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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

BLAKEMORE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

C/O EUGENE LEE, 1201 THIRD AVE, 49TH FL

Room/suite

City or town, state, and ZIP code

SEATTLE, WA 98101-3095

G Check all that apply.

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization:

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year

J Accounting method. Cash Accrual

(from Part II, col. (c), line 16)

 Other (specify) _____

► \$ 8,115,648. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	500,000.		N/A	
2	Check ► <input type="checkbox"/> If the foundation is not required to attach Sch B				
	Interest on savings and temporary cash investments	41,339.	41,339.		STATEMENT 1
4	Dividends and interest from securities	210,824.	210,824.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	160,244.			
b	Gross sales price for all assets on line 6a	3,369,740.			
7	Capital gain net income (from Part IV, line 2)		160,244.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	6,899.	6,899.		STATEMENT 3
12	Total. Add lines 1 through 11	919,306.	419,306.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 4	2,400.	24.	0.
c	Other professional fees				
17	Interest				
18	Taxes	STMT 5	12,441.	0.	9,778.
19	Depreciation and depletion				
20	Occupancy		13,685.	1,369.	12,316.
21	Travel, conferences, and meetings		1,699.	170.	0.
22	Printing and publications				
23	Other expenses	STMT 6	178,215.	85,661.	91,606.
24	Total operating and administrative expenses. Add lines 13 through 23		208,440.	87,224.	113,700.
25	Contributions, gifts, grants paid		888,710.		888,710.
26	Total expenses and disbursements. Add lines 24 and 25		1,097,150.	87,224.	1,002,410.
27	Subtract line 26 from line 12:		-177,844.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		332,082.		
c	Adjusted net income (if negative, enter -0-)			N/A	

123501
12-02-11 LHA For Paperwork Reduction Act Notice, see Instructions.

Form 990-PF (2011)

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		30,001.	108,499.	108,499.
	2 Savings and temporary cash investments				
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	8 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 7	5,164,735.	6,519,378.	6,723,672.
	c Investments - corporate bonds	STMT 8	2,810,712.	1,247,641.	1,283,477.
	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)		8,005,448.	7,875,518.	8,115,648.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		8,005,448.	7,875,518.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30 Total net assets or fund balances		8,005,448.	7,875,518.	
	31 Total liabilities and net assets/fund balances		8,005,448.	7,875,518.	

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 8,005,448.
2 Enter amount from Part I, line 27a	2 -177,844.
3 Other increases not included in line 2 (itemize) ► TIMING DIFFERENCES	3 47,914.
4 Add lines 1, 2, and 3	4 7,875,518.
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 7,875,518.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENT				
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	3,369,740.	3,209,496.	160,244.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(I) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any			
a					
b					
c					
d					
e					160,244.
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	160,244.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	743,669.	8,464,388.	.087859
2009	782,256.	7,027,797.	.111309
2008	1,176,951.	8,629,614.	.136385
2007	1,447,309.	11,729,579.	.123390
2006	1,329,321.	11,521,856.	.115374

- 2 Total of line 1, column (d) 2 .574317
- 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 .114863
- 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 8,308,051.
- 5 Multiply line 4 by line 3 5 954,288.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 3,321.
- 7 Add lines 5 and 6 7 957,609.
- 8 Enter qualifying distributions from Part XII, line 4 8 1,002,410.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	
1	Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)	3,321.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	0.
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-)	
3	Add lines 1 and 2	3,321.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	
6	Credits/Payments.	3,321.
6a	2011 estimated tax payments and 2010 overpayment credited to 2011	5,720.
6b	Exempt foreign organizations - tax withheld at source	
6c	Tax paid with application for extension of time to file (Form 8868)	4,200.
6d	Backup withholding erroneously withheld	
7	Total credits and payments. Add lines 6a through 6d	9,920.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	6,599.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/>	3,360. Refunded ► 3,239.

Part VII-A Statements Regarding Activities

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b		
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

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?

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.

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1c Did the foundation file Form 1120-POL for this year?

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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
 WA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV.

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11	11	X
12	12	X
13	13	X
14	The books are in care of ► EUGENE LEE Located at ► 1201 THIRD AVE., 49TH FLOOR, SEATTLE, WA	
	Telephone no. ► (206) 359-8778	
	ZIP+4 ► 98101-3095	
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 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	
	16	Yes X No

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.		
1a	During the year did the foundation (either directly or indirectly):	
(1)	Yes	X No
(2)	Yes	X No
(3)	Yes	X No
(4)	Yes	X No
(5)	Yes	X No
(6)	Yes	X 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 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 2011?	
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ► Yes X 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 X No	
b	If "Yes," did it have excess business holdings in 2011 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 2011.) ► 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 2011? ► 4b X	

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

6a 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)?

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(c).

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

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 Nob 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 ATTACHED SCHEDULE				
	0.00	0.	0.	0.

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

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

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

► 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1 SEE ATTACHED SCHEDULE	Expenses
2	0.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	Amount
1 N/A	
2	
3	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	8,368,566.
b Average of monthly cash balances	1b	66,004.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	8,434,570.
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	8,434,570.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	126,519.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,308,051.
6 Minimum investment return Enter 5% of line 5	6	415,403.

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	415,403.
2a Tax on investment income for 2011 from Part VI, line 5	2a	3,321.
b Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	3,321.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	412,082.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	412,082.
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	412,082.

Part XII | Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,002,410.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,002,410.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, lines 27b	5	3,321.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	999,089.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				412,082.
2 Undistributed income, if any, as of the end of 2010:			0.	
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	784,614.			
b From 2007	871,084.			
c From 2008	758,898.			
d From 2009	432,512.			
e From 2010	326,163.			
f Total of lines 3a through e	3,173,271.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 1,002,410.			0.	
a Applied to 2010, 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 2011 distributable amount				412,082.
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c and 4e Subtract line 5	3,763,599.			
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 2010 Subtract line 4a from line 2a: Taxable amount - see instr			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	784,614.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 3 from line 6a	2,978,985.			
10 Analysis of line 9				
a Excess from 2007	871,084.			
b Excess from 2008	758,898.			
c Excess from 2009	432,512.			
d Excess from 2010	326,163.			
e Excess from 2011	590,328.			

Part XV. Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
SEE ATTACHED SCHEDULE				913,710.
RETURN OF UNUSED ART GRANT MADE IN A PRIOR YEAR TO UNIVESITY OF WASHINGTON UW PRESS				-25,000.
WHATCOM MUSEUM 121 PROSPECT STREET BELLINGHAM, WA 98225		PUBLIC 501(C)(3)	DONATION OF BOOK & JAPANESE ARTWORK TO MUSEUM	Not Determined 0.
<i>b Approved for future payment</i>				
SEE ATTACHED SCHEDULE				311,472.
<i>Total</i>			► 3a	888,710.
<i>Total</i>			► 3b	311,472.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Relationship of Activities to the Accomplishment of Exempt Purposes

Part XVII: Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Yes	No
-----	----

1a(1)	X
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1a(2)	X
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1b(1)	X
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1b(2)	X
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1b(3)	X
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1b(4)	X
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1b(5)	X
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1b(6)	X
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1c	X
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<table

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

Schedule of Contributors

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

OMB No. 1545-0047

2011

Name of the organization

Employer identification number

BLAKEMORE FOUNDATION

91-1505735

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ 501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust not treated as a private foundation
 527 political organization

Form 990-PF 501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(e)(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 VII, 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, total 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 total 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 Part I, 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) (2011)

Name of organization

Employer identification number

BLAKEMORE FOUNDATION

91-1505735

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>FREEMAN FOUNDATION</u> <u>C/O ROCKEFELLER TRUST COMPANY</u> <u>ROCKEFELLER PLAZA, NEW YORK, NY 10112</u>	\$ <u>500,000.</u>	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

BLAKEMORE FOUNDATION

91-1505735

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization

Employer identification number

BLAKEMORE FOUNDATION

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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.) ► \$*
 Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

BLAKEMORE FOUNDATION

CONTINUATION FOR 990-PF, PART IV
91-1505735 PAGE 1 OF 1

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	CHARLES SCHWAB #3314 - SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
b	CHARLES SCHWAB #3314 - SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
c	MORGAN STANLEY SMITH BARNEY #7007 - SEE ATTACHED	P	09/22/09	12/09/11
d	UBS #8511 - SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
e	UBS #8511 - SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 192,161.		203,422.	-11,261.
b 815,308.		661,864.	153,444.
c 400,000.		400,000.	0.
d 289,973.		268,780.	21,193.
e 1,662,100.		1,675,430.	-13,330.
f 10,198.			10,198.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/59	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-11,261.
b			153,444.
c			0.
d			21,193.
e			-13,330.
f			10,198.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { if gain, also enter in Part I, line 7
if loss, enter "-0-" in Part I, line 7 }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 }

2	160,244.
3	N/A

BLAKEMORE FOUNDATION

91-1505735

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

SOURCE	AMOUNT
KEY BANK - INTEREST	67.
LESS: AMORTIZATION OF BOND PREMIUMS	-67,870.
MORGAN STANLEY - INTEREST	25,526.
UBS - INTEREST	83,616.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	41,339.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	221,022.	10,198.	210,824.
TOTAL TO FORM 990-PF, PART I, LN 4	221,022.	10,198.	210,824.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MCGREEVEY V MONTANA POWER			
SECURITIES LITIGATION SETTLEMENT	6,098.	6,098.	
BRISTOL MYERS SQUIBB SECURITIES			
LITIGATION SETTLEMENT	46.	46.	
UNIVERSITY OF WASHINGTON PRESS	106.	106.	
REFUND OF 12B-1 FEES	649.	649.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,899.	6,899.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,400.	24.		0.
TO FORM 990-PF, PG 1, LN 16B	2,400.	24.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEE	25.	0.		25.
FOREIGN TAX PAID	2,663.	0.		0.
FEDERAL EXCISE TAX	9,753.	0.		9,753.
TO FORM 990-PF, PG 1, LN 18	12,441.	0.		3,778.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT EXPENSES	75,482.	75,482.		0.
MEALS & ENTERTAINMENT	948.	0.		0.
OFFICE EXPENSES	1,715.	172.		1,543.
BOARD OF MANAGERS EXPENSES	923.	92.		831.
CONTRACT STAFF	95,947.	9,595.		86,352.
INSURANCE	3,200.	320.		2,880.
TO FORM 990-PF, PG 1, LN 23	178,215.	85,661.		91,606.

BLAKEMORE FOUNDATION

91-1505735

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	6,519,378.	6,723,672.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,519,378.	6,723,672.

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,247,641.	1,283,477.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,247,641.	1,283,477.

