN 16B	10,165.	5,083.		5,082.

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
PROFESSIONAL FEES	4,801.	0.		4,801.
TO FORM 990-PF, PG 1, LN 16C	4,801.	0.		4,801.

FORM 990-PF	TAXES	STATEMENT	5
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	6,348.	1,587.		4,761.
ESTIMATED FEDERAL TAXES	152,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	158,348.	1,587.		4,761.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	1,279.	640.		640.
INSURANCE	11,847.	5,924.		5,924.
MISCELLANEOUS	1,458.	364.		1,093.
DUES AND SUBSCRIPTION	11,486.	2,258.		9,228.
LICENSES AND PERMITS	131.	66.		66.
COMPUTER/INTERNET	7,609.	1,902.		5,707.
TO FORM 990-PF, PG 1, LN 23	33,810.	11,154.		22,658.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
-------------	--	-----------	---

DESCRIPTION	AMOUNT
EXCESS OF FMV OVER BOOK COST OF QUALIFYING DISTRIBUTIONS OF SECURITIES	9,139,896.
OTHER ADJUSTMENTS	39,075.
TOTAL TO FORM 990-PF, PART III, LINE 3	9,178,971.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PACCAR	11,337.	14,835.
FIDELITY	3,318.	6,023.
CHEVRON	587,179.	1,297,515.
BOSTON SCIENTIFIC	56,929.	14,862.
EQUIFAX	8,170.	17,648.
EXPEDITORS INTERNATIONAL	334,865.	617,842.
FOREST LABORATORIES	0.	0.
GENERAL ELECTRIC	67,677.	116,791.
JOHNSON AND JOHNSON	35,068.	74,659.
MEDCOHEALTH SOLUTIONS	1,025.	0.
MERCK & CO	18,137.	44,750.
PACCAR	23,094,418.	286,205,791.
UNITEDHEALTH CARE	985,500.	975,400.
LENDER PROCESSING SERVICES	2,440.	2,370.
EL PASO NATURAL GAS	0.	11,200.
AMERICAN ELECTRIC POWER	10,154.	10,529.
TOTAL TO FORM 990-PF, PART II, LINE 10B	25,216,217.	289,410,215.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 9
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANN P. WYCKOFF C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	TREASURER 0.50	0.	0.	0.
ARLINE HEFFERLINE C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	SECRETARY 40.00	136,233.	2,373.	0.
JAMES C. PIGOTT C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	TRUSTEE 0.50	0.	0.	0.
CHARLES M. PIGOTT C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	TRUSTEE 0.50	0.	0.	0.
SUSAN W. POHL C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	PRESIDENT 0.50	0.	0.	0.
THEILINE P. SCHEUMANN C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	TRUSTEE 0.50	0.	0.	0.
LISA ANDERSON C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	TRUSTEE 0.50	0.	0.	0.
MARY PIGOTT C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	TRUSTEE 0.50	0.	0.	0.
SHEILA WYCKOFF DICKEY C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	TRUSTEE 0.50	0.	0.	0.

THE NORCLIFFE FOUNDATION

91-6029352

NORA KENWAY
C/O THE NORCLIFFE FOUNDATION;
999 THIRD AVENUE, SUITE 1006
SEATTLE, WA 98104

TRUSTEE

0.50

0.

0.

0.

DANA PIGOTT
C/O THE NORCLIFFE FOUNDATION;
999 THIRD AVENUE, SUITE 1006
SEATTLE, WA 98104

VICE PRESIDENT

0.50

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

136,233.

2,373.

0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

ANN P. WYCKOFF
JAMES C. PIGOTT
CHARLES M. PIGOTT
SUSAN W. POHL
THEILINE P. SCHEUMANN
MARY PIGOTT

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

THE PRESIDENT, C/O ARLINE HEFFERLINE, FOUNDATION MANAGER
999 THIRD AVENUE, SUITE 1006
SEATTLE, WA 98104-4001

TELEPHONE NUMBER

206-682-4820

FORM AND CONTENT OF APPLICATIONS

LETTER PROPOSAL OR COMMON GRANT APPLICATION FORM ACCESSIBLE FROM WEBSITE AT
WWW.THENORCLIFFEFOUNDATION.COM

ANY SUBMISSION DEADLINES

YEAR-ROUND REVIEW WITH FUNDING DECISIONS WITHIN THREE TO SIX MONTHS AFTER
RECEIPT OF REQUEST

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHED STATEMENT REGARDING PROGRAM GUIDELINES

THE NORCLIFFE FOUNDATION

EIN: 91-6029352

Our President is Susan W. Pohl.

PROGRAM GUIDELINES

STATEMENT OF PURPOSE - The purpose of The Norcliffe Foundation is the improvement of the quality of life of all people in the community by the application of financial and human resources.

GUIDELINES

1. Geographical Areas - Puget Sound Area of Washington State

2. Categories

The Norcliffe Foundation provides grants in the areas of health, education, social services, civic improvement, religion, culture and the arts, the environment, historic preservation and youth programs.

3. The Norcliffe Foundation excludes from consideration grants to:

3a) Organizations without tax-exempt status under Section 501(c)3 of the Internal Revenue Code

3b) Organizations for deficit financing

3c) Individuals on their own behalf or for the benefit of specific individuals

4) General Information -

4a) Trustees do not conduct personal interviews with applicants unless The Foundation trustees request a personal visit

4b) There are no specific deadlines for receipt of proposals, or formal applications used. One copy of a letter proposal and/or common grant application form should be directed to the President. A request should be specific in both project and funding desired and should also include the following

- A list of the Board of Directors
- An IRS 501(c)3 Determination Letter
- A financial statement & budget information
- Background information on the agency applying
- Funding received & applied for (Identifying the amount & source)

4c) Areas of funding include capital campaigns, certain operating budgets and special projects

4d) Since the review process entails careful study, an applicant should allow three to six months for a decision. An acknowledgement letter will be sent with further information upon receipt of the application

THE NORCLIFFE FOUNDATION

EIN: 91-6029352

ATTACHMENT TO 2010 FORM 990-PF

PART XV, LINE 3A

ATTACHMENT TO PART XV

All organizations on the following attachments are qualified §501(c)(3) public charities.
Each grant was made to further the charitable purpose of the organization.

Payments Made - by Month

2/28/2012

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
December 2010					
Alliance For Education General operating support to improve outcomes in Seattle Public Schools. See report on criminal investigation into financial wrongdoing at Seattle District Schools. \$ 20,000.00	3568 A0203568	12/10/2010	\$20,000.00	Foundation	10548
American Bird Conservancy Translocations of Western Bluebirds to San Juan Islands Report recvd 11/1/11. \$ 10,000 00	3575 A0203575	12/10/2010	\$5,000.00	Foundation	10553
Book-It Repertory Theatre Program to enhance students' reading and comprehension skills - "All Over Arts Education Program" Report recvd 8/31/11 \$ 5,000 00	3590 A0203590	12/20/2010	\$5,000 00	Foundation	10593
Building New Hope School for the Handicapped in Granada \$ 1,000.00	3598 A0203598	12/9/2010	\$1,000.00	Other	10571
Catholic Community Services of Western Washington Support \$ 10,000.00	3618 A0203618	12/23/2010	\$10,000 00	Other	10587
Community Youth Services Street Outreach/Drop-In Center Program \$ 20,000.00	3562 A0203562	12/10/2010	\$10,000.00	Foundation	10544

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Conservation International Program Support \$ 2,000.00	3596 A0203596	12/9/2010	\$2,000.00	Other	10569
Artsfund Program Support \$ 20,000.00	3603 A0203603	12/9/2010	\$20,000.00	Other	10573
Elizabeth Gregory Home General Operations \$ 10,000.00	3561 A0203561	12/10/2010	\$10,000.00	Foundation	10546
Federal Way Symphony Beethoven's 9th Symphony - a collaboration between the symphony and the Federal Way Chorale \$ 1,000.00	3585 A0203585	12/15/2010	\$1,000.00	Foundation	10583
Holy Family Parish Yearly Contribution in lieu of weekly envelopes \$ 15,000.00	3620 A0203620	12/23/2010	\$15,000.00	Other	10590
King County Sexual Assault Resource Center Cyber Safety Project targeting high risk youth Report recvd 11/18/11. \$ 20,000.00	3574 A0203574	12/10/2010	\$10,000.00	Foundation	10551
Lake Union Civic Orchestra Costs of retaining their music director, hall rental fees, music rental and purchase, and other production costs Report recvd 1/25/2012 \$ 10,000.00	3237 A0203237	12/13/2010	\$5,000.00	Foundation	10562