BLAKEMORE FOUNDATION EIN 91-1505735 SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2011

		End of Year as of 12/31/2011	
	No. of Shares	Book Value	Fair Market Value
<u>Corporate Stock/Mutual Funds</u>			
AFLAC	1,993	\$80,462	\$86,217
Abbott Laboratories	1,455	\$59,222	\$81,815
Accenture PLC	1,367	\$52,781	\$72,765
Amgen	1,372	\$74,786	\$88,096
Bank of New York Mellon CP	1,581	\$48,923	\$31,478
Berkshire Hathaway Class B	1,038	\$57,711	\$79,199
Block H & R	2,728	\$43,329	\$44,548
Bristol-Myers Squibb	2,406	\$50,909	\$84,787
Cabela's	3,740	\$104,016	\$95,071
Comcast CP New Class A	2,760	\$65,504	\$65,026
Disney Walt Co.	2,427	\$38,903	\$91,013
Ebay Inc.	4,265	\$135,408	\$129,357
Franklin Resources Inc.	755	\$50,173	\$72,525
Gannett Co.	4,158	\$55,766	\$55,592
Goldman Sachs	407	\$55,347	\$36,805
Home Depot Inc.	2,212	\$56,165	\$92,992
Johnson & Johnson	725	\$47,078	\$47,546
McDonalds	652	\$37,595	\$65,415
Medtronic Inc.	1,491	\$54,450	\$57,031
Merck & Co. Inc.	2,073	\$66,122	\$78,152
Mylan	3,496	\$78,762	\$75,024
Nordstrom	1,916	\$71,094	\$95,244
Pfizer Incorporated	3,860	\$62,966	\$83,530
Sterbucks	3,531	\$62,487	\$162,461
Wal-Mart Stores Inc.	710	\$33,781	\$42,430
Walgreen Company	2,371	\$77,628	\$78,385
Wells Fargo	3,464	\$87,743	\$95,468
Krispy Kreme Warrants	256	\$3	\$5
Schwab Adv Cash Reserve Prem (7094)	53,371	\$53,371	\$53,371
Russell Inv Grade Bond Fd Cl I	22,052	\$463,162	\$487,574
Russell Strategic Bond CL I	45,498	\$463,735	\$489,559
Russell Emerging Mkts Fd Cl S	2,579	\$29,045	\$41,569
Russell Global Equity Fund CL S	5,476	\$50,819	\$43,812
Russell International Developed Mkts CL I	5,586	\$171,112	\$149,874
Russell U.S.Core Equity	384	\$9,000	\$10,303
Russell U S. Quant Equity	361	\$9,000	\$10,697
Russell U S. Small & Mid Cap	115	\$2,000	\$2,512
Schwab Adv Cash Reserve Prem (3459)	23,013	\$23,013	\$23,013
International Polyol Chemicals (unlisted)	25,447	\$190,853	\$190,853
Technology International Exchange (unlisted)	393,013	\$76,424	\$39,301
Morgan Stanley - money market	447,439	\$447,439	\$447,439
Vanguard International Equity Index Fund	11,027	\$500,141	\$437,221
Vanguard Dividend Appreciation	4,000	\$198,959	\$218,600
Vanguard Emerging Markets Index Fund	4,570	\$187,906	\$174,620
iShares Barclays TIPS	962	\$99,940	\$112,256
DWS Floating Rate	9,631.847	\$86,589	\$87,361

BLAKEMORE FOUNDATION EIN 91-1505735 SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2011

	End of Year as of 12/31/2011		
	No. of Shares	Book Value	Fair Market Value
<u>Corporate Stock/Mutual Funds</u>			
Fidelity Floating Rate High Income Fund	9,135	\$85,614	\$88,157
Templeton Global Bond Fund	32,716.891	\$444,776	\$404,708
Ivy Global Natural Resources Fund	10,255	\$181,395	\$178,026
PIMCO Commodity Real Return Fund	30,112	\$243,305	\$186,632
Blackrock Global Allocation Fund	17,294	\$333,344	\$314,059
Ivy Asset Strategy	9,331	\$227,606	\$209,477
Putnam Absolute Return 500	21,299	\$231,715	\$224,703
Total		\$6,519,378	\$6,723,672

BLAKEMORE FOUNDATION EIN 91-1505735 SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2011

	End of Year as of 12/31/2011		
	Face Value at Maturity	Book Value	Fair Market Value
<u>Corporate Bonds</u>			
JP Morgan Chase 6/15/12 CUSIP 481247AK0	200,000	\$200,599	\$201,894
KeyBank NA 6/15/12 CUSIP 49328CAA3	200,000	\$201,432	\$202,764
Alcoa Inc B/E 7/15/13 CUSIP 013817AR2	50,000	\$51,045	\$53,195
Goldman Sachs Group 10/15/13 CUSIP 38141GDQ4	52,000	\$53,504	\$53,057
BP Capital Plc 11/07/13 ISIN US05565QBF46	50,000	\$52,174	\$53,560
Altria Group Inc 11/10/13 CUSIP 02209SAC7	52,000	\$56,070	\$58,705
Tyco Intl Group SA 11/15/13 CUSIP 902118BK3	50,000	\$51,927	\$54,235
Autozone Inc. B/E 1/15/14 CUSIP 053332AHS	50,000	\$52,241	\$54,927
Comcast Corp New NTS 1/15/14 CUSIP 20030NAE1	50,000	\$51,754	\$53,878
Duke Energy Corp NTS 2/1/14 CUSIP 264399EQ5	50,000	\$52,559	\$55,164
Time Warner Cable Inc 2/14/14 CUSIP 88732JAQ1	50,000	\$54,192	\$53,358
Paccar Inc. Nts 2/15/14 CUSIP 09373UAA5	50,000	\$53,818	\$56,015
Anadarko Petroleum Corp 3/15/14 CUSIP 032511BD8	48,000	\$51,715	\$53,321
Waste Mgmt Inc Nts 3/15/14 CUSIP 94106LAR0	50,000	\$51,192	\$53,585
Prudential Financial Inc. Nts 4/1/14 CUSIP 74432QAD7	50,000	\$50,417	\$52,715
Ingersoll-Ran Glov Hldg 4/15/14 ISIN US15687AAE29	50,000	\$54,930	\$58,119
Rio Tinto Fin USA Ltd 5/1/14 ISIN US767201AF38	50,000	\$55,099	\$58,445
Dow Chemical Co Nts 5/15/14 CUSIP 260543BW2	50,000	\$52,971	\$56,541
Total		\$1,247,641	\$1,283,477

As last amended June 7, 2011.

BLAKEMORE FOUNDATION CHARTER

ARTICLE 1. NAME OF FOUNDATION

The name of the Foundation is and shall be the BLAKEMORE FOUNDATION (the "Foundation").

ARTICLE 2. FOUNDATION PROPERTY

Property transferred to and accepted by ~~Griffith Way, as Trustee ("Trustee"), the Trustee~~ together with all proceeds, investments, reinvestments and income therefrom, shall constitute "Foundation Property."

ARTICLE 3. PURPOSES; BENEFICIARIES; DISTRIBUTIONS

3.1 Purposes. The Foundation is organized as a charitable trust and shall be operated exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Foundation Property shall be used exclusively for those purposes. The Foundation shall do nothing prohibited by the Code, its regulations, or other applicable legislation governing tax-exempt charitable organizations and organizations which receive tax-deductible donations.

Within these limitations, the specific purposes of the Foundation in order of priority shall be:

- (a) To develop grant programs for the study of Asian languages at an advanced level by American citizens or permanent residents, and
- (b) To make grants and develop grant programs that will help to improve the understanding of Asian fine arts in the United States.

The terms "grant" or "grants" as used herein shall have the meaning given to them in § 4945 of the Code or the regulations thereto.

Cited sections of the Code refer to existing sections and are intended to apply to corresponding provisions of any future law.

3.2 Beneficiaries. The term "Beneficiary" or "Beneficiaries" as used in this instrument shall mean the following, and shall be limited to the following:

3.2.1 An individual to whom the Foundation makes a scholarship or fellowship grant which is subject to the provisions of § 117(a) of the Code and is to be used for study at any educational organization described in § 170(b)(1)(A)(ii) of the Code, if the requirements relating to individual grants of § 4945(g) of the Code are satisfied;

3.2.2 An individual selected from the general public to whom the Foundation gives a prize or award which is subject to the provisions of § 74(b) of the Code (without regard to paragraph (3) thereof), if the requirements relating to individual grants of § 4945(g) of the Code are satisfied;

3.2.3 An individual to whom the Foundation makes a grant for the purpose of achieving a specific objective, producing a report or other similar product, or improving or enhancing a literary, artistic, musical, scientific, teaching, or other similar capacity, skill, or talent of the grantee, if the requirements relating to individual grants of § 4945(g) of the Code are satisfied; or

3.2.4 An organization described in Code § 509(a)(1), (2), or (3) ("public charities") which is not obligated to exercise expenditure responsibility pursuant to Code § 4945(h).

3.3 Distributions to Beneficiaries.

3.3.1 As Directed by Board. The Foundation Property shall be distributed by Trustee to Beneficiaries upon written instructions from the Board of Managers (the "Board"). Trustee shall not make any distribution requested by the Board if Trustee, with reasonable cause, believes that the recipient is not, or may not be, a Beneficiary.

3.3.2 As Directed by Trustee. If the Board fails to direct the distribution of Foundation Property in accordance with Article 4.4, Trustee shall have the right to distribute amounts sufficient to avoid any taxes on undistributed income as imposed by § 4942 of the Code. This distribution of Foundation Property shall be to the Beneficiary or Beneficiaries selected by Trustee.

3.4 Disqualified Persons. Grants shall not be made to disqualified persons within the meaning of Code Section 4946(a).

ARTICLE 4. BOARD OF MANAGERS

4.1 Membership of Board. The Board shall consist of a minimum of six and a maximum of eight ~~ten~~ persons selected by the Board. Members of the Board, ~~other than the Trustee~~, shall serve terms of three years, or initially for such shorter terms as necessary to stagger the terms of Board members over a three-year period, as determined by the Board. The Chairperson of the Board shall be selected by the Board. If at any time a vacancy occurs on the Board, the other Board members shall select the person who is to fill the vacancy. Persons serving on the Board, ~~other than the Trustee, who have completed their terms may not be re-elected to the Board for a period of at least one year~~ who have completed their terms may be re-elected to the Board. The Trustee shall serve on the board ex officio and will have the right to vote. A retiring Trustee shall serve as a member of the Board for a term of three years.

4.2 Executive Committee. The Board may designate three of its members, one of whom shall be the Trustee, to act as an Executive Committee of the Board. The Executive Committee may act by unanimous vote of its members on any matter which is within the powers of the Board as set forth in Article 4.4 and arises in the regular course of the Foundation's activities between Board meetings. The Executive Committee may meet in person or by telephone, or may communicate and vote by email.

4.3 Meetings of Board. Meetings of the Board must be held at least once in the first six months and once in the last six months of every calendar year. The meetings may be held when notice has been given to all members of the Board and a majority of the members are in attendance. To make any action taken at a meeting effective a majority of those present must assent. Any member may vote by letter as well as personally, but the letter must clearly state the action upon which the vote is cast and the vote. A member wishing to dissent from a decision may do so in writing within thirty days of the decision. The written dissent must be mailed or delivered to the chairperson, who shall place it in the Foundation files.

4.4 Powers of Board. The Board shall have the power and authority to determine the distribution of the Foundation Property, including the determination of all Beneficiaries. The Board shall distribute Foundation Property to accomplish the purposes set forth in Article 3.1 and to avoid subjecting the Foundation to the tax on undistributed income imposed by § 4942 of the Code. The Board shall have the power to amend this instrument at any time if necessary or desirable for the more convenient or efficient administration of the Foundation or to enable Trustee to carry out its purposes more effectively. No such amendment shall change the Foundation in any way which might

- (a) alter or enlarge the purposes of the Foundation as set forth in Article 3.1 in a manner not consistent with the requirements applicable to a tax exempt charitable organization under § 501(c)(3) of the Code,
- (b) affect the status of the Foundation as an organization exempt from federal income taxation,
- (c) subject to any excise taxes under §§ 4941 through 4945 of the Code,
- (d) render transfers to the Foundation nondeductible for federal income, estate or gift tax purposes, or
- (e) make any of the income of the Foundation includable in the taxable income of Trustee or the Foundation.

4.5 Good Faith Action by Board. Any and every action taken in good faith by the Board in the exercise of any power, authority, judgment or discretion conferred upon it shall be conclusive and binding upon all persons interested in the Foundation or the Foundation Property.

4.6 Compensation and Expenses. The amount of compensation paid to any member shall not exceed that which is reasonable and necessary to carry out the exempt purposes of the Foundation. Trustee shall set compensation for members for the first three years of the Foundation. Thereafter, the Board shall fix the compensation of the members of the Board. The Board shall fix the compensation of all persons engaged or employed by the Foundation.