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
The Market Foundation <i>Four Market Programs.</i> 1. <i>Child Care Meal Program</i> 2. <i>Food Bank</i> 3. <i>Medical Clinic</i> 4. <i>Senior Center</i> \$ 20,000.00	3608 A0203608	12/30/2010	\$20,000.00	Foundation	10594
Meals Partnership Coalition <i>General Operating. Report recvd 12/27/11</i> \$ 2,500.00	3553 A0203553	12/10/2010	\$2,500.00	Foundation	10541
MetroParks Foundation <i>\$3.7M project to improve two parks: Wright Park and McCarver Park. Report recvd 5/20/10</i> \$ 50,000.00	3248 A0203248	12/13/2010	\$25,000.00	Foundation	10561
Museum of History & Industry <i>3rd payment on \$250,000 Pledge</i> \$ 50,000.00	3606 A0203606	12/15/2010	\$50,000.00	Other	10576
Northwest Harvest/Ecumenical Metropolitan Ministry <i>General Operating. Report recvd 9/012011</i> \$ 15,000.00	3242 A0203242	12/13/2010	\$7,500.00	Foundation	10560
NW Furniture Bank <i>Recycling donated furniture to people in need</i> \$ 5,000.00	3576 A0203576	12/10/2010	\$5,000.00	Foundation	10552
Open Arms Perinatal Services <i>General operating</i> \$ 10,000.00	3578 A0203578	12/10/2010	\$5,000.00	Foundation	10554

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Parent Coaching Institute <i>Building stronger families through providing a Parent Coach Certification Training Program</i> \$ 5,000.00	3573 A0203573	12/10/2010	\$5,000.00	Foundation	10550
Peace for the Streets by Kids from the Streets <i>General Operating Funds</i> \$ 15,000.00	3234 A0203234	12/13/2010	\$7,500.00	Foundation	10559
PROVAIL <i>General Operating - providing health care and educational programs for disabled people</i> \$ 5,000.00	3563 A0203563	12/10/2010	\$5,000.00	Foundation	10545
Safeplace <i>General Operations (Domestic & Sexual Violence)</i> \$ 20,000 00	3555 A0203555	12/10/2010	\$20,000.00	Foundation	10542
Seattle Art Museum <i>\$IM pledge over 4 years, honoring Ann P Wyckoff's efforts on behalf Sculpture Park</i> \$ 1,000,000.00	2136 A0202136	12/9/2010	\$250,000.00	Other	10568
Seattle Symphony <i>The 2010 Challenge</i> \$ 5,000 00	3607 A0203607	12/15/2010	\$5,000.00	Other	10577
Seattle Times Fund for the Needy <i>Seattle Times Fund for the Needy</i> \$ 5,000.00	3617 A0203617	12/17/2010	\$5,000.00	Other	10585
Secondary Bilingual Orientation Center <i>After-school Art Therapy Program for refugee youth through Pratt Arts Center</i> \$ 1,000 00	3589 A0203589	12/15/2010	\$1,000 00	Foundation	10584

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Service, Education & Adventure <i>Discovery Voyages program for 300 middle and high school students, promoting environmental stewardship of Puget Sound Report recvd 1/23/12</i> \$ 10,000.00	3572 A0203572	12/10/2010	\$10,000.00	Foundation	10549
The Sharehouse <i>Operating expenses, such as rent, fuel for truck, etc.</i> \$ 5,000.00	3593 A0203593	12/15/2010	\$5,000.00	Foundation	10564
St. James ESL Program <i>English Tutoring and Citizenship Services. Report recvd 12/2/11</i> \$ 5,000.00	3582 A0203582	12/15/2010	\$5,000.00	Foundation	10565
Stanford University <i>Stanford Challenge</i> \$ 2,000.00	3599 A0203599	12/9/2010	\$2,000.00	Other	10572
Summer Search Seattle <i>Sustain current outreach and program growth Report recvd 12/5/11.</i> \$ 20,000.00	3558 A0203558	12/10/2010	\$10,000.00	Foundation	10543
United Way <i>Safety Net Fund</i> \$ 25,000.00	3619 A0203619	12/23/2010	\$25,000.00	Other	10588
University of Washington College of Arts & Sciences <i>Continuation and expansion of American Sign Language Program Report recvd 12/27/11</i> \$ 40,000.00	3249 A0203249	12/13/2010	\$20,000.00	Foundation	10558

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Vashon Park District Development of Vashon Athletic Fields \$ 25,000 00	3255 A0203255	12/13/2010	\$12,500.00	Foundation	10557
Wildlife Conservation Society Conservation Patrons Program \$ 1,500.00	3597 A0203597	12/9/2010	\$1,500.00	Other	10570
Work Force Development Center Vocational training to help junior and senior at-risk students stay in school and graduate. \$ 10,000 00	3595 A0203595	12/30/2010	\$10,000.00	Foundation	10595
YMCA Oasis Teen Shelter Operations of overnight youth shelter and drop-in center. Report recvd 12/19/11. \$ 20,000 00	3569 A0203569	12/10/2010	\$20,000.00	Foundation	10547
Youth Eastside Services Anti-bullying/cyber-bullying initiative Report recvd 12/15/2010. \$ 15,000.00	3256 A0203256	12/13/2010	\$7,500 00	Foundation	10556
Total December 2010 (40 items)			\$656,000.00		
January 2011					
American Rivers Puget Sound Rivers Project to conserve fish and wildlife and improve recreation opportunities Report recvd 3/31/11 \$ 15,000 00	3288 A0203288	1/20/2011	\$7,500.00	Foundation	10613

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Birth to Three Development Center <i>Program Operations Report recvd 7/28/10</i> \$ 25,000 00	3280 A0203280	1/20/2011	\$12,500.00	Foundation	10614
Deaconess Children's Services <i>Programs, services and general operating Report</i> <i>recvd 11/15/2010</i> \$ 50,000.00	3293 A0203293	1/20/2011	\$25,000.00	Foundation	10615
Eastside Academy <i>Education, Drug and Alcohol Recovery, Mental</i> <i>Health Counseling and Mentoring and Alumni</i> <i>Programs</i> \$ 5,000.00	3604 A0203604	1/20/2011	\$5,000.00	Foundation	10608
Explorations in Math <i>Provide math programs for 1st thru 5th grade</i> <i>students and their parents. Report recvd 2/16/12</i> \$ 10,000.00	3614 A0203614	1/20/2011	\$5,000.00	Foundation	10610
Forest Ridge School <i>\$5M Scholarship Endowment Campaign</i> \$ 500,000.00	3443 A0203443	1/18/2011	\$453,800.00	Foundation Board	1/18/2011 8,000 shs Paccar Stock @\$56.725
Forest Ridge School <i>\$5M Scholarship Endowment Campaign</i> \$ 500,000 00	3443 A0203443	1/20/2011	\$46,200 00	Foundation Board	10624
Friends of American Lake Veteran's Golf Course <i>Complete Rehabilitation and Learning Center</i> \$ 50,000 00	3286 A0203286	1/20/2011	\$25,000.00	Foundation	10612
Fulcrum Foundation <i>Celebration of Light</i> \$ 50,000.00	3636 A0203636	1/6/2011	\$50,000.00	Other	10600

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Hamlin Robinson School <i>Financial Aid Only over 4 years. Report recvd 8/17/11.</i> \$ 100,000.00	3580 A0203580	1/20/2011	\$25,000.00	Foundation Board	10604
Jewish Day School of Metropolitan Seattle <i>Endowment Campaign</i> \$ 250,000.00	3545 A0203545	1/20/2011	\$250,000.00	Foundation Board	10606
King FM 98.1 Radio <i>\$2M Campaign to become a listener-supported non-profit</i> \$ 150,000.00	3600 A0203600	1/20/2011	\$150,000.00	Foundation Board	10605
Northwest Indian College <i>Complete nine new buildings to strengthen their distance learning capabilities throughout their extended sites, provide additional program development, student and faculty assistance and endowment</i> \$ 200,000.00	3175 A0203175	1/13/2011	\$100,000.00	Foundation Board	10602
Puget Creek Restoration Society <i>Raised Boardwalk Project: stainless steel brackets, hangers, rods, hardware and support pin piles \$12,500 plus \$2,500 for general operating Report recvd 1/26/11</i> \$ 15,000.00	3283 A0203283	1/20/2011	\$7,500.00	Foundation	10617
Seattle Art Museum <i>Curator Circle</i> \$ 5,000.00	3633 A0203633	1/4/2011	\$5,000.00	Other	10596
Seattle Children's Home <i>Purchase vehicles needed to transport clients</i> \$ 75,000.00	3565 A0203565	1/20/2011	\$75,000.00	Foundation Board	10603

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Street Youth Legal Advocates of Washington <i>Drop-In legal services for homeless and at-risk youth - ages 13 to 25 Report recvd 12/15/11.</i> \$ 30,000.00	3268 A0203268	1/20/2011	\$15,000.00	Foundation	10618
Team Read <i>Reading Leaders and Reading Mentors Program. Report recvd 2/8/11</i> \$ 20,000.00	3267 A0203267	1/20/2011	\$10,000.00	Foundation	10619
Transitional Resources <i>Provide furnishings and equipment for their new low-income housing project, Avalon Place Report recvd 11/9/11.</i> \$ 25,000.00	3592 A0203592	1/20/2011	\$25,000.00	Foundation	10611
Washington Women's Employment & Education <i>Job training and skill building program</i> \$ 5,000.00	3601 A0203601	1/20/2011	\$5,000.00	Foundation	10607
Young Shakespeare Workshop <i>300 teaching hours at Chief Sealth and Cleveland High Schools for low-income youth in theatre arts training program.</i> \$ 15,000.00	3610 A0203610	1/20/2011	\$15,000.00	Foundation	10609
February 2011					
Aids Housing of Tacoma <i>Database software to enhance fund-raising event planning and preparation and increase individual donor giving</i> \$ 5,000.00	3644 A0203644	2/10/2011	\$5,000.00	Foundation	10639
Total January 2011 (21 items)			\$1,312,500.00		

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Arlington Education Foundation <i>Create Foreign Language Lab at Arlington High School</i> \$ 5,000.00	3632 A0203632	2/10/2011	\$5,000.00	Foundation	10640
Chief Seattle Council, Boy Scouts of America <i>Support</i> \$ 25,000 00	3655 A0203655	2/2/2011	\$25,000.00	Other	10633
Seattle Children's Hospital <i>In memory of Jack Chantrey</i> \$ 1,000.00	3666 A0203666	2/17/2011	\$1,000.00	Other	10651
Coyote Central <i>\$2 Campaign to purchase 3 lots along with renovation and equipment of the corner building</i> \$ 300,000.00	3605 A0203605	2/9/2011	\$254,550.00	Foundation Board	5,000 shares of Paccar @ \$50.91
Coyote Central <i>\$2 Campaign to purchase 3 lots along with renovation and equipment of the corner building.</i> \$ 300,000 00	3605 A0203605	2/10/2011	\$45,450.00	Foundation Board	10648
Domestic Violence & Sexual Assault Services of Whatcom County <i>Support groups and children's programs</i> \$ 10,000 00	3635 A0203635	2/10/2011	\$10,000.00	Foundation	10641
Food Lifeline <i>General operating support</i> \$ 25,000.00	3639 A0203639	2/10/2011	\$25,000.00	Foundation	10642

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Global Visionaries Create yearlong environmental science and global studies class by 2013 in collaboration with Chief Sealth and Cleveland High Schools \$ 8,500.00	3642 A0203642	2/10/2011	\$8,500 00	Foundation	10643
Kirkland Performance Center Spotlight Program (Discounted matinee tickets for Eastside School Children, bringing artists to Eastside schools, etc) \$ 15,000.00	3647 A0203647	2/10/2011	\$15,000 00	Foundation	10644
Museum of History & Industry \$40M Capital Campaign for a 60M project to build a new museum at their new location at the Armory Building at South Lake Union \$ 1,000,000.00	3339 A0203339	2/8/2011	\$870,230 00	Foundation Board	17,000 shares of Paccar Stock @ \$51.19
Museum of History & Industry \$40M Capital Campaign for a 60M project to build a new museum at their new location at the Armory Building at South Lake Union \$ 1,000,000.00	3339 A0203339	2/10/2011	\$129,770.00	Foundation Board	10638
The Northwest School of the Arts, Humanities, and Environment Endowment for Financial Aid Annual report recvd 10/8/10 \$ 100,000 00	2865 A0202865	2/4/2011	\$25,000 00	Foundation Board	10627
Operation: Sack Lunch Providing 3 meals a day, 7 days a week for homeless, no income and low-income people \$ 20,000.00	3625 A0203625	2/4/2011	\$20,000.00	Foundation	10629

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Peace Community Center Hilltop Scholars Program \$ 10,000.09	3628 A0203628	2/4/2011	\$10,000.09	Foundation	10630
Powerful Schools Literacy project for grades pre-K through 5 for low-income, immigrant and minority children \$ 25,000.00	3650 A0203650	2/10/2011	\$12,500.00	Foundation	10645
Resource Distribution Council Built-in Freezing and cooling equipment \$ 2,500.00	3631 A0203631	2/4/2011	\$2,500.00	Foundation	10628
Seattle Children's Theatre Education Programs \$ 100,000.00	2418 A0202418	2/4/2011	\$25,000.00	Foundation Board	10631
Skagit Valley College Replace aging playground at Washington Elementary \$ 5,000.00	3638 A0203638	2/10/2011	\$5,000.00	Foundation	10646
Swedish Medical Center \$15.4M Capital Campaign to construct The Center for Comprehensive Breast Cancer Care. Report recvd 7/18/11 \$ 1,000,000.00	2755 A0202755	2/8/2011	\$870,230.00	Foundation Board	17,000 shares of Paccar 2/8/11 @ \$51.19/sh
Swedish Medical Center \$15.4M Capital Campaign to construct The Center for Comprehensive Breast Cancer Care. Report recvd 7/18/11 \$ 1,000,000.00	2755 A0202755	2/10/2011	\$129,770.00	Foundation Board	10637

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Treehouse Tutoring Report recvd 10/30/08 \$ 100,000.00	2503 A0202503	2/4/2011	\$25,000.00	Foundation Board	10626
Woodland Park Zoological Society New West Entry/Penguin Exhibit. Report recvd 5/18/11 \$ 999,999.97	2749 A0202749	2/9/2011	\$290,187.00	Foundation Board	5,700 shares of Paccar Stock @ \$50.91
Woodland Park Zoological Society New West Entry/Penguin Exhibit Report recvd 5/18/11 \$ 999,999.97	2749 A0202749	2/10/2011	\$43,146.30	Foundation Board	10650
Young Women's Christian Association of Seattle Construction of YWCA Family Village at Issaquah Report recvd 9/13/11 \$ 1,000,000.00	3277 A0203277	2/9/2011	\$432,735.00	Foundation Board	8,500 shares of Paccar Stock @ \$50.91
Young Women's Christian Association of Seattle Construction of YWCA Family Village at Issaquah Report recvd 9/13/11 \$ 1,000,000.00	3277 A0203277	2/10/2011	\$67,265.00	Foundation Board	10649
Total February 2011 (26 items)			\$3,352,833.39		
March 2011					
American Enterprise Institute Contribution for 2011 \$ 5,000.00	3705 A0203705	3/24/2011	\$5,000.00	Other	10680
American Red Cross of Seattle-King County Disaster Relief and Readiness program \$ 10,000.00	3680 A0203680	3/31/2011	\$10,000.00	Foundation	10682

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Annual Catholic Appeal/Sacred Heart Donation \$ 5,000.00	3695 A0203695	3/14/2011	\$5,000.00	Other	10667
The Arc of King County Establish a Family Support 360 Center for immigrant, refugee and families of color caring for a disabled child or adult. Report recvd 4/4/11 \$ 20,000.00	3331 A0203331	3/31/2011	\$10,000.00	Foundation	10672
ARK Institute of Learning Scholarship Endowment Fund to aid low-income children with learning disabilities \$ 10,000.00	3645 A0203645	3/18/2011	\$10,000.00	Foundation	10660
Big Brothers Big Sisters of Island County Mentoring services for high-risk teen and pre-teen girls living in Island County \$ 5,000.00	3675 A0203675	3/18/2011	\$5,000.00	Foundation	10661
Chief Seattle Council, Boy Scouts of America Eagle Scout Bankquet Sponsorship \$ 1,000.00	3696 A0203696	3/14/2011	\$1,000.00	Other	10668
Chief Seattle Council, Boy Scouts of America Sponsorship of Friends of Scouting Breakfast \$ 25,000.00	3700 A0203700	3/17/2011	\$25,000.00	Other	10677
Child Care Resources General operating for referral services for child care and training for child care providers Report recvd 11/15/11. \$ 10,000.00	3343 A0203343	3/31/2011	\$5,000.00	Foundation	10673