4.7 Accounting and Reports. The Board shall make a report annually of its administration of the Foundation. The Board may, but need not, publish the same in an appropriate newspaper in the State of Washington and distribute copies to interested persons, to community service organizations, and to religious, educational, artistic, medical, welfare, and other similar charitable organizations. The Board shall comply with the provisions of § 6104 of the Code to the extent required.

ARTICLE 5. DUTIES OF TRUSTEE AND LIMITATIONS ON POWERS

5.1 Records and Reports. Trustee shall keep accurate and detailed accounts of all investments, receipts, disbursements and distributions, and other transactions of the Foundation. At all reasonable times, the accounts, books and records relating to the Foundation Property shall be open to inspection and audit by the Board or any person designated by it. Trustee shall also furnish to the Board such information as it may

reasonably request in regard to the operation and investment of the Foundation Property. Trustee shall, in any event, furnish to the Board, within sixty days after the end of each income tax year, a statement showing total property of the Foundation, income, expenses and distributions for the preceding tax year, and all related transactions. Trustee shall not be required to comply with the requirements or provisions of the uniform trustees' accounting act or any amendment or amendments, or with any similar act of Washington or any other jurisdiction.

5.2 Investments. In acquiring, investing, reinvesting, exchanging, selling and managing Foundation Property, Trustee shall exercise the judgment and care under the circumstances then prevailing which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not in regard to speculation but in regard to the permanent disposition of their funds, considering the probable income as well as the probable safety of their capital. Within the limitations of this standard, Trustee may acquire and retain every kind of property, real or personal, and every kind of investment.

5.3 Powers. In administering the Foundation Property, Trustee shall, subject only to the limitations on powers contained in this instrument, have and exercise all of the power, authority and discretion which the absolute owner of the Foundation Property could exercise. Trustee shall also have all of the power, authority and discretion given a trustee under the laws of the State of Washington, including without limitation the Washington Trust Act, Ch. 11.98 RCW. The provisions of all such laws are incorporated in this instrument.

5.4 Limitation on Powers. In creating the Foundation, it is intended that any transferor shall obtain the full benefit of any income tax charitable contribution deduction to which the transferor may be entitled under the Code, and any estate tax charitable contribution deduction to which the transferor's estate may be entitled under the Code. It is further intended that a transfer to the Foundation qualify for the charitable contribution deduction available under Code §§ 170, 2055, and 2522 and the regulations thereunder. Accordingly, the Foundation shall be interpreted, valued, managed and invested consistent with this intent.

5.5 Agents and Attorneys. Trustee may employ such agents and attorneys as Trustee may find necessary or advisable for the proper administration of the Foundation or in connection with any uncertainty, controversy or litigation which may arise. Trustee shall pay reasonable compensation to such agents and attorneys for their services.

5.6 Compensation; Expenses. The amount of compensation paid to Trustee shall not exceed that which is reasonable and necessary to carry out the exempt purposes

of the Foundation. The Board shall fix the compensation of the Trustee. Trustee shall be entitled to reimbursement out of Foundation Property for payments and distributions Trustee makes and for all special costs and reasonable administrative expenses. All costs and expenses shall be charged to the income of the Foundation to the extent allowed by § 4942 of the Code.

5.7 Resignation of Trustee; Appointment of Successor Trustee. Trustee shall have the right to resign as Trustee without court proceedings by giving written notice to that effect to the Board. Trustee shall have the right, without court proceedings, to appoint a successor Trustee, subject to the approval of the Board. No successor Trustee shall be liable for the acts or omissions of any prior Trustee. If a Trustee shall resign, die or otherwise, as determined by the Board, be unable to discharge the responsibilities of the Trustee without having named a successor Trustee, the successor Trustee shall be designated by the Board.

ARTICLE 6. MISCELLANEOUS

6.1 Reliance on Agents and Attorneys. Trustee and the Board shall be fully protected in relying upon the advice of legal counsel on questions of law. Trustee and the Board shall not be liable for loss or damage caused by any agent or attorney selected, if reasonable care was exercised in selecting and retaining such agent or attorney.

6.2 Contributions from Others. If any person or persons at any time desire to make gifts, bequests or devises to the Foundation, power and authority is conferred upon the Trustee to receive such gifts, bequests or devises. The Board shall apply the principal and income of such gifts to the purposes of the Foundation. Such gifts, bequests or devises shall not, however, be made upon any terms or conditions that would conflict with the uses or purposes of the Foundation or the provisions of this instrument. Restrictions in such gifts, bequests or devises may be agreed to by the Trustee in conjunction with the Board.

6.3 Creation of Corporation. The Board is authorized and empowered, if it so desires, to form and organize a corporation for the uses and purposes of the Foundation. Such corporation, if organized, shall be named the BLAKEMORE FOUNDATION. Upon the creation and organization of such corporation, the Board, as well as Trustee, is authorized and empowered to convey, transfer and deliver to such corporation all the property and assets to which the Foundation may be or become entitled. The powers and duties of, and the restrictions and prohibitions applicable to, the Board and Trustee under this instrument shall apply to such corporation and its board of directors.

6.4 Law Governing; Savings Clause. The provisions of this instrument shall be governed by the law of the State of Washington. Any provision which is prohibited by law or is unenforceable shall be inoperative. All of the remaining provisions shall, nevertheless, be carried into effect.

6.5 Bond Waiver. No bond, surety or other security shall be required of Trustee or any Board member in any jurisdiction for any purpose.

6.6 Extent of Liability. Trustee and the Board members shall have the duty to act in good faith and with reasonable care, and in the absence of affirmative evidence to the contrary, shall be deemed to have so acted.

ARTICLE 7. DURATION OF FOUNDATION

7.1 Duration. The term of the Foundation shall be perpetual.

7.2 Termination by Board. If the Board determines that the purposes of the Foundation can no longer be met, or would be better satisfied by other means, the Foundation can be terminated by a unanimous vote. Upon the winding up and dissolution of the Foundation, after payment or adequate provision for the debts and obligations of the Foundation, the Board shall distribute the Foundation Property to such nonprofit funds, foundations or corporations which then are duly qualified tax exempt charitable organizations under § 501(c)(3) of the Code as the Board in its discretion shall select. Determination of Beneficiaries, as well as other steps in the termination, shall comply with § 507 of the Code or the corresponding provisions of any future law so as to avoid any termination taxes.

7.3 Rule Against Perpetuities. If it is determined by a court of law that the Foundation is subject to the rule against perpetuities, the Foundation shall terminate, and the distribution described in Article 7.2 occur, one day earlier than the expiration of the maximum period permitted under applicable law. The lives in being are the children of the partners and associates of the law firm of Perkins Coie, living on the date of the execution of this instrument.

ARTICLE 8. PROHIBITED ACTS AND TRANSACTIONS

Notwithstanding any provision of this instrument, Trustee, Trustee's employees, the Board, the Foundation and Foundation employees are prohibited from

- (a) engaging in any act of self-dealing as defined in § 4941(d) of the Code,

(b) retaining any excess business holdings as defined in Code § 4943(c), which would subject the Foundation to tax under Code § 4943,

(c) making any investments which would subject the Foundation to tax under Code § 4944,

(d) making any taxable expenditures as defined in Code § 4945(d),

(e) allowing any part of the Foundation's net earnings to inure or be payable to or for the benefit of any private individual so as to jeopardize the Foundation's exempt status under § 501(c)(3) of the Code,

(f) carrying on propaganda or otherwise attempting to influence legislation which would jeopardize the Foundation's exempt status under § 501(c)(3) of the Code, and

(g) participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for political office which would jeopardize the Foundation's exempt status under 501(c)(3) of the Code.

ARTICLE 9. INDEMNIFICATION

9.1 Right to Indemnification. The Foundation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person is or was a Member of the Board or a Trustee of the Foundation (an "Indemnified Person"), against all liability and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Indemnified Person in connection with such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 9.4 of this Article 9, the Foundation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part of such Proceeding) commenced by such Indemnified Person only if the commencement of such Proceeding (or part of such Proceeding) by the Indemnified Person was authorized in advance by the Board of Managers.

9.2 Restrictions on Indemnification. The Foundation may not indemnify any Indemnified Person for: (a) acts or omissions of the Indemnified Person finally adjudged

to be intentional misconduct or a knowing violation of law; (b) conduct of the Indemnified Person finally adjudged to be in violation of such Indemnified Person's fiduciary duties; or (c) any transaction with respect to which it was finally adjudged that such Indemnified Person personally received a benefit in money, property or services to which the Indemnified Person was not legally entitled or if the Foundation is otherwise prohibited by applicable law from paying such indemnification.

9.3 Expenses Payable in Advance. The Foundation shall pay the reasonable expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of such Proceeding's final disposition (such expenses, "Advanced Expenses"), provided, however, that, to the extent required by law, such payment of Advanced Expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all Advanced Expenses if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article 9 or otherwise. Notwithstanding any of the foregoing in this Section 9.3, the Foundation shall not be required to pay any Advanced Expenses to a person against whom the Foundation directly brings a claim alleging that the Foundation is not required to indemnify such person under Section 9.2 of this Article 9.

9.4 Written Statement Required and Right of Indemnified Person to Bring Suit. An Indeinnified Person seeking indemnification pursuant to Section 9.1 or Advanced Expenses pursuant to Section 9.3 must first submit to the Board of Managers a sworn statement requesting indemnification or Advanced Expenses, as the case may be, and reasonable evidence of all such amounts requested by such Indemnified Person (such statement, a "Claim"). If (a) a Claim pursuant to Section 9.1 above is not paid in full by the Foundation within 60 days after such Claim has been received by the Foundation, or (b) a Claim pursuant to Section 9.3 above is not paid in full by the Foundation within 30 days after such Claim has been reccived by the Foundation, then the Indemnified Person may at any time after the expiration of the applicable period bring suit against the Foundation to recover the unpaid amount of such Claim. If an Indemnified Person succeeds in whole or in part in any such suit or in a suit brought by the Foundation to recover Advanced Expenses pursuant to the terms of an undertaking, then such Indemnified Person is also entitled to receive reimbursement from the Foundation for the expense of prosecuting or defending such suit. The Indemnified Person shall be presumed to be entitled to indemnification under this Article 9 upon submission of a Claim (and, in an action brought to enforce a Claim for Advanced Expenses, where the required undertaking has been delivered to the Foundation), and, thereafter, the Foundation shall have the burden of proof to overcome the presumption that the Indemnified Person is so entitled.

9.5 Nonexclusivity of Rights. The right to indemnification and Advanced Expenses conferred by this Article 9 shall not be exclusive of any other right that any person may have or acquire after the effective date of this Charter under (a) any statute, (b) common law, (c) provision of this Charter, (d) by general or specific action of the Board of Managers, (e) by contract or (f) otherwise.

9.6 Insurance, Contracts and Funding. The Foundation may maintain insurance, at its expense, to protect itself and any director, officer, partner, trustee, employee or agent of the Foundation or Another Enterprise against any expense, liability or loss. The Foundation may enter into contracts with any Board Member, officer, partner, trustee, employee or agent of the Foundation in furtherance of the provisions of this Article 9 and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification and Advanced Expenses as provided in this Article 9.