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Domestic Violence Services of Snohomish County General operating support Report recvd 5/5/2011 \$ 8,000 00	3687 A0203687	3/24/2011	\$8,000.00	Foundation	10669
Emergency Feeding Program Providing diet-specific food packages to emergency food organizations \$ 50,000 00	3657 A0203657	3/3/2011	\$25,000.00	Foundation	10657
Family Law CASA of King County Court appointed advocacy for lower-income children in custody cases \$ 40,000.00	3354 A0203354	3/31/2011	\$20,000.00	Foundation	10674
Foundation Fighting Blindness Retinal degenerative research by Thomas A. Reh, PhD at University of Washington Report recvd 12/28/11. \$ 50,000.00	3355 A0203355	3/31/2011	\$25,000.00	Foundation	10675
Gethsemane Lutheran Church New construction and renovation of existing facilities to create "The Hope Center", \$ 150,000.00	3384 A0203384	3/24/2011	\$150,000.00	Foundation Board	10671
Giant Magnet Global cultural arts education for 5 elementary and middle schools and a few classrooms from Sealth to include curriculum resources, teacher training workshops and in-school artist residencies Report recvd 7/14/11 \$ 15,000 00	3659 A0203659	3/3/2011	\$15,000 00	Foundation	10655

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Jefferson Teen Center General Operating \$ 8,000.00	3670 A0203670	3/18/2011	\$8,000.00	Foundation	10662
Seattle Lighthouse For The Blind, Inc. Technology Training Center \$ 10,000.00	3690 A0203690	3/24/2011	\$10,000.00	Foundation	10670
The Mockingbird Society General Operating - Foster Care Youth Report recvd 11/8/11 \$ 20,000 00	3698 A0203698	3/31/2011	\$20,000.00	Foundation	10681
Othello Park Alliance International Art and music festival 8/21/11 \$ 2,000.00	3699 A0203699	3/31/2011	\$2,000.00	Foundation	10683
Planned Parenthood of Western Washington One-time equipment and training costs to add 3 existing health centers to its organization 9/30/10 ck lost and reissued 3/11/2011. They will apply again in early 2012 Report recvd 12/27/11. \$ 25,000.00	3517 A0203517	3/3/2011	\$25,000.00	Foundation	10654 Reissue of check 10466 9/30/10 written off
Sacred Heart Church Donation \$ 5,000.00	3694 A0203694	3/11/2011	\$5,000.00	Other	10666
The Sophia Way Program Support for overnight shelter for women. Report recvd 1/4/12 \$ 20,000 00	3357 A0203357	3/31/2011	\$10,000.00	Foundation	10676

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
United General Hospital	3663	3/18/2011	\$6,000.00	Foundation	10663
Complete technology for medication management safety - medication verification into emergency department - handheld scanners \$ 6,000.00	A0203663				
Young Life	3668	3/3/2011	\$7,500.00	Foundation	10656
Family Outreach Project for families with children with disabilities \$ 7,500.00	A0203668				
April 2011			<u>\$412,500.00</u>		
Total March 2011 (24 items)					
Bellingham Childcare & Learning Center	3702	4/7/2011	\$5,000.00	Foundation	10685
Early childhood education services for low-income families Report recvd 12/2/11 \$ 5,000 00	A0203702				
The Discovery Institute	3724	4/19/2011	\$2,500.00	Other	10693
Annual Membership \$ 2,500.00	A0203724				
Healthy Start Kitsap	3710	4/7/2011	\$10,000.00	Foundation	10686
Maternity Infant Home Visitation Program Report recvd 8/31/11 \$ 10,000.00	A0203710				
Kent Youth and Family Services	3706	4/14/2011	\$20,000.00	Foundation	10690
Reimburse professional musicians offering music programs to youth at schools and community centers \$ 20,000.00	A0203706				

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Total April 2011 (4 items)			\$37,500.00		
May 2011					
Annual Catholic Appeal/Sacred Heart Annual Catholic Appeal \$ 10,000.00	3754 A0203754	5/26/2011	\$10,000.00	Other	10716
Council on Foreign Relations 2010 - 2011 Annual Fund \$ 5,000.00	3736 A0203736	5/10/2011	\$5,000.00	Other	10698
Crohn's & Colitis Foundation of America - NW Region Summer Camp for children living with these diseases Report recvd 8/17/11 \$ 5,000.00	3727 A0203727	5/19/2011	\$5,000.00	Foundation	10702
The Funhouse Discovery Center Mentor Program \$ 20,000.00	3377 A0203377	5/20/2011	\$10,000.00	Foundation	10705
Hopelink Housing Program to prevent homelessness Report 11/18/11. \$ 20,000.00	3721 A0203721	5/19/2011	\$20,000.00	Foundation	10703
Lifelong AIDS Alliance Food, nutrition and counseling for people suffering from AIDS \$ 30,000.00	3373 A0203373	5/20/2011	\$15,000.00	Foundation	10706
North Olympic Land Trust Clallam County Farmland Support \$ 20,000.00	3375 A0203375	5/20/2011	\$10,000.00	Foundation	10707

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Puget Soundkeeper Alliance <i>Stormwater Regulation and Clean Water Act Enforcement Project during 2010 Report recvd 6/2/11.</i> \$ 20,000.00	3368 A0203368	5/20/2011	\$10,000.00	Foundation	10708
Rising Out of the Shadows <i>General Operating - serving homeless young adults Report recvd 12/27/11.</i> \$ 30,000.00	3719 A0203719	5/19/2011	\$15,000.00	Foundation	10697
Seattle Chamber Music Society <i>Summer Festival on the Eastside at The Overlake School in Redmond Report recvd 10/5/11..</i> \$ 10,000 00	3367 A0203367	5/20/2011	\$5,000.00	Foundation	10709
Virginia Mason Hospital Foundation <i>\$100M Capital Campaign to construct new extension to hospital @ corner of Seneca and Boren where old Northcliffe Building exists. Refrain from request again until after May 2014.</i> \$ 2,500,000.00	2590 A0202590	5/24/2011	\$485,002.00	Foundation Board	9,800 shs Paccar @ \$49.49
Washington CASH <i>Business Training and Microlending Report recvd 9/8/2011.</i> \$ 40,000.00	3372 A0203372	5/20/2011	\$20,000.00	Foundation	10710
West Sound Wildlife Shelter <i>"Take Flight Project" - build two wildlife hospital enclosures for injured, orphaned and sick animals, and birds</i> \$ 50,000.00	3366 A0203366	5/20/2011	\$25,000 00	Foundation	10712

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Western Lands Project					
General Support Report recvd 2/22/11.	3360	5/20/2011	\$5,000.00	Foundation	10711
\$ 10,000 00	A0203360				
		Total May 2011 (14 items)	\$640,002.00		
June 2011					
Allen Renaissance, Inc.					
Renovate Allen Place to create a community performing arts and technology center	3564 A0203564	6/6/2011	\$100,000.00	Foundation Board	10722 Board approved diversion of \$100,000 to site acquisition, balance upon permit & start of const. by 12/31/11
\$ 200,000.00					
Catholic Community Services of Western Washington					
"Gift of Hope Challenge" One community wide request in lieu of individual requests from various catholic entities under their umbrella. Restrict proposal again until after June 2014.	2991 A0202991	6/16/2011	\$100,000.00	Foundation Board	10725
\$ 500,000.00					
Children of the Valley					
Expand their funding base (After-school program providing cultural activities, homework help, and learning opportunities for low-achieving elementary school children. Report recvd 12/15/11	3767 A0203767	6/30/2011	\$5,000.00	Foundation	10741
\$ 5,000.00					
City Year Seattle/King County					
Diplomas Now (Community service activities for children at-risk of dropping out of school)	3733 A0203733	6/2/2011	\$20,000.00	Foundation	10718
\$ 20,000.00					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Communities In Schools of Washington Collaboration of eleven CIS affiliates for site coordination at eleven school communities Report 11/14/11 Asked to refrain from applying again until after 6/16/2014. \$ 100,000.00	3624 A0203624	6/16/2011	\$50,000.00	Foundation Board	10723
Emergency Food Network Purchase a new refrigeration unit for a 24 foot box truck Report recvd 9/7/11 \$ 16,943 00	3747 A0203747	6/2/2011	\$16,943.00	Foundation	10717
Helping Hand House General operations serving homeless families \$ 10,000 00	3745 A0203745	6/2/2011	\$10,000.00	Foundation	10720
Hilltop Artists in Residence Arts connect program for court-involved girls - ages 11-19 in Pierce County \$ 10,000.00	3761 A0203761	6/30/2011	\$10,000.00	Foundation	10743
Humanities Washington General Operations \$ 5,000.00	3744 A0203744	6/30/2011	\$5,000.00	Foundation	10740
Max Higbee Center Expand services for youth and adults living with disabilities \$ 5,000.00	3718 A0203718	6/16/2011	\$5,000.00	Foundation	10734
Music Center of the Northwest Musical Ambassadors Project \$ 5,000.00	3732 A0203732	6/2/2011	\$5,000.00	Foundation	10719

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
The Mustard Seed Project <i>Affordable services for the elderly living in the Key Peninsula, Vaughn, WA.</i> \$ 10,000.00	3764 A0203764	6/30/2011	\$10,000.00	Foundation	10742
Northwest Burn Foundation <i>Summer Camp Report recvd 10/7/11</i> \$ 15,000.00	3739 A0203739	6/16/2011	\$15,000.00	Foundation	10732
Northwest University <i>Outfit a Nursing Skills Laboratory</i> \$ 200,000.00	3621 A0203621	6/16/2011	\$200,000.00	Foundation Board	10724
On The Boards <i>Box Office Renovation</i> \$ 1,500.00	3740 A0203740	6/16/2011	\$1,500.00	Foundation	10733
Outward Bound, Inc. <i>Pinnacle Scholarship Program (Wilderness Course for 25 low-income youth from Washington) Report recvd 12/21/10,</i> \$ 30,000.00	3289 A0203289	6/30/2011	\$15,000.00	Foundation	10737
Seattle University <i>Fostering Scholars Program Fund</i> \$ 36,000.00	3768 A0203768	6/16/2011	\$18,000.00	Other	10736
Society of St. Vincent de Paul <i>Purchase new beds and bedding for children living in extreme poverty</i> \$ 5,000.00	3738 A0203738	6/16/2011	\$5,000.00	Foundation	10729
SouthEast Effective Development <i>Multicultural Arts & Education Programs at Rainier Valley Cultural Center</i> \$ 8,500.00	3755 A0203755	6/16/2011	\$8,500.00	Foundation	10730

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
St. Francis of Assisi School <i>Furbish primary grades' reading area in the new library</i> <i>Report recvd 1/20/12</i> \$ 16,621 37	3756 A0203756	6/30/2011	\$16,621 37	Foundation	10744
White Center Food Association <i>Mobile Food Bank Program</i> \$ 10,000.00	3752 A0203752	6/16/2011	\$10,000.00	Foundation	10731
Total June 2011 (21 items)			<u>\$626,564 37</u>		
July 2011					
Assistance League the Eastside <i>Operation School Bell</i> \$ 10,000 00	3772 A0203772	7/7/2011	\$10,000.00	Foundation	10751
Big Brothers Big Sisters of Southwest Washington <i>Mentoring for children in Thurston and Mason Counties</i> \$ 7,500.00	3786 A0203786	7/14/2011	\$7,500 00	Foundation	10762
The Crozier Society <i>Archbishop's 2011 Golf Tournament</i> \$ 1,500.00	3818 A0203818	7/25/2011	\$1,500 00	Other	10769
Evergreen City Ballet <i>Arts Education Program "Dance Alive!"</i> \$ 1,500 00	3778 A0203778	7/7/2011	\$1,500.00	Foundation	10750

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Helping Link <i>General Operations - education programs for Vietnamese American refugees and immigrant families</i> \$ 10,000.00	3777 A0203777	7/7/2011	\$10,000.00	Foundation	10753
Independent Colleges of Washington <i>Scholarships for ten low-income students over 3 years</i> \$ 30,000.00	3793 A0203793	7/29/2011	\$15,000.00	Foundation	10767
Joyce Community Education Foundation <i>Mini grants for small projects at Crescent School Report recvd 1/30/12.</i> \$ 1,000.00	3775 A0203775	7/7/2011	\$1,000.00	Foundation	10752
Low Income Housing Institute <i>Supportive services for homeless</i> \$ 20,000.00	3801 A0203801	7/29/2011	\$20,000.00	Foundation	10764
Lydia Place <i>In-house program for women's shelter (Life-skills and support to move from poverty to self-support)</i> \$ 5,000.00	3781 A0203781	7/7/2011	\$5,000.00	Foundation	10754
Muscular Dystrophy Association <i>Summer Camp for children afflicted with muscular dystrophy</i> \$ 5,000.00	3794 A0203794	7/29/2011	\$5,000.00	Foundation	10765
Northwest Youth Services <i>Positive Adolescent Program serving runaway and homeless youth</i> \$ 20,000.00	3779 A0203779	7/29/2011	\$20,000.00	Foundation	10768

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Seattle Cancer Care Alliance <i>Develop a proton therapy center that offers a treatment option with fewer side effects compared to x-ray radiation</i>	3166 A0203166	7/14/2011	\$1,795,140.00	Foundation Board	7/14/11 36,000 shs Paccar @ \$49.865 = \$1,795,140 + Ck 10783 \$204,860 Payable to Fred Hutchinson Cancer Research Center
\$ 2,000,000.00					
Seattle Cancer Care Alliance <i>Develop a proton therapy center that offers a treatment option with fewer side effects compared to x-ray radiation.</i>	3166 A0203166	7/28/2011	\$204,860.00	Foundation Board	10763
\$ 2,000,000.00					
Smithsonian <i>James Smithsonian Society Membership</i>	3799 A0203799	7/1/2011	\$2,500.00	Other	10747
\$ 2,500 00					
Solid Ground <i>Operating Support - \$50,000 and Create 106 units of housing and community center</i>	2757 A0202757	7/13/2011	\$58,702.50	Foundation Board	1,500 shs of Forest Laboratories Stock @ \$39.135
- \$300,000					
\$ 300,000.00					
Solid Ground <i>Operating Support - \$50,000 and Create 106 units of housing and community center</i>	2757 A0202757	7/13/2011	\$81,040.00	Foundation Board	1,600 shares of Paccar Stock @ \$50.65
- \$300,000					
\$ 300,000 00					
Solid Ground <i>Operating Support - \$50,000 and Create 106 units of housing and community center</i>	2757 A0202757	7/14/2011	\$10,257.50	Foundation Board	10760
- \$300,000					
\$ 300,000.00					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Technology Access Foundation <i>Expand Tech Start and Academy Programs</i> \$ 30,000.00	3401 A0203401	7/14/2011	\$15,000.00	Foundation	10757
University Preparatory Academy <i>\$5M reconstruction project to improve science, athletic and physical education facilities</i> \$ 500,000.00	3171 A0203171	7/13/2011	\$232,990.00	Foundation Board	4,600 shares of Paccar Stock @ \$50.65
University Preparatory Academy <i>\$5M reconstruction project to improve science, athletic and physical education facilities</i> \$ 500,000.00	3171 A0203171	7/14/2011	\$17,010.00	Foundation Board	10761
Wonderland Development Center <i>General operating support serving children ages birth to 3 with developmental delays</i> \$ 10,000.00	3420 A0203420	7/14/2011	\$5,000.00	Foundation	10758
August 2011			Total July 2011		
			\$(21 items)		
			\$2,519,000.00		
Building Changes <i>General Operating. Annual Report recvd 5/9/11.</i> \$ 50,000.00	3431 A0203431	8/11/2011	\$25,000.00	Foundation	10779
Camp Fire USA <i>Repair Cabin Roofs and footings at Camp Sealth. Report recvd 7/8/11</i> \$ 50,000.00	3457 A0203457	8/11/2011	\$25,000.00	Foundation	10781
Camp Corey <i>Camps for youth with life-altering conditions</i> \$ 50,000.00	3496 A0203496	8/11/2011	\$25,000.00	Foundation	10780