9.7 Indemnification of Employees and Agents of the Foundation. The Foundation may, by action of the Board of Managers, grant rights to indemnification and advancement of expenses to employees and agents or any class or group of employees and agents of the Foundation (a) with the same scope and effect as the provisions of this Article 9 with respect to the indemnification and Advanced Expenses of Board Members and officers of the Foundation or (b) as are otherwise consistent with law

Dated June 7, 2011

Griffith Way, Trustee

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2011

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

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

(a) Name & Address	(b) Title and Average Hours per Week devoted to position	(c) Compensation	(d) Contributions to employee benefit plan and deferred compensation	(e) Expense account, other allowances
Therese Caouette P.O. Box 11756 Bainbridge Island, WA 98110 (elected June 2011)	Manager 2 hours/week	0	0	0
William E. Franklin 2360 - 43rd Avenue East Unit #315 Seattle, WA 98112-2788	Manager 2 hours/week	0	0	0
Mimi Gardner Gates 1300 First Avenue Seattle, WA 98101-2003	Board Chair & Manager 2 hours/week	0	0	0
Christopher R. Helm 1201 Third Ave, Suite 2200 Seattle, WA 98101-3045	Manager 2 hours/week	0	0	0
Darryl N. Johnson 17409 Sylvester Road Burien, WA 98166 (term expired June 2011)	Manager 2 hours/week	0	0	0
Robert A. Kapp 851 54th Street Port Townsend, WA 98368	Manager 2 hours/week	0	0	0
Heng-Pin Kiang 2021 Broadway East Seattle, WA 98102	Manager 2 hours/week	0	0	0

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2011

(a) Name & Address	(b) Title and Average Hours per Week devoted to position	(c) Compensation	(d) Contributions to employee benefit plan and deferred compensation	(e) Expense account, other allowances
Eugene H. Lee 7704 NE Yeomalt Point Drive NE Bainbridge Island, WA 98110	Trustee & Manager 10 hours/week	0	0	0
David K.Y. Tang 925 Fourth Avenue, Suite 2900 Seattle, WA 98104-1158	Manager 2 hours/week	0	0	0
Griffith Way Suite 4800 1201 Third Avenue Seattle, WA 98101	Trustee Emeritus & Manager 2 hours/week	0	0	0

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2011

PART XV - SUPPLEMENTARY INFORMATION

Line 2a. *Name/address/telephone number of person to whom applications were addressed for 2011.*

Blakemore Foundation
Griffith Way, Trustee
1201 Third Avenue, Suite 4800
Seattle, WA 98101
(206) 359-8778

Name/address/telephone number of person to whom applications should be addressed for applications submitted in 2012.

Blakemore Foundation
Eugene H. Lee, Trustee
1201 Third Avenue, Suite 4900
Seattle, WA 98101
(206) 359-8778

Line 2b. *Form in which applications should be submitted and information and materials they should include for 2011 applications.*

Grants to Individuals for Advanced Study of Asian Languages
See attached application form and instructions.

Art Grants
Not currently accepting unsolicited requests for funds.

2.c *Any submission deadlines*

Grants to Individuals for Advanced Study of Asian Languages
Applications postmarked by December 30, 2011

Art Grants
Not currently accepting unsolicited requests for funds.

2d. *Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors*

Grants to Individuals for Advanced Study of Asian Languages
See attached materials.

Art Grants
See attached materials.

**Application for Blakemore Freeman Fellowship for Advanced Asian Language Study or
Blakemore Refresher Grant**

Name	Birthdate
Primary Email Address	
Alternate Email Address	
Telephone	
Mailing Address	

Your Citizenship Status

<input type="checkbox"/>	I am a U S citizen
<input type="checkbox"/>	I am an Alien with U S. Permanent Resident Status/Alien Registration No _____

If awarded a Blakemore Freeman Fellowship or Blakemore Refresher Grant, I plan to use the grant for language study at the following language program in East or Southeast Asia:

Language	Dates of study
Language Program (See instructions for list of approved programs)	
Date that your application was or will be submitted to language program listed above	

(It is the applicant's personal responsibility to apply to the language program by its published deadline)

Principal Academic or Professional Honors

--	--

Previous study of the language for which I am applying:

Highest Level Completed (example: 4th Year Chinese)	
Study abroad or other programs attended	

Colleges or Universities Attended Please enclose with your application or send under separate cover official transcripts in original sealed envelopes from all institutions at which you have studied for more than one year.

Institution	Major	Degree & Date (received or expected)

Recommendation Letters Please enclose recommendation letters in sealed unopened envelopes with your application or have letters sent directly to the Foundation by the recommenders by mail, fax (206-359-9778) or email (blakemorefoundation@gmail.com)

Name of Recommender #1	
Title/Position	
University or Organization	
Address	
City/State/Zip Code	
Email	
Telephone	
Name of Recommender #2	
Title/Position	
University or Organization	
Address	
City/State/Zip Code	
Email	
Telephone	

Application Agreement

I have read the Foundation's Eligibility Requirements, Selection Criteria and Grant Guidelines as published on the Blakemore Foundation's website at <http://www.blakemorefoundation.org>. I believe that I qualify for a Blakemore Freeman Fellowship based on this information. I confirm that I am not related to any of the current members of the Blakemore Foundation Board of Managers as of the date of this application.

I authorize the language program listed above to release information on my admittance status and results of any written or oral tests conducted as part of the program's application process directly to the Foundation.

Date _____

Signature _____

Application Deadline: Postmarked by December 30, 2011

Send all materials to:

Mr. Griffith Way, Trustee
Blakemore Foundation
1201 Third Avenue, Suite 4800
Seattle, Washington 98101-3266

www.blakemorefoundation.org
Phone (206) 359-8778
Fax (206) 359-9778
blakemorefoundation@gmail.com or blakemore@perkinscole.com

Study for grant must start between June 2012 and May 2013. No deferrals will be permitted.
All grants are awarded contingent upon the applicant's unconditional acceptance by the language program.
"Unconditional acceptance" means that the applicant must not be required to complete a summer program as a prerequisite to academic year admission.

APPLICATION INSTRUCTIONS

Send all materials to:

Mr Griffith Way, Trustee
Blakemore Foundation
1201 Third Avenue, Suite 4800
Seattle, Washington 98101-3266

www.blakemorefoundation.org
Phone: (206) 359-8778
Fax: (206) 359-9778
blakemorefoundation@gmail.com

Approved Language Programs

- The Blakemore Foundation awards grants for study only at specific language programs as noted below.
- Only one language program may be listed on the application.
- Applicants for Blakemore language grants must apply both to the language program involved and to the Blakemore Foundation. Each language program has its own separate application due dates and forms, which may be found on the program's website.
- For Japanese, we fund study at the Inter-University Program for Japanese Language Studies in Yokohama, Japan (<http://www.stanford.edu/dept/IUC/>) We do not fund Japanese language study at any other institution.
- For Chinese, we fund study at the Inter-University Program for Chinese Language Studies, located on the Tsinghua University campus in Beijing, China (<http://leas.berkeley.edu/iup/>) and at the International Chinese Language Program at National Taiwan University in Taipei, Taiwan (<http://iclp.ntu.edu.tw/>). We do not fund Chinese language study at any other institution.
- For Korean, we recommend study at Seoul National University (<http://lei.snu.ac.kr/site/en/klec/main/main.jsp>), Yonsei University (<http://www.yskli.com/index.asp>) or Sogang University (<http://klec.sogang.ac.kr/>) We will consider study at other Korean language programs on a case-by-case basis during the application review process.
- Approval of language programs for study of languages of SE Asia will be considered on an individual basis during the application review process

Materials to Be Submitted for Blakemore Freeman Fellowship Application

- Completed application form
- Essay (three to four pages in length, double-spaced) discussing:
 - Applicant's academic, professional or business background
 - Prior study and use of the language and involvement with the Asian country
 - Career objectives and how the language will be used to achieve them
- Two recent letters of recommendation from individuals familiar with applicant's academic, professional or business experience
- Official college and university transcripts from all institutions at which applicant has studied for more than one year.
- If applicant has *not* completed 3 academic years of study of the language at the college level, submit the Foreign Language Reference Form, completed by a language instructor or other similar qualified individual able to evaluate the applicant's language competency. Otherwise, do not submit the form.
- Applicants for programs involving tutorials should submit the following additional information with their application:
 - Information on the proposed language program
 - Information regarding the proposed tutors' professional qualifications
 - Budget for estimated tutoring expenses
 - The applicant's proposed affiliation during the grant period with a recognized educational institution in the Asian country

**Materials to Be Submitted for Blakemore Refresher Grant Application
(former Blakemore Freeman Fellows – see separate instructions below)**

- Completed application form
- Essay (three to four pages in length, double-spaced) discussing:
 - Applicant's academic, professional or business background
 - Prior study and use of the language and involvement with the Asian country
 - Career objectives and how the language will be used to achieve them
- One recent letter of recommendation from individual familiar with applicant's academic, professional or business experience
- Curriculum vitae
- Latest official college transcript (applicable only to those who have not yet received their doctorate)
- Applicants for programs involving tutorials should submit the following additional information with their application.
 - Information on the proposed tutorial program
 - Information regarding the proposed tutors' professional qualifications
 - Budget for estimated tutoring expenses
 - The applicant's proposed affiliation during the grant period with a recognized educational institution in the Asian country

Materials to Be Submitted by former Blakemore Freeman Fellows for Blakemore Refresher Grant Application

- Completed application form
- Essay (two to three pages in length, double-spaced) discussing:
 - Reasons for requesting additional language study
 - Use of the language since last receiving a Blakemore grant.
- Curriculum vitae
- Applicants for programs involving tutorials should submit the following additional information with their application.
 - Applicant's proposed affiliation during the grant period with a recognized educational institution in the Asian country

Application Timeline

- December 30 - Postmark deadline for applications
- February - Applications reviewed by Foundation
- March - Finalists and alternates notified and interviewed
- Late March/early April - Grantees selected and notified of grants

Additional Information Concerning Application Materials

- Letters of Recommendation
 - No special forms are used. A letter printed on a recommender's professional letterhead is preferred
 - Letters of recommendation discussing applicant's overall abilities, to the extent known by the recommender, are preferred to those which are limited to evaluating an applicant's language skills
 - Letters of recommendation may be included with application in sealed unopened envelopes or may be sent directly to the Foundation by the recommenders by mail, fax or email
 - Recommendations sent under separate cover should be addressed to: Mr. Griffith Way, Trustee, Blakemore Foundation, 1201 Third Avenue, Suite 4800, Seattle, Washington 98101-3266 Letters sent directly by the recommenders may also be faxed to (206) 359-9778 or emailed to blakemorefoundation@gmail.com
- Foreign Language Reference Form
 - This form is submitted ONLY if the applicant has not completed 3 years of study of the language at the college level. It should be completed by a language instructor or other individual competent to assess applicant's language abilities
- Transcripts
 - Official transcripts may either be included with application or sent under separate cover, but must be in sealed envelopes from issuing institution.

- Photocopies of transcripts from institutions located outside the United States will be accepted if official transcripts are not readily obtainable.
 - Transcripts are required only from universities at which the applicant has studied for more than one year.
- Curriculum Vitae or Resume
 - We recommend a curriculum vitae or resume be included with an application for a Blakemore Freeman Fellowship, but it is not required. A curriculum vitae or resume is required for an application for a Blakemore Refresher Grant

Mailing Instructions

- Application materials should be carefully addressed, using the complete mailing address of the Foundation. In previous years materials have been delayed or even returned to the sender by the U.S. Postal Service due to a missing suite number or incorrect zip code
- Application materials should be addressed to
The Blakemore Foundation
Mr. Griffith Way, Trustee
1201 Third Avenue, Suite 4800
Seattle, Washington 98101-3266

Application Deadline

- Applications must be postmarked by December 30
- An application received after December 30 must show proof of mailing by the deadline consisting of one of the following:
 - A legibly dated U.S. Postal Service postmark,
 - A legible mail receipt with the date of mailing stamped by the U.S. Postal Service,
 - A dated shipping label, invoice or receipt from a commercial carrier (Federal Express, United Parcel Service, etc.)
 - If December 30 falls on a Sunday or other postal holiday in the United States, then applications may be postmarked the next business day
 - We recommend that applications sent from overseas be shipped well before December 30 or be sent by express delivery in order to ensure that the application is received in a timely manner

For further information, please contact:

Griffith Way, Trustee or Cathy Scheibner, Administrative Assistant
Blakemore Foundation
1201 Third Avenue, Suite 4800
Seattle, Washington 98101-3266
Telephone (206) 359-8778
Email blakemorefoundation@gmail.com or blakemore@perkinscole.com

FOREIGN LANGUAGE REFERENCE FORM

Submit only if applicant has not completed 3 academic years of study of the language at college level.