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Center for Children & Youth Justice General Operating \$ 30,000 00	3467 A0203467	8/11/2011	\$15,000 00	Foundation	10782
Chaya Domestic violence programs to help South Asian Women \$ 20,000 00	3483 A0203483	8/11/2011	\$10,000.00	Foundation	10783
Chief Seattle Club Operating Budget \$ 20,000.00	3826 A0203826	8/25/2011	\$10,000.00	Foundation	10803
Facing The Future: People and the Planet Holistic Sustainability for the 21st Century Interim Report recvd 08/4/11 \$ 50,000.00	3462 A0203462	8/11/2011	\$25,000.00	Foundation	10784
Friends of the Hidden River Outfit one of two science laboratories (Sewage Treatment) for Regional Community Environmental Education Center to be located at future Brightwater Wastewater Treatment Plant \$ 225,000.00	3487 A0203487	8/31/2011	\$225,000.00	Foundation Board	10807
Giddens School Early Learning Program \$ 15,000 00	3428 A0203428	8/11/2011	\$7,500.00	Foundation	10786
Greater Maple Valley Community Center Youth Programs Report recvd 2/21/12 \$ 10,000.00	3458 A0203458	8/11/2011	\$5,000.00	Foundation	10785

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
GRuB <i>GRub in the schools Initiative - Pilot Year One</i> <i>(They provide employment for low-income youth)</i> \$ 10,000.00	3824 A0203824	8/25/2011	\$10,000.00	Foundation	10801
Jefferson County Historical Society <i>\$1.8 Million addition to Research Center. Report</i> <i>recvd 1/25/12 Project Complete.</i> \$ 200,000.00	3393 A0203393	8/3/2011	\$182,321.00	Foundation Board	8/3/2011 4,600 shs of Paccar @ \$39,635
Jefferson County Historical Society <i>\$1.8 Million addition to Research Center Report</i> <i>recvd 1/25/12 Project Complete.</i> \$ 200,000.00	3393 A0203393	8/11/2011	\$17,679.00	Foundation Board	10777
Left Foot Organics <i>General Operating (Employing and training</i> <i>disabled at-risk youth)</i> \$ 10,000.00	3439 A0203439	8/11/2011	\$5,000.00	Foundation	10787
Los Pipitos Granada <i>Creation of Early Stimulation Center for</i> <i>prevention, detection and treatment of 0 to 6 year</i> <i>old children with disabilities</i> \$ 40,000.00	3505 A0203505	8/11/2011	\$20,000.00	Foundation	10798
Mercy Housing Northwest <i>General Operating</i> \$ 40,000.00	3808 A0203808	8/25/2011	\$20,000.00	Foundation	10804

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Northwest Maritime Center & Wooden Boat Foundation <i>Puget Sound Explorers Discovery and Challenge Discovery Component for 7th Grade Students and Challenge Component for 7th to 12th Grade Students</i> \$ 40,000.00	3803 A0203803	8/11/2011	\$20,000.00	Foundation	10773
Northwest Natural Resource Group <i>Training new and established forestry professionals on sustainable forestry practices and emerging ecosystem services markets Report recvd 1/9/2012</i> \$ 15,000.00	3434 A0203434	8/11/2011	\$7,500.00	Foundation	10788
Northwest School for Hearing-Impaired Children <i>Support academic programs at school.</i> \$ 10,000.00	3447 A0203447	8/11/2011	\$5,000.00	Foundation	10789
Northwest Sinfonietta <i>Conduct Northwest Sinfonietta at Benaroya, The Rialto Theatre Tacoma, and Pioneer Park Pavilion in Puppallup by Seattle Symphony's Conductor Laureate Gerard Schwarz</i> \$ 10,000.00	3817 A0203817	8/25/2011	\$10,000.00	Foundation	10802
Renton Area Youth & Family Services <i>Program targeting youth at risk of dropping out of school with involvement in Juvenile Justice System</i> \$ 20,000.00	3437 A0203437	8/11/2011	\$10,000.00	Foundation	10791
Sea Mar Community Health Center <i>Purchase 2 wheel-chair accessible vans with lifts</i> \$ 25,000.00	3722 A0203722	8/31/2011	\$16,000.00	Foundation	10808 For van for Cannon House since they have secured \$40,000 Balance of \$9,000 will be released when funds for 2nd van are secure.

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Seattle Education Access "College Success Program", free academic advising, career counseling, tutoring, and advocacy for low-income youth \$ 20,000.00	3448 A0203448	8/11/2011	\$10,000.00	Foundation	10793
Seattle Milk Fund Circle Family Program \$ 10,000.00	3822 A0203822	8/11/2011	\$10,000.00	Foundation	10774
Society of St. Vincent de Paul Eviction Prevention Program \$ 25,000.00	3430 A0203430	8/11/2011	\$12,500.00	Foundation	10792
Stanford University Hoover House Circle \$ 100,000.00	3841 A0203841	8/22/2011	\$100,000.00	Other	10799
The Student Conservation Association Diversity Initiative \$ 40,000.00	3446 A0203446	8/11/2011	\$20,000.00	Foundation	10794
Union Gospel Mission Association of Olympia Sponsor 240 patient visits at the Mission's Health Resource Center Report recvd 2/7/11 \$ 20,000.00	3459 A0203459	8/11/2011	\$10,000.00	Foundation	10790
VADIS Start up funds for new disabled youth employment program \$ 12,000.00	3449 A0203449	8/11/2011	\$6,000.00	Foundation	10795
The Village Project Violence prevention programs for Bow Lake and Gregory Heights elementary schools \$ 10,000.00	3511 A0203511	8/11/2011	\$5,000.00	Foundation	10797

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
WA. State Court Appointed Special Advocates <i>General Operating support for child victims of abuse and neglect This organization is an umbrella organization for various county programs</i> \$ 30,000.00	3798 A0203798	8/11/2011	\$15,000.00	Foundation	10772
Whatcom Literacy Council <i>Literacy Tutoring in off-site outreach classes in outlying areas of Whatcom County</i> \$ 8,000 00	3461 A0203461	8/11/2011	\$4,000 00	Foundation	10796
September 2011					
			<u>Total August 2011</u> (32 items)	\$888,500.00	
American Enterprise Institute <i>Additional contribution for 2011</i> \$ 5,000 00	3855 A0203855	9/15/2011	\$5,000.00	Other	10823
Assistance League of Bellingham <i>Purchase new school clothing for low-income school children "Operation School Bell"</i> \$ 10,000.00	3849 A0203849	9/15/2011	\$5,000.00	Foundation	10818
Bike Works Seattle <i>General Operating</i> \$ 5,000 00	3862 A0203862	9/30/2011	\$5,000.00	Foundation	10827
Cancer Lifeline <i>Programs and services for cancer patients non-medical support</i> \$ 10,000 00	3836 A0203836	9/2/2011	\$10,000 00	Foundation	10814

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Chess Mates Foundation <i>Programs in schools with low-income students</i> \$ 3,000.00	3863 A0203863	9/28/2011	\$3,000.00	Foundation	10831
Childhaven <i>Therapeutic Child Care Program for at-risk drug-affected infants and pre-schoolers</i> \$ 40,000 00	3843 A0203843	9/2/2011	\$20,000 00	Foundation	10815
Congregations for the Homeless <i>Shelter operating hours extension Open at 7 pm, instead of 9 pm Shelter houses up to 30 single men</i> \$ 10,800.00	3850 A0203850	9/30/2011	\$10,800.00	Foundation	10828
Country Doctor Community Health Centers <i>General Operating</i> \$ 25,000.00	3848 A0203848	9/2/2011	\$25,000.00	Foundation	10816
KCTS Television <i>"Producer's Circle"</i> \$ 2,500.00	3854 A0203854	9/1/2011	\$2,500.00	Other	10812
Little Bit Therapeutic Riding Center <i>General Operating</i> \$ 30,000 00	3840 A0203840	9/2/2011	\$15,000.00	Foundation	10813
Page Ahead <i>Books for low-income children - preschool through elementary school</i> \$ 10,000 00	3802 A0203802	9/30/2011	\$10,000 00	Foundation	10826
Prospect Enrichment Preschool <i>Improve education and family support services - general operating</i> \$ 7,500.00	3868 A0203868	9/28/2011	\$7,500.00	Foundation	10833