Name of Individual Applicant	Language
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INSTRUCTIONS: Please check the applicant's present language ability in relation to each of the following categories:

SPEAKING AND LISTENING (Please check one)

<input type="radio"/>	Unable to function in the spoken language
<input type="radio"/>	Able to satisfy basic social needs and maintain very simple conversation in familiar topics
<input type="radio"/>	Able to satisfy routine social demands and limited work requirements
<input type="radio"/>	Able to participate effectively in most formal and informal conversations on practical and social topics and on professional topics in restricted contexts
<input type="radio"/>	Able to use the language fluently and accurately on all levels pertinent to professional needs
<input type="radio"/>	Use of language is functionally equivalent to a well-educated native speaker

READING (Please check one)

<input type="radio"/>	No practical ability to read the language
<input type="radio"/>	Sufficient comprehension to read very simple connected written material in a form equivalent to usual printing or typescript
<input type="radio"/>	Sufficient comprehension to read simple, authentic texts on subjects within a familiar context
<input type="radio"/>	Able to read within a normal range of speed and with almost complete comprehension a variety of authentic prose material on unfamiliar subjects, as well as technical material
<input type="radio"/>	Able to read fluently and accurately all styles and forms of the language pertinent to professional needs, including all materials in one's special field
<input type="radio"/>	Reading proficiency is functionally equivalent to a well-educated native speaker

Please indicate briefly how the evaluation was determined (e.g., 2 years of coursework, a test, etc.)

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Name of Evaluator	Signature	Date
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Evaluator's Institution	Position or Title
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Blakemore Freeman Fellowships 2012 Grant Guidelines

Blakemore Freeman Fellowships are awarded for one year of advanced level language study in East or Southeast Asia in approved language programs. For grants to be awarded in spring 2012, study must start between June 2012 and May 2013.

Grants are *highly* competitive. Last year we were able to fund less than 10% of applicants.

Selection Criteria

- A focused, well-defined career objective involving Asia in which regular use of the language is an important aspect
- The potential to make a significant contribution to a field of study or area of professional or business activity in an Asian country
- Prior experience in the Asian country or involvement or participation in activities related to the country
- Good academic, professional or business background, appropriate to the career program

Eligibility Requirements

To be eligible for a grant, an applicant must:

- Be pursuing an academic, professional or business career that involves the regular use of a modern East or Southeast Asian language
- Have a college undergraduate degree
- Be at or near an advanced level in the language as defined below in "Definition of Advanced Level" (minimum requirement is fluency equivalent to 3 years of college-level study of the language)
- Be able to devote oneself exclusively to language study during the term of the grant; grants are not made for part-time study or research
- Be a U.S. citizen or permanent resident of the United States

"Professional or business career" includes, but is not limited to, careers in computer science, engineering, international business, journalism, law, medicine, NGO work, and teaching.

Definition of Advanced Level

An applicant for a Blakemore Freeman Fellowship must have:

- A minimum of three academic years of regular language study at the college level (example: completed 3rd year Chinese); or
- A minimum of one academic year of full-time intensive language study at the college level.

THE BLAKEMORE FOUNDATION

1201 Third Avenue, Suite 4800 Seattle, Washington 98101-3266

Telephone: (206) 359-8778 Facsimile: (206) 359-9778

email: blakemorefoundation@gmail.com or blakemore@perkinscole.com

<http://www.blakemorefoundation.org>

- Applications for languages which are not commonly taught at U.S. universities will be considered on an individual basis.

If an applicant does not have the required minimum years of academic study of the language, the applicant may provide proof of equivalent competency (see language evaluation form at end of this document that can be used to satisfy this requirement).

Eligible Languages

Chinese	Japanese	Korean	Thai
Vietnamese	Indonesian	Khmer	Burmese

Consideration will be given to other East or Southeast Asian languages on an individual basis. Grants will not be made for the study of Asian languages not in current use.

Eligible Language Programs

The Blakemore Foundation awards grants for study only at specific language programs as noted below.

Applicants for Blakemore language grants must apply both to the language program involved and to the Blakemore Foundation. Each language program has its own separate application due dates and forms, which may be found on its website. Application materials for the Blakemore Foundation's grants are found on our website at www.blakemorefoundation.org.

For Japanese, we fund study at the Inter-University Center for Japanese Language Studies in Yokohama, Japan (<http://www.stanford.edu/dept/IUC/>). We do not fund Japanese language study at any other institution.

For Chinese, we fund study at the Inter-University Program for Chinese Language Studies, located on the Tsinghua University campus in Beijing, China (<http://ieas.berkeley.edu/iup/>) and at the International Chinese Language Program at National Taiwan University in Taipei, Taiwan (<http://iclp.ntu.edu.tw/>). We do not fund Chinese language study at any other institution.

For Korean, we recommend study at Seoul National University (<http://lci.snu.ac.kr/site/en/llec/main/main.jsp>), Yonsei University (<http://www.yonsei.ac.kr/index.asp>) or Sogang University (<http://klec.sogang.ac.kr/>). We will consider study at other Korean language programs on a case-by-case basis during the application review process.

Approval of language programs for study of languages of SE Asia will be considered on an individual basis during the application review process.

Application and Acceptance by Language Program

It is the applicant's individual responsibility to apply to the language program which he or she lists on the Blakemore Freeman Fellowship application. The Foundation does not apply for the applicant. Applicants may list only one language program on the application.

Blakemore Freeman Fellowships are awarded contingent upon the applicant's unconditional acceptance by the language program for which the fellowship is awarded. Example: an applicant applying to the IUP-Tsinghua program must successfully pass the IUP's oral exam and not be required by the IUP to complete a summer program as a prerequisite to academic year admission.

No grants are available for study in the United States.

Private Tutorial Programs

If there is no approved advanced-level language program available in a country, an applicant may propose a program combining study in an ordinary language program supplemented by private tutorials. If no language program exists at all in the country, an applicant may propose a program of full-time tutorials.

Length of Program

Blakemore Freeman Fellowships are made for one year of full-time language study. This may include study in the summer immediately preceding or following an academic year program. The Foundation encourages applicants who are applying for an academic year program to include a summer term in their application. The inclusion of a summer term does not affect the selection process.

Academic Year	Academic Year plus Summer Program	Summer Study Alone	Program Less than One Academic Year
Yes	Yes	No	No

Extensions of Grants

Under normal economic conditions, the Foundation is open to reasonable requests for a grant extension. A request can be made at any time during the course of a grant, explaining the reasons for the extension and accompanied by evidence of good standing in the applicant's current language program. The request may be submitted by email and should be directed to Griffith Way, Trustee.

Please note that we cannot guarantee that funding for grant extensions will be available for the 2012-2013 year

Applicants who wish to attend a summer term preceding or following their academic year should include the summer term in their application in order to guarantee funding.

Dates of Study and Deferral Policy

Study must start between June of the year of award and May of the following year. No deferrals of grants will be permitted.

Residency Requirement

Blakemore Freeman Fellows are expected to remain in the study country during the entire period of their grant, except in the event of an emergency. Therefore, a Blakemore Freeman Fellow should not plan to return to the United States for Christmas or other holiday periods.

We encourage Blakemore Freeman Fellows to use holidays and school breaks for modest travel within their study country and to use these opportunities to expand their language usage outside the classroom.

Conflicting Activities

Blakemore Freeman Fellows must devote full-time to language study and not engage in any conflicting activities during the period covered by their grant.

Part-time employment, teaching English, extensive research on a dissertation or involvement in other projects which could hamper full-time study are not permitted.

Recreational, educational or cultural activities which do not interfere with full-time study are encouraged, particularly during school and holiday breaks.

U.S. Income Tax Liability

All grant funds from the Blakemore Foundation are taxable for U.S. income tax purposes unless the recipient qualifies for some type of exclusion or deduction.

The treatment of Blakemore language grants for tax purposes is the recipient's individual responsibility. No income tax is withheld from the stipend and grant recipients are responsible for making any required estimated tax payments. Please see IRS Publication 970 *Tax Benefits for Education* and Form 1040-ES for more information. Because of the variety of individual situations, we recommend applicants discuss their own individual case with a qualified tax advisor.

Amount of Grant

Blakemore Freeman Fellowships are intended to cover basic expenses at a graduate student level necessary to pursue a year of full-time language study in Asia, including tuition or tutoring fees plus a stipend for travel, living and study expenses.

The stipend for Blakemore Freeman Fellowships is paid periodically over the course of the grant and may be used for the following types of expenses:

- Round-trip airfare, economy class
- Books and study materials related to language program
- Housing/utilities
- Food and ordinary daily living expenses
- Local commuting
- Travel within country during holidays and school breaks
- Recreational, educational or cultural activities
- Health insurance/medical evacuation insurance
- Immunizations appropriate for country

- Visa application fees
- Income taxes due on taxable portion of grant
- Other fees or expenses required by language program or approved by the Trustee

It is up to each Blakemore Freeman Fellow to budget the stipend funds to cover necessary costs. Thus it is to his or her advantage to obtain as low an airfare as possible in order to have more funds for travel, books, etc. Stipend funds may not be used to cover expenses of an accompanying dependent.

Unused stipend funds must be returned to the Foundation at the end of the grant

Grant Disbursement

Tuition for the language program is covered in full by the grant and is paid directly to the language program by the Blakemore Foundation. Tutoring fees, if applicable, are reimbursed to the Blakemore Freeman Fellow based on monthly expense reports and receipts.

The stipend for travel, living and study expenses is disbursed to the Blakemore Freeman Fellow at intervals over the course of the grant. Adjustments to stipend may be considered if exchange rates or living expenses alter significantly during the period covered by the grant.

Required Reports

Blakemore Freeman Fellows must submit a monthly financial report of expenditures of the stipend along with a letter reporting on their activities during the preceding month. They must also submit two longer progress reports to the Foundation during their fellowship, the first report being due at mid-year, and a second report just prior to the end of their grant. A statement regarding the expenditure of the stipend on forms provided by the Foundation must be provided at the end of a Blakemore Freeman Fellowship. The Foundation must be provided with an official transcript from the language program at which the student is enrolled for each academic period covered by a Blakemore Freeman Fellowship. The transcript should list courses taken and grades received or progress made.

FOREIGN LANGUAGE REFERENCE FORM

To be submitted only if applicant has completed less than 3 years of academic study of the language at the college level

Name of Applicant

Language

INSTRUCTIONS: Please check the applicant's present language ability in relation to each of the following categories:

SPEAKING AND LISTENING (Please check one)

- Unable to function in the spoken language
- Able to satisfy basic social needs and maintain very simple conversation in familiar topics
- Able to satisfy routine social demands and limited work requirements
- Able to participate effectively in most formal and informal conversations on practical and social topics and on professional topics in restricted contexts
- Able to use the language fluently and accurately on all levels pertinent to professional needs
- Use of language is functionally equivalent to a well-educated native speaker

READING (Please check one)

- No practical ability to read the language
- Sufficient comprehension to read very simple connected written material in a form equivalent to usual printing or typescript
- Sufficient comprehension to read simple, authentic texts on subjects within a familiar context
- Able to read within a normal range of speed and with almost complete comprehension a variety of authentic prose material on unfamiliar subjects, as well as technical material
- Able to read fluently and accurately all styles and forms of the language pertinent to professional needs including all materials in one's special field
- Reading proficiency is functionally equivalent to a well-educated native speaker

Please indicate briefly how the evaluation was determined (e.g., 2 years of coursework, a test, etc.)