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
SKCAC Industries, Inc. <i>Purchase management and reporting hardware and software to improve case management for employing developmentally disabled persons \$ 10,000.00</i>	3869 A0203869	9/28/2011	\$10,000.00	Foundation	10832
Washington Policy Center <i>Table Sponsorship - deductible portion \$ 14,100.00</i>	3878 A0203878	9/28/2011	\$14,100.00	Other	10830
Youth In Focus <i>Core Photography Classes and Partner Projects. Asked not to approach Norcliffe for a few years \$ 20,000.00</i>	3830 A0203830	9/1/2011	\$20,000.00	Foundation	10809 Requested to refrain from submitting a grant request for a few years.
October 2011			<u>Total September 2011</u> (15 items)	\$162,900.00	
Big Brothers Big Sisters of Puget Sound <i>Match 40 children with an adult mentor 2010 Report recvd 5/31/2011. \$ 10,000.00</i>	3537 A0203537	10/17/2011	\$5,000.00	Foundation	10836
Bridgeways <i>Equipment as part of Phase 3 of a 5 phase Shop Capacity Building Project for educating adults living with mental illness \$ 15,000.00</i>	3892 A0203892	10/27/2011	\$15,000.00	Foundation	10849

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Children's Museum of Tacoma \$7M Capital Campaign (\$5M for new home) (\$1M - eliminate financial barriers on admission) (\$1M - Expand Play & Learn community outreach) \$ 250,000.00	3581 A0203581	10/31/2011	\$200,491.00	Foundation Board	4,600 shares of Paccar Stock @ \$43.585
Compass Housing Alliance Providing housing for homeless and case management to help them move to permanent housing \$ 12,000.00	3870 A0203870	10/17/2011	\$12,000.00	Foundation	10845
Domestic Abuse Women's Network General Operating Support. Report recvd 7/6/2011. \$ 20,000.00	3534 A0203534	10/17/2011	\$10,000.00	Foundation	10837
Everett Symphony Transform Everett Mall Movie Theater into a performing arts center \$ 10,000.00	3889 A0203889	10/27/2011	\$10,000.00	Foundation	10848
Jefferson Clemente Foundation Expand course for low-income adults (nationally acclaimed program) \$ 10,000.00	3874 A0203874	10/17/2011	\$10,000.00	Foundation	10844
Junior Achievement Support Junior Achievement Programs Report recvd 10/21/11 \$ 20,000.00	3529 A0203529	10/17/2011	\$10,000.00	Foundation	10838

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Pacific Harbors Council, Boy Scouts of America <i>At-risk and Underserved Multicultural Scouting</i> \$ 5,000.00	3896 A0203896	10/27/2011	\$5,000.00	Foundation	10850
San Juan Island Community Foundation <i>\$30M Campaign to create a new Medical Center in Friday Harbor, including a 24 hour emergency room. Report recvd 12/13/11</i> \$ 500,000.00	3202 A0203202	10/31/2011	\$479,435.00	Foundation Board	11,000 shs of Paccar Stock @ \$43.585
Seattle Community Colleges <i>Construction of addition to Gene J. Colin Building at Georgetown Campus to expand apprenticeship training facilities</i> \$ 200,491.00	2906 A0202906	10/31/2011	\$200,491.00	Foundation Board	4,600 shares of Paccar @ \$43.585
Skagit Preschool & Resource Center <i>Expand preschool program to integrate disabled and non-disabled children in special education programs</i> \$ 4,000.00	3527 A0203527	10/17/2011	\$2,000.00	Foundation	10839
Sojourner Place <i>Take Charge Program to help homeless women become self-sufficient</i> \$ 6,000.00	3528 A0203528	10/17/2011	\$3,000.00	Foundation	10840
St. Alphonsus Parish School <i>Seismic Upgrades and Roof Repairs</i> \$ 325,000.00	3656 A0203656	10/17/2011	\$74,000.00	Foundation Board	10835
Teens In Public Service <i>Paid community service internships for teens. Letter Reports recvd 09/07/11</i> \$ 20,000.00	3539 A0203539	10/17/2011	\$10,000.00	Foundation	10841

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Turning Pointe Domestic Violence Services General Operating \$ 15,000.00	3530 A0203530	10/17/2011	\$7,500.00	Foundation	10842
Teen Feed General operations reaching out to homeless youth in University District \$ 20,000 00	3810 A0203810	10/17/2011	\$20,000 00	Foundation	10843
Wellspring Family Services Full year operation of classroom for homeless children Report recvd 1/13/12 \$ 25,000 00	3851 A0203851	10/17/2011	\$25,000 00	Foundation	10845
Total October 2011 (18 items)			\$1,098,917 00		
November 2011					
American Bird Conservancy Translocations of Western Bluebirds to San Juan Islands. Report recvd 11/1/11 \$ 10,000 00	3575 A0203575	11/22/2011	\$5,000.00	Foundation	10873
Catholic Community Services of Western Washington Support \$ 10,000.00	3929 A0203929	11/18/2011	\$10,000 00	Other	10869
Catholic Community Services of Western Washington "Gift of Hope Challenge" One community wide request in lieu of individual requests from various catholic entities under their umbrella. Restrict proposal again until after June 2014. \$ 500,000 00	2991 A0202991	11/23/2011	\$171,166	Foundation Board	4,600 shares of Paccar @ \$37.21

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Catholic Community Services of Western Washington "Gift of Hope Challenge" One community wide request in lieu of individual requests from various catholic entities under their umbrella Restrict proposal again until after June 2014. \$ 500,000.00	2991 A0202991	11/29/2011	\$28,696 00	Foundation Board	10883
Children's Museum of Tacoma \$7M Capital Campaign: (\$5M for new home) (\$1M - eliminate financial barriers on admission) (\$1M - Expand Play & Learn community outreach) \$ 250,000.00	3581 A0203581	11/3/2011	\$49,509 00	Foundation Board	10858
Communities In Schools of Washington Collaboration of eleven CIS affiliates for site coordination at eleven school communities. Report 11/14/11 Asked to refrain from applying again until after 6/16/2014 \$ 100,000.00	3624 A0203624	11/17/2011	\$50,000.00	Foundation Board	10865
Community Youth Services Street Outreach/Drop-In Center Program \$ 20,000.00	3562 A0203562	11/22/2011	\$10,000.00	Foundation	10874
First Place School Academic, social and emotional needs of Kindergarten thru 6th grade children whose families struggle with poverty and instability \$ 40,000.00	3906 A0203906	11/17/2011	\$20,000.00	Foundation	10862
Hamlin Robinson School Financial Aid Only over 4 years. Report recvd 8/17/11 \$ 100,000 00	3580 A0203580	11/17/2011	\$75,000.00	Foundation Board	10866

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Highline School District #401 <i>Construction of Aviation High School on property adjacent to the Museum of Flight</i> \$ 1,000,000.00	3697 A0203697	11/23/2011	\$866,993	Foundation Board	23,300 shares of Paccar @ \$37.21
Highline School District #401 <i>Construction of Aviation High School on property adjacent to the Museum of Flight</i> \$ 1,000,000.00	3697 A0203697	11/29/2011	\$132,308.00	Foundation Board	10881
Imagine Housing <i>General operations developing affordable housing for low-income people and providing supportive services</i> \$ 20,000.00	3907 A0203907	11/22/2011	\$20,000.00	Foundation	10870
Jumping Mouse Children's Center <i>Capacity and Resource Expansion (i.e. salaries, health benefits, and computer equipment.) providing long-term mental health therapy for children</i> \$ 10,000.00	3885 A0203885	11/3/2011	\$10,000.00	Foundation	10857
King County Sexual Assault Resource Center <i>Cyber Safety Project targeting high risk youth. Report recvd 11/18/11.</i> \$ 20,000.00	3574 A0203574	11/22/2011	\$10,000.00	Foundation	10875
The Northwest School of the Arts, Humanities, and Environment <i>Endowment for Financial Aid Annual report recvd 10/8/10</i> \$ 100,000.00	2865 A0202865	11/17/2011	\$25,000.00	Foundation Board	10867