Name of Evaluator

Institution

Position or Title

Signature

Date

Blakemore Refresher Grants 2012 Grant Guidelines

Blakemore Refresher Grants provide funding for short-term language study for periods of six weeks (minimum) or longer (but less than an academic year).

Grants are *highly* competitive. Last year we were able to fund less than 10% of applicants.

Eligibility Requirements

To be eligible for a Blakemore Refresher Grant, an applicant must:

- Be a member of one of the following groups:
 - Former Blakemore Freeman Fellows;
 - Professors who are teaching in an Asian field at a university or college in the United States and post-doctoral professionals whose degree is in an Asian field;
 - Graduates of the regular academic year programs at the Inter-University Center in Yokohama, Japan, the Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China, and the International Chinese Language Program at National Taiwan University in Taipei, Taiwan.
- Be pursuing an academic, professional or business career that involves the regular use of a modern East or Southeast Asian language
- Have a college undergraduate degree
- Be at an advanced level in the language
- Be able to devote oneself exclusively to language study during the term of the grant; grants are not made for part-time study or research
- Be a U.S. citizen or permanent resident of the United States

"Professional or business career" includes, but is not limited to, careers in computer science, engineering, international business, journalism, law, medicine, NGO work, and teaching.

Eligible Languages

Chinese
Indonesian

Japanese
Vietnamese

Korean
Khmer

Thai
Burmese

Consideration will be given to other East or Southeast Asian languages on an individual basis. Grants will not be made for the study of Asian languages not in current use.

THE BLAKEMORE FOUNDATION
1201 Third Avenue, Suite 4800 Seattle, Washington 98101-3266
Telephone: (206) 359-8778 Facsimile: (206) 359-9778
email: blakemorefoundation@gmail.com or blakemore@perkinscole.com
<http://www.blakemorefoundation.org>

Selection Criteria

- A focused, well-defined career objective involving Asia in which regular use of the language is an important aspect
- The potential to make a significant contribution to a field of study or area of professional or business activity in an Asian country
- Prior experience in the Asian country or involvement or participation in activities related to the country
- Good academic, professional or business background, appropriate to the career program

Application to Language Program is Applicant's Responsibility

It is the applicant's individual responsibility to apply to the language program which he or she lists on the Blakemore Refresher Grant application. The Foundation does not apply for the applicant. Applicants may list only one language program on the application.

Approved Language Programs

Blakemore Refresher Grants will be awarded for advanced-level language programs in Asia that are a minimum of six weeks up to a period less than an academic year.

- For Japanese, we award grants for study at the Inter-University Center for Japanese Language Studies in Yokohama, Japan (IUC). We do not fund Japanese language study at other programs.
- For Chinese, we award grants for study at the Inter-University Program for Chinese Language Studies at Tsinghua University (IUP) or the International Chinese Language Program at National Taiwan University (ICLP). We do not fund Chinese language study at other programs.
- Approval of language study programs for Korean and languages of SE Asia will be considered on an individual basis during the application review process.

Private Tutorial Programs

If there is no appropriate advanced-level language program available in a country, an applicant may propose a program combining study in an ordinary language program supplemented by private tutorials. If no language program exists at all in the country, an applicant may propose a program of full-time tutorials.

Dates of Study and Deferral Policy

Study must start between June of the year of award and May of the following year. No deferrals of grants will be permitted.

Residency Requirement

Blakemore Refresher Grant Fellows are expected to remain in the study country during the entire period of their grant, except in the event of an emergency.

We encourage Blakemore Refresher Grant Fellows to use holidays and school breaks for modest travel within their study country and to use these opportunities to expand their language usage outside the classroom.

Conflicting Activities

Blakemore Refresher Grant Fellows must devote full-time to language study and not engage in any conflicting activities during the period covered by their grant.

Part-time employment, teaching English, extensive research on a dissertation and involvement in other projects which could hamper full-time study are not permitted.

Recreational, educational or cultural activities which do not interfere with full-time study are encouraged, particularly during school and holiday breaks.

U.S. Income Tax Liability

All grant funds from the Blakemore Foundation are taxable for U.S. income tax purposes unless the recipient qualifies for some type of exclusion or deduction.

The treatment of Blakemore language grants for tax purposes is the recipient's individual responsibility. No income tax is withheld from the stipend and grant recipients are responsible for making any required estimated tax payments. Please see IRS Publication 970 *Tax Benefits for Education* and Form 1040-ES for more information. Because of the variety of individual situations, we recommend applicants discuss their own individual case with a qualified tax advisor.

Amount of Grant

Blakemore Refresher Grants are intended to cover basic expenses at a graduate student level necessary to pursue full-time language study in Asia, including tuition or tutoring fees, plus a stipend for travel, living and study expenses.

The stipend for Blakemore Refresher Grants is paid periodically over the course of the grant and may be used for the following types of expenses:

- Round-trip airfare, economy class
- Books and study materials related to language program
- Housing/utilities
- Food and ordinary daily living expenses
- Local commuting
- Travel within country during holidays and school breaks
- Health insurance/medical evacuation insurance
- Immunizations appropriate for country
- Visa application fees
- Income taxes due on taxable portion of grant
- Other fees or expenses required by language program or approved by the Trustee

It is up to each Blakemore Refresher Grant Fellow to budget the stipend funds to cover necessary costs. Thus it is to his or her advantage to obtain as low an airfare as possible in

order to have more funds for travel, books, etc. Stipend funds may not be used to cover expenses of an accompanying dependent.

Unused stipend funds must be returned to the Foundation at the end of the grant.

Grant Disbursement

Tuition for the language program is covered in full by the grant and is paid directly to the language program by the Blakemore Foundation. Tutoring fees, if applicable, are reimbursed to the Blakemore Refresher Grant Fellow based on monthly expense reports and receipts.

The stipend for travel, living and study expenses is disbursed to the Blakemore Refresher Grant Fellow at intervals over the course of the grant. Adjustments to stipend may be considered if exchange rates or living expenses alter significantly during the period covered by the grant.

Required Reports

A Blakemore Refresher Grant Fellow must submit a monthly financial report of expenditures of the stipend along with a letter reporting on activities during the preceding month. One or more additional progress reports will also be required during the grant period. A statement regarding the expenditure of the stipend on forms provided by the Foundation must be provided at the end of the grant. The Foundation must be provided with an official transcript from the language program at which the Fellow is enrolled for each academic period covered by a Blakemore Refresher Grant. The transcript should list courses taken and grades received or progress made.

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2010

Frances Blakemore Asian Art Grants

The Frances Blakemore Asian Art Grant program has been temporarily suspended. The Foundation is not accepting unsolicited applications for funding at this time. It is continuing its annual grants to the Seattle Art Museum for the museum's internship program for University of Washington art history graduate students in East Asian art.

The Frances Blakemore Asian Art Grant program made grants only to tax-exempt organizations in the United States such as museums, universities and other educational or art-related institutions for programs, exhibits or publications that improve the understanding of Asian fine arts in the United States. No art grants were made to individuals.

For purposes of the art grant program, "Asian" was limited to the countries of China, Japan, Korea, Burma, Cambodia, Indonesia, Laos, Thailand, Malaysia, Vietnam, Philippines, Mongolia and Tibet. "Fine arts" referred to paintings, graphic arts, ceramics, sculpture, textiles and photography.

The Blakemore Foundation did not make grants for:

- Endowment purposes
- General operating or regular curriculum expenses
- Capital projects, including the acquisition or collection of art
- General administrative or overhead expenses of the applicant

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2011
GRANTS PAID DURING THE YEAR

a. Paid during the year

<u>Recipient Name & Address</u>	<u>If individual, relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
			<u>Foundation Status</u>	<u>Amount</u>
GRANTS PAID TO INDIVIDUALS				
Geoffrey Aung c/o 10 Cindy Way Chappaqua, NY 10514	None	n/a	Language study with tutors in Burma	\$18,500.00
Daniel Burton-Rose One Lawrence Drive, Apt. 804 Princeton, NJ 08540	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$57,053.00
Andrew W. Chan c/o 10028 Paradise Ridge Road Charlotte, NC 28277	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$32,000.00
Ronald Chang 576 63rd St. Apt. C Oakland, CA 94609	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$37,400.00
Eno Compton P.O. Box 1550 Lyons, CO 80540	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$29,217.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2011
GRANTS PAID DURING THE YEAR

a. Paid during the year

Recipient <u>Name & Address</u>	If individual, relationship to any foundation manager or substantial contributor	Foundation Status	<u>Purpose</u>	<u>Amount</u>
Jessica Farme: c/o 187 Atlantic Avenue Wells, ME 049090	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$14,000.00
Nicholas Frisch 560 Riverside Drive #8P New York, NY 10027	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$21,900.00
Philip A. Gair c/o 901 Deep Valley Drive Number 211 Rolling Hills Estates, CA 90274-4802	No/c	n/a	Language study at Sogang University in Seoul, South Korea	\$36,350.00
Kristi Govella c/o 11802 Meridian E #251 Puyallup, WA 98373	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$44,160.00
Luke Habberstad c/o 2110 W. Scenic Drive The Dalles, OR 97058	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$21,900.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2011
GRANTS PAID DURING THE YEAR

a. Paid during the year

<u>Recipient Name & Address</u>	<u>If individual, relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
			<u>Purpose</u>	
Alexandria Harvey 4F, 60C Leighton Road Causeway Bay Hong Kong, China	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$25,250.00
Nora Hauk c/o 755 Oakleigh NW Grand Rapids, MI 48103	None	n/a	Language study at the Korean Language Institute at Yonsei University in Seoul, South Korea	\$15,632.00
James D. Jackson c/o 4100 Avenue G Austin, TX 78703	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$9,750.00
Jordan Johnson c/o 5725 Ivanrest Avenue SW Wyoming, MI 49418	None	n/a	Language study at Payap University in Chiang Mai, Thailand	\$11,350.00
Jeannie Kenmotsu 301 S. 19th Street, Apt. 11A Philadelphia, PA 19103	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$50,160.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2011
GRANTS PAID DURING THE YEAR

a. Paid during the year

<u>Recipient Name & Address</u>	<u>If individual relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Christopher Lange Seasons Park 112-1501 36 Dongzhimenwai Beijing, 100027 China	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$18,550.00
Ketty Loeb 3756 SW Sullivan Street Seattle, WA 98126	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$18,000.00
Jeff E. Long 914 Country Club Drive Bloomsburg, PA 17815	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$13,225.89
Steven Margitan c/o 12552 12th Avenue NW Seattle, WA 98177	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$9,750.00
Deirdre Q. Martin 2524 Nason Avenue El Cerrito, CA 94530	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$28,544.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2011
GRANTS PAID DURING THE YEAR

a. Paid during the year

<u>Recipient Name & Address</u>	<u>If individual, relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Brian Mayer 16233 E. 13th Street Chicago, IL 60605	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$44,160.00
Jessica Nakamura 825 Kipling Street Palo Alto, CA 94301	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$44,160.00
Michael Partee c/o 8 South Buckhout Street Irvington, NY 10533	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$34,050.00
Thomas Patton c/o 370 Menemsha Lane Troy, NY 12180	None	n/a	Language study with tutors in Burma	\$5,500.00
April Rabkin c/o 152 Montclare Drive Ventura, CA 94109	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$18,050.00
Jeremy Rappieye c/o 6635 Sylvan Road Apt. 428 Citrus Heights, CA 95610	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$21,900.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2011
GRANTS PAID DURING THE YEAR

a. Paid during the year

Recipient Name & Address	If individual, relationship to any foundation manager or substantial contributor	Foundation Status	Purpose	<u>Amount</u>
Anne Rebali c/o 2521 Hermosa Drive Glendale, CA 91208	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$25,250.00
Syndie Reed c/o 2428 Olive Street Eugene, OR 97405	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$29,217.00
Gina Russic c/o 9968 W. Oregon Place Lakewood, CO 80232	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$21,900.00
Paul Schuler c/o 304 Wyndham Drive Chapel Hill, NC 27516	None	n/a	Language study with tutors in Hanoi, Vietnam	\$31,600.00
Trinie Thai-Parke c/o 1616 E. Howell St. Apt. 105 Seattle, WA 98122	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$25,250.00
Bonnie Tilland 3602 NE 73rd Place, Apt. 5 Seattle, WA 98115	None	n/a	Language study at Seoul National University and with tutors at Chonbuk University in South Korea	\$23,512.50

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2011
GRANTS PAID DURING THE YEAR

a. Paid during the year

If individual, relationship
 to any foundation manager
 or substantial
contributor

<u>Recipient Name & Address:</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
William Evans Young c/o 3456 Wright Road SW Rochester, MN 55902	n/a	Language Study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$29,441.00
Manuela Zomnicki c/o 372 Fifth Avenue #4G New York, NY 10018	n/a	Language Study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$14,250.00
		<u>SUBTOTAL</u> Paid to individuals	\$881,432.39

GRANTS PAID TO ORGANIZATIONS

Seattle Art Museum P. O. Box 22000 Seattle, WA 98122-9700	Public	Museum internships for University of Washington art history graduate students during 2011/2012 academic year	\$32,278.00
		<u>SUBTOTAL</u> - Paid to organizations	\$32,278.00
			GRAND TOTAL DISBURSED 2011
			\$913,710.39

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2011
GRANTS APPROVED FOR FUTURE PAYMENT

b. Approved for future payment

<u>Recipient Name & Address</u>	<u>If individual, relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
GRANTS APPROVED FOR FUTURE PAYMENT TO INDIVIDUALS				
Geoffrey Aung c/o 10 Cindy Way Chappaqua, NY 10514	None	n/a	Language study with tutors in Burma	\$15,000.00
Daniel Burton-Rose One Lawrence Drive, Ap: 804 Princeton, NJ 08540	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$18,258.00
Nicholas Frisch 560 Riverside Drive #8P New York, NY 10027	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$22,900.00
Philip A. Gant c/o 901 Deep Valley Drive Number 211 Rolling Hills Estates, CA 90274-4802	None	n/a	Language study at Sogang University in Seoul, South Korea	\$16,950.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2011
GRANTS APPROVED FOR FUTURE PAYMENT

b. Approved for future payment

<u>Recipient's Name & Address</u>	<u>If individual, relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Kristi Govella c/o 11802 Meridian E #251 Puyallup, WA 98373	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$18,258.00
Luke Habberstad c/o 2110 W. Scenic Drive The Dalles, OR 97058	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$14,200.00
Alexandra Harvey 4F, 60C Leighton Road Causeway Bay Hong Kong, China	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$8,750.00
Jeannie Kenmotsu 301 S. 19th Street, Apt. 11A Philadelphia, PA 19103	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$18,258.00
Brian Mayer c/o 233 E. 13th Street #1406 Chicago, IL 60605	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$18,258.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2011
GRANTS APPROVED FOR FUTURE PAYMENT

b. Approved for future payment

<u>Recipient Name & Address:</u>	<u>If individual, relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Jessica Nakamura 825 Kipling Street Palo Alto, CA 94301	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$18,258.00
Michael Pareies c/o 8 South Buckthout Street Irvington, NY 10533	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$9,750.00
Jeremy Rappleye c/o 6635 Sylvan Road Apt. 428 Citrus Heights, CA 95610	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$22,900.00
Anne Rebull c/o 2521 Hermosita Drive Glendale, CA 91208	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$9,750.00
Gina Russo c/o 9968 W. Oregon Place Lakewood, CO 80232	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$22,900.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2011
GRANTS APPROVED FOR FUTURE PAYMENT

b. Approved for future payment

If individual, relationship
 to any foundation manager
or substantial
 contributor

<u>Recipient Name & Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Prine Thai-Parker c/o 1616 E. Howell St. Apt. 105 Seattle, WA 98122	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$9,750.00
Manuela Zoninse c/o 372 Fifth Avenue #2G New York, NY 10018	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$32,050.00
SUBTOTAL - Approved for Future Payment to Individuals			\$276,190.00

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2011
GRANTS APPROVED FOR FUTURE PAYMENT

b. Approved for future payment

<u>Recipient Name & Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Seattle Art Museum P. O. Box 20000 Seattle, WA 98122-9700	n/a	Public Museum internships for University of Washington art history graduate students during 2012/2013 academic year	\$35,282.00
		SUBTOTAL - Approved for future payment to organizations	\$35,282.00
		GRAND TOTAL APPROVED FOR FUTURE PAYMENT	\$311,472.00

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Charles SCHWAB

Schwab One® Trust Account of
EUGENE H LEE TTEE

Account Number
7094-3314

**TAX YEAR 2011
YEAR-END SUMMARY**

Date Prepared: February 10, 2012

REALIZED GAIN OR (LOSS)

The information in the following sections includes all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D.
Please consult with your tax advisor or financial advisor regarding specific questions.

Short-Term Realized Gain or (Loss):

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	Quantity/Pct	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Loss Disallowed	Wash Sale	Realized Gain or (Loss)
BLOCK H & FINCOHORA L3J6/1105	\$36.00	05/12/11	07/19/11	\$5,078.66	\$5,336.73	\$0.00	\$0.00	(\$258.07)
Security Subtotal								
HEWLETT-PACKARD COM 428236103	164.00	02/23/11	09/27/11	\$3,896.53	\$7,110.15	\$0.00	\$0.00	(\$3,213.62)
HEWLETT-PACKARD COM 428236103	100.00	07/19/11	09/27/11	\$2,375.93	\$3,554.87	\$0.00	\$0.00	(1,178.94)
HEWLETT-PACKARD COM 428236103	100.00	07/19/11	09/27/11	\$2,375.93	\$3,554.87	\$0.00	\$0.00	(1,178.94)
HEWLETT-PACKARD COM 428236103	824.00	07/19/11	09/27/11	\$19,577.67	\$29,290.52	\$0.00	\$0.00	(9,712.85)
Security Subtotal				\$29,226.06	\$43,510.41	\$0.00	\$0.00	(\$15,284.35)
LOOMIS SAYLES BOND F 543495840	10,711.78	08/10/10	01/25/11	\$154,215.58	\$150,049.52	\$0.00	\$0.00	\$4,166.06
LOOMIS SAYLES BOND F 543495840	50.34	08/24/10	01/25/11	\$724.87	\$705.28	\$0.00	\$0.00	19.59
LOOMIS SAYLES BOND F 543495840	50.29	09/21/10	01/25/11	\$724.15	\$704.58	\$0.00	\$0.00	19.57
LOOMIS SAYLES BOND F 543495840	48.30	10/26/10	01/25/11	\$695.45	\$676.67	\$0.00	\$0.00	18.78
LOOMIS SAYLES BOND F 543495840	50.05	11/23/10	01/25/11	\$720.65	\$701.18	\$0.00	\$0.00	19.47
LOOMIS SAYLES BOND F 543495840	73.28	12/09/10	01/25/11	\$1,054.99	\$1,026.50	\$0.00	\$0.00	28.49
LOOMIS SAYLES BOND F 543495840	49.65	01/25/11	07/19/11	\$705.14	\$696.32	\$0.00	\$0.00	8.82
LOOMIS SAYLES BOND F 543495840	0.21	02/22/11	07/19/11	\$3.08	\$3.04	\$0.00	\$0.00	0.04
LOOMIS SAYLES BOND F 543495840	0.22	03/22/11	07/19/11	\$3.22	\$3.18	\$0.00	\$0.00	0.04
LOOMIS SAYLES BOND F 543495840	0.20	04/26/11	07/19/11	\$2.97	\$2.93	\$0.00	\$0.00	0.04
LOOMIS SAYLES BOND F 543495840	0.22	05/24/11	07/19/11	\$3.15	\$3.11	\$0.00	\$0.00	0.04

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

Charles Schwab

Schwab One® Trust Account of
EUGENE H LEE TTEE

Account Number
7094-3314

TAX YEAR 2011
YEAR-END SUMMARY

Date Prepared: February 10, 2012

Short-Term Realized Gain or (Loss) (continued)

Description	CUSIP	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale	Realized Gain or (Loss)
LOOMIS SAYLES BOND F	545495840	0.21	06/21/11	07/19/11	\$ 3.02	\$ 2.98	\$ 0.00	\$ 0.04
Security Subtotal					\$ 153,855.27	\$ 154,575.29	\$ 0.00	\$ 4,280.98
Total Short Term					\$ 152,160.99	\$ 203,422.43	\$ 3.35	\$ (11,261.44)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale	Realized Gain or (Loss)
ACCENTURE PLC CL A	C1151C101	1,054.00	03/30/07	07/19/11	\$ 64,643.22	\$ 40,456.31	\$ 0.00	\$ 24,186.91
Security Subtotal					\$ 64,643.22	\$ 40,456.31	\$ 0.00	\$ 24,186.91
BANK OF NY MELLON CP	064058100	815.00	07/24/08	05/12/11	\$ 23,190.15	\$ 29,430.51	\$ 0.00	\$ (6,240.36)
BANK OF NY MELLON CP	064058100	139.00	09/26/08	05/12/11	\$ 3,955.13	\$ 4,760.63	\$ 0.00	\$ (805.50)
BANK OF NY MELLON CP	064058100	160.00	09/26/08	07/19/11	\$ 3,946.49	\$ 5,479.86	\$ 0.00	\$ (1,533.37)
Security Subtotal					\$ 31,091.77	\$ 39,671.00	\$ 0.00	\$ (8,579.23)
BERKSHIRE HATHAWAY B	084670702	18.00	03/02/09	07/19/11	\$ 1,360.50	\$ 864.97	\$ 0.00	\$ 495.53
BERKSHIRE HATHAWAY B	084670702	100.00	03/02/09	07/19/11	\$ 7,558.37	\$ 4,805.37	\$ 0.00	\$ 2,753.00
Security Subtotal					\$ 8,918.87	\$ 5,670.34	\$ 0.00	\$ 3,248.53
BRISTOL MYERS SQUIBB	110122108	820.00	06/26/09	07/19/11	\$ 23,583.64	\$ 17,143.78	\$ 0.00	\$ 6,439.86
Security Subtotal					\$ 23,583.64	\$ 17,143.78	\$ 0.00	\$ 6,439.86
CHEVRON CORPORATION	166764100	194.00	04/05/05	06/22/11	\$ 19,721.02	\$ 11,030.86	\$ 0.00	\$ 8,690.16
CHEVRON CORPORATION	166764100	420.00	10/16/08	06/22/11	\$ 42,694.99	\$ 24,448.83	\$ 0.00	\$ 18,246.16

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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Schwab One® Trust Account of
EUGENE H LEE TTEE