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Open Arms Perinatal Services General operating \$ 10,000.00	3578 A0203578	11/22/2011	\$5,000.00	Foundation	10877
Our Lady of Guadalupe Parish and School \$3.9M project to build a gymnasium and parish life center \$ 500,000.00	3769 A0203769	11/23/2011	\$420,473	Foundation Board	11,300 shares of Paccar @ \$37.21
Our Lady of Guadalupe Parish and School \$3.9M project to build a gymnasium and parish life center \$ 500,000.00	3769 A0203769	11/29/2011	\$79,188.00	Foundation Board	10885
Pediatric Interim Care Center Direct cost of withdrawing 3 infants from drugs \$ 10,000.00	3910 A0203910	11/22/2011	\$10,000.00	Foundation	10872
Post-Prison Education Program Education and tangible needs help for prisoners released back into the community \$ 20,000.00	3901 A0203901	11/22/2011	\$20,000.00	Foundation	10871
San Juan Island Community Foundation \$30M Campaign to create a new Medical Center in Friday Harbor, including a 24 hour emergency room. Report recvd 12/13/11. \$ 500,000.00	3202 A0203202	11/3/2011	\$20,565.00	Foundation Board	10856
Seattle Shakespeare Company Production of "Pygmalion" at the Intiman Theatre Request no submissions again until 2013 or 2014 \$ 20,000.00	3903 A0203903	11/17/2011	\$20,000.00	Foundation	10861

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Seattle Symphony New Frontiers - 3 Initiatives \$ 500,000.00	3812 A0203812	11/1/2011	\$464,915.00	Foundation Board	11,000 shares of Paccar @ \$42.265
Seattle Symphony New Frontiers - 3 Initiatives \$ 500,000.00	3812 A0203812	11/3/2011	\$35,085.00	Foundation Board	10859
St. Alphonsus Parish School Seismic Upgrades and Roof Repairs \$ 325,000.00	3656 A0203656	11/23/2011	\$208,376	Foundation Board	5,600 share of Paccar @ \$37.21
St. Alphonsus Parish School Seismic Upgrades and Roof Repairs \$ 325,000.00	3656 A0203656	11/29/2011	\$42,456.00	Foundation Board	10884
Summer Search Seattle Sustain current outreach and program growth Report recvd 12/5/11. \$ 20,000.00	3558 A0203558	11/22/2011	\$10,000.00	Foundation	10878
Suquamish Museum and Arts Center \$6.5 Million Campaign to build a new museum \$ 150,000.00	3746 A0203746	11/23/2011	\$126,514	Foundation Board	3,400 shares of Paccar @ \$37.21
Suquamish Museum and Arts Center \$6.5 Million Campaign to build a new museum \$ 150,000.00	3746 A0203746	11/29/2011	\$23,384.00	Foundation Board	10882
Trust for Public Land Promote Puget Sound's ecological health and create more shoreline parks for public access Operating Budget Report recvd 12/19/11 \$ 100,000.00	3106 A0203106	11/17/2011	\$33,332.00	Foundation Board	10868

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Virginia Mason Hospital Foundation \$100M Capital Campaign to construct new extension to hospital @ corner of Seneca and Boren where old Northcliffe Building exists. Refrain from request again until after May 2014. \$ 2,500,000 00	2590 A0202590	11/23/2011	\$431,636	Foundation Board	11,600 shares of Paccar @ \$37.21
Virginia Mason Hospital Foundation \$100M Capital Campaign to construct new extension to hospital @ corner of Seneca and Boren where old Northcliffe Building exists Refrain from request again until after May 2014 \$ 2,500,000 00	2590 A0202590	11/29/2011	\$79,450.70	Foundation Board	10886
Total November 2011			<u>\$2,690,073</u>		
			(32 items)		
Grand Total			<u>\$15,221,263.64</u>		
			(268 items)		

THE NORCLIFFE FOUNDATION OUTSTANDING MAJOR PLEDGES 11/30/11REMAINING

ALLEN RENAISSANCE (\$200,000/2 yrs)	\$ 100,000/1 yr	Pay 12/31/11(Extended to 12/31/12)
BELLINGHAM TECHNICAL COLLEGE \$200,000/1 yr)	200,000/1 yr	Permit and start of const. by 12/31/11(Extended to 12/31/12)
CAPITOL HILL HOUSING FNDN (\$500,000/2 yrs)	500,000/2 yrs	Permit & start of const. by 12/31/2012
CASA LATINA (\$250,000/1 yr)	250,000/1 yr	Permit & start of const Phase II by 3/31/10(Extended to 6/30/12)
EVERGREEN HEALTH CARE (\$500,000/1 yr)	500,000/1 yr	Permit & start of const. by 12/31/12
HOLY ROSARY SCHOOL (\$150,000/1 yr)	150,000/1 yr	Permit & start of const. by 6/30/12
HOPE IN CHRIST MINISTRIES (\$100,000/1 yr)	100,000/1 yr	Permit & const. by 12/31/11 (Extended to 3/31/12)
NW INDIAN COLLEGE (\$200,00/2 yrs)	100,000/1 yr	1/20/12 (Pd in Dec 2011)
PHINNEY NEIGHBORHOOD ASSOC. (\$500,000/1 yr)	500,000/1 yr	Permit & start of const. by 12/31/11(Extended to 6/30/12)
SEATTLE PACIFIC UNIVERSITY (\$2,000,000/2 yrs)	2,000,000/2 yrs	Permit & start of const. by 12/31/2012
TACOMA ART MUSEUM (\$250,000/1 yr)	250,000/1yr	Permit & start of const. by 6/30/14
WHATCOM COMMUNITY FOUNDATION (\$250,000/1 yr)	250,000/1 yr	Permit & const. by 12/31/11 (Extended to 8/31/13)

\$ 4,900,000/3 yrs

Page 2

ADDITIONAL MULTI-YEAR PLEDGES:Nov 30, 2011

ASSISTANCE LEAGUE OF BELLINGHAM (\$10,000/2 yrs)	\$ 5,000/1 yr	5/15/12
CHIEF SEATTLE CLUB (\$20,000/2 yrs)	\$ 10,000/1 yr	08/25/12
CHILDHAVEN (\$40,000/2 yrs)	\$ 20,000/1 yr	09/02/12
EMERGENCY FEEDING PROGRAM (\$50,000/2 yrs)	\$ 25,000/1 yr	03/03/12
EXPLORATIONS IN MATH (\$10,000/2 yrs)	\$ 5,000/1 yr	01/20/12
FIRST PLACE SCHOOL (\$40,000/2 yrs)	\$ 20,000/1 yr	11/17/12
INDEPENDENT COLLEGES OF WA. (\$30,000/2 yrs)	\$ 15,000/1 yr	07/29/12
LITTLE BIT THERAPEUTIC RIDING CTR (\$30,000/2 yrs)	\$ 15,000/1 yr	09/02/12
LOPEZ COMMUNITY LAND TRUST (\$25,000/1 yr)	\$ 25,000/1 yr	Upon permit by 12/31/12
MERCY HOUSING (\$40,000/2 yrs)	\$ 20,000/1 yr	08/25/12
NW MARITIME CENTER (\$40,000/2 yrs)	\$ 20,000/1 yr	08/11/12
POWERFUL SCHOOLS (\$25,000/2 yrs)	\$ 12,500/1 yr	02/10/12

THE NORCLIFFE FOUNDATION
EIN: 91-6029352

ATTACHMENT TO 2010 FORM 990-PF
PART XV, LINE 3B

Page 3

PUGET SOUND EDUCATIONAL DIST (\$20,000/2 yrs)	\$ 20,000/2 yrs	When \$75,000 is raised by 6/30/12 & \$75,000 by 12/31/12
RISING OUT OF THE SHADOWS (\$30,000/ 2 yrs)	\$ 15,000/1 yr	05/19/12
SEA MAR COMMUNITY HEALTH (25,000/2 yrs)	\$ 9,000/1 yr	When ready to purchase 2 nd van
SEATTLE UNIVERSITY (\$36,000/2 yrs) AWM	\$ 18,000/1 yr	06/16/12
WASHINGTON BUS (\$50,000/2 yrs) APW	\$ 25,000/1 yr	12/31/11
WA. ST. CRT APPOINTED SPECIAL ADVOCATES (\$30,000/2 yrs)	\$ 15,000/1 yr	08/11/12

Total	\$294,500
-------	-----------

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization THE NORCLIFFE FOUNDATION	Employer identification number 91-6029352
	Number, street, and room or suite no. If a P.O. box, see instructions 999 THIRD AVENUE, SUITE 1006	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SEATTLE, WA 98104	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

MS. ARLINE HEFFERLINE

- The books are in the care of ► **999 THIRD AVENUE, SUITE 1006 - SEATTLE, WA 98104**

Telephone No ► **206-682-4820**

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JULY 16, 2012**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► ☐ calendar year _____ or

► ☒ tax year beginning **DEC 1, 2010**, and ending **NOV 30, 2011**

- 2** If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	122,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	173,313.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)