Account Number
7094-3314

TAX YEAR 2011
YEAR-END SUMMARY

Date Prepared: February 10, 2012

Long-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Loss Disallowed	Wash Sale Realized Gain or (Loss)
CHEVRON CORPORATION	166764100	39.00	02/12/10	06/22/11	\$ 3,964.54	\$ 2,769.76	\$ 0.00	\$ 1,194.78
Security Subtotal					\$ 66,380.55	\$ 33,249.45	\$ 0.00	\$ 28,131.10
DISNEY VINTAGE CO	254687106	.00	00/02/02	07/19/11	\$ 2,946.85	\$ 1,479.79	\$ 0.00	\$ 2,467.07
DISNEY VINTAGE CO	254687106	.433	03/02/02	07/19/11	\$ 13,43.01	\$ 4,927.67	\$ 0.00	\$ 8,215.34
DISNEY VINTAGE CO	254687106	400.00	08/02/02	07/19/11	\$ 15,87.40	\$ 5,919.12	\$ 0.00	\$ 9,868.28
Security Subtotal					\$ 32,877.26	\$ 12,326.57	\$ 0.00	\$ 20,550.69
FRANKLIN RESOURCES I	354613101	8.00	01/24/08	07/19/11	\$ 1,037.78	\$ 781.08	\$ 0.00	\$ 256.70
FRANKLIN RESOURCES I	354613101	298.00	04/03/09	07/19/11	\$ 38,657.23	\$ 17,479.46	\$ 0.00	\$ 21,177.77
Security Subtotal					\$ 39,695.01	\$ 18,260.54	\$ 0.00	\$ 21,434.47
HOME DEPOT INC	437076102	734.00	07/11/06	07/19/11	\$ 26,511.43	\$ 25,331.52	\$ 0.00	\$ 1,179.91
Security Subtotal					\$ 26,511.43	\$ 25,331.52	\$ 0.00	\$ 1,179.91
JOHNSON & JOHNSON	473150104	246.00	04/23/10	07/19/11	\$ 16,352.69	\$ 15,974.12	\$ 0.00	\$ 378.57
JOHNSON & JOHNSON	473160104	180.00	04/23/10	10/05/11	\$ 11,253.83	\$ 11,688.38	\$ 0.00	\$ (434.55)
Security Subtotal					\$ 27,606.52	\$ 27,662.50	\$ 0.00	\$ (55.98)
MC DONALDS CORP	580135101	567.00	06/26/09	07/19/11	\$ 48,842.83	\$ 32,287.30	\$ 0.00	\$ 16,555.53
Security Subtotal					\$ 48,842.83	\$ 32,287.30	\$ 0.00	\$ 16,555.53
MERCK & CO INC NEW	58933Y105	1,759.00	05/30/08	07/19/11	\$ 62,701.72	\$ 67,971.03	\$ 0.00	\$ (5,269.31)
MERCK & CO INC NEW	58933Y105	384.00	05/30/08	10/06/11	\$ 12,056.10	\$ 14,838.47	\$ 0.00	\$ (2,782.37)
Security Subtotal					\$ 74,757.82	\$ 82,809.50	\$ 0.00	\$ (8,051.68)
(a) MICROSOFT CORP	594918104	1,952.00	09/22/06	01/05/11	\$ 54,355.87	\$ 51,825.60	\$ 0.00	\$ 2,530.27
(a) MICROSOFT CORP	594918104	7.00	09/22/06	05/12/11	\$ 176.89	\$ 185.85	\$ 0.00	\$ (8.96)

(a) Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

(b)

Charles Schwab
Schwab One® Trust Account of
EUGENE H LEE TTEE

Account Number
7094-3314

TAX YEAR 2011
YEAR-END SUMMARY

Long-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Descriptor	CUSIP	Shareholder	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Loss Disallowed	Wash Sale	Realized Gain or (Loss)
MICROSOFT CORP	594918104	1,350.00	03/02/07	05/12/11	\$ 34,114.25	\$ 37,800.00 ¹	\$ 0.00	\$ 0.00	\$ (3,685.75)	
MICROSOFT CORP	594919104	850.00	03/02/07	07/19/11	\$ 18,147.21	\$ 16,450.00 ¹	\$ 0.00	\$ 0.00	\$ (332.79)	
MICROSOFT CORP	594919104	776.00	05/26/09	07/19/11	\$ 21,236.72	\$ 17,90.01 ²	\$ 0.00	\$ 0.00	\$ 3,146.71	
MICROSOFT CORP	594918104	100.00	02/12/10	07/19/11	\$ 2,749.58	\$ 2,791.80	\$ 0.00	\$ 0.00	\$ (42.22)	
MICROSOFT CORP	594918104	100.00	02/12/10	07/19/11	\$ 2,749.58	\$ 2,791.80	\$ 0.00	\$ 0.00	\$ (42.22)	
MICROSOFT CORP	594918104	100.00	02/12/10	07/19/11	\$ 2,749.58	\$ 2,791.89	\$ 0.00	\$ 0.00	\$ (42.31)	
MICROSOFT CORP	594918104	171.00	02/12/10	07/19/11	\$ 4,701.78	\$ 4,773.98	\$ 0.00	\$ 0.00	\$ (72.20)	
Security Subtotal					\$ 141,081.46	\$ 139,630.93	\$ 0.00	\$ 0.00	\$ 1,450.53	
NORDSTROM INC	355664100	194.00	11/01/07	07/19/11	\$ 9,987.77	\$ 7,368.19	\$ 0.00	\$ 0.00	\$ 2,629.58	
Security Subtotal					\$ 9,987.77	\$ 7,368.19	\$ 0.00	\$ 0.00	\$ 2,629.58	
PFIZER INCORPORATED	717081103	100.00	06/30/08	07/19/11	\$ 1,987.29	\$ 1,751.22	\$ 0.00	\$ 0.00	\$ 236.07	
PFIZER INCORPORATED	717081103	1,226.00	06/30/08	07/19/11	\$ 24,366.58	\$ 21,470.00	\$ 0.00	\$ 0.00	\$ 2,896.58	
Security Subtotal					\$ 26,353.87	\$ 23,221.22	\$ 0.00	\$ 0.00	\$ 3,132.65	
STARBUCKS CORP	855244109	935.00	01/03/08	07/19/11	\$ 37,512.82	\$ 17,411.20	\$ 0.00	\$ 0.00	\$ 20,101.62	
Security Subtotal					\$ 37,512.82	\$ 17,411.20	\$ 0.00	\$ 0.00	\$ 20,101.62	
VERIZON COMMUNICATIO	92343V104	100.00	06/30/08	07/19/11	\$ 3,674.58	\$ 3,286.58	\$ 0.00	\$ 0.00	\$ 388.00	
VERIZON COMMUNICATIO	92343V104	100.00	06/30/08	07/19/11	\$ 3,674.58	\$ 3,286.58	\$ 0.00	\$ 0.00	\$ 388.00	
VERIZON COMMUNICATIO	92343V104	100.00	06/30/08	07/19/11	\$ 3,674.58	\$ 3,286.58	\$ 0.00	\$ 0.00	\$ 388.00	
VERIZON COMMUNICATIO	92343V104	175.00	06/30/08	07/19/11	\$ 6,430.52	\$ 5,751.45	\$ 0.00	\$ 0.00	\$ 679.07	
VERIZON COMMUNICATIO	92343V104	200.00	06/30/08	07/19/11	\$ 7,349.17	\$ 6,573.16	\$ 0.00	\$ 0.00	\$ 776.01	
VERIZON COMMUNICATIO	92343V104	732.00	06/30/08	07/19/11	\$ 26,897.96	\$ 24,057.75	\$ 0.00	\$ 0.00	\$ 2,840.21	
VERIZON COMMUNICATIO	92343V104	36.00	02/12/10	07/19/11	\$ 1,322.85	\$ 972.91	\$ 0.00	\$ 0.00	\$ 349.94	

¹Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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Schwab One® Trust Account of
EUGENE H LEE TTEE

Account Number
7094-3314

**TAX YEAR 2011
YEAR-END SUMMARY**

Date Prepared: February 10, 2012

Long-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In, First Out (FIFO)

Description	CUSIP	Quantity/ ^{Net} Pct	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Loss Disallowed	Wash State	Realized Gain or (Loss)
VERIZON COMMUNICATIONS INC	02243V104	200.00	32/12/10	37/12/11	\$ 7,349.19	\$ 5,405.04	\$ 0.00	\$ 0.00	\$ 1,944.15
Security Subtotal					\$ 40,373.43	\$ 52,620.05	\$ 0.00	\$ 0.00	\$ 7,753.38
WAL-MART STORES INC	63142163	400.00	07/12/06	07/12/11	\$ 2,617.79	\$ 1,950.75	\$ 0.00	\$ 0.00	\$ 367.06
WAL-MART STORES INC	63142103	955.00	03/13/07	07/12/11	\$ 5,676.41	\$ 4,399.79	\$ 0.00	\$ 0.00	\$ 7,076.62
WAL-MART STORES INC	63142163	282.30	03/13/07	10/25/11	\$ 4,795.94	\$ 13,110.72	\$ 0.00	\$ 0.00	\$ -685.22
Security Subtotal					\$ 8,590.14	\$ 59,461.24	\$ 0.00	\$ 0.00	\$ 9,128.90
WALGREEN COMPANY	631422169	633.00	01/03/08	07/12/11	\$ 26,489.19	\$ 22,282.58	\$ 0.00	\$ 0.00	\$ 4,206.61
Security Subtotal					\$ 26,489.19	\$ 22,282.58	\$ 0.00	\$ 0.00	\$ 4,206.61
Total Long-Term					\$ 81,5307.60	\$ 661,864.22	\$ 0.00	\$ 0.00	\$ 153,443.38

Total Realized Gain or (Loss)

Description	Total Proceeds	Cost Basis	Loss Disallowed	Wash State	Realized Gain or (Loss)
Total Short-Term Realized Gain or (Loss)	\$ 192,160.99	\$ 203,422.43	\$ 0.00	\$ 0.00	\$ (11,261.44)
Total Long-Term Realized Gain or (Loss)	\$ 815,307.60	\$ 661,864.22	\$ 0.00	\$ 0.00	\$ 153,443.38
Total Realized Gain or (Loss)	\$ 1,007,468.59	\$ 865,286.65	\$ 0.30	\$ 142,181.94	

Please see the "Endnotes for You, Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

"G000011711214"

Morgan Stanley
Smith Barney

Tax Year 2011

EUGENE H LEE TTEE Account Number: 144 011227 007

REALIZED GAIN/(LOSS) SUMMARY

This Gain and Loss Summary is provided for informal general purposes only. It is important that you consult with a professional tax advisor regarding your individual tax situation, as Morgan Stanley Smith Barney LLC ("Morgan Stanley Smith Barney") cannot provide you with tax advice. Although Morgan Stanley Smith Barney is providing this information as an additional service, we do not guarantee that it is sufficient for tax reporting purposes, and are not liable for your reliance upon or use of this information. The Gain and Loss Summary is not a substitute 1099 form, or any other appropriate tax form, has not been supplied to the IRS and should not be filed with your taxes.

If local basis information is not available =, gain or loss will not be reflected on this Statement. For securities not directly held in Morgan Stanley Smith Barney, including securities purchased elsewhere and later transferred to Morgan Stanley Smith Barney, cost basis information may not be provided. To correct any information supplied by your financial advisor, please inform your financial advisor. To add cost basis information, you may either inform your Financial Advisor or input the data directly into the Morgan Stanley Smith Barney system. To add cost basis information, you may either inform your Financial Advisor or input the data directly into the Morgan Stanley Smith Barney system. Morgan Stanley Smith Barney will adjust cost basis as appropriate in accordance with tax laws. However, Morgan Stanley Smith Barney is not responsible for any tax consequences resulting from the use of this information. Morgan Stanley Smith Barney is not responsible for any tax consequences resulting from the use of this information.

Long Term

DESCRIPTION	DATE ENTERED	DATE ADJUSTED	REALIZED GAIN/(LOSS)
TOTAL COST	ORIGINAL ADJUSTED	PROCEEDS	
GECC TLGP	3 000 12-09-11	20/09/2011	(\$7,014.00)
WELLS FARGO TLGP	3 000 12-09-11	20/09/2011	\$0.00
Total Long Term			(\$7,326.00)
			\$0.00
			\$0.00

provided original costs, the adjusted cost will be "0.00".

F This transaction was executed elsewhere and the securities were later transferred to your Morgan Stanley Smith Barney LLC account. The trade history for this transaction was provided to Morgan Stanley Smith Barney LLC by your prior financial institution.

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 3-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	Name of exempt organization or other filer, see instructions. BLAKEMORE FOUNDATION	Employer identification number (EIN) or X 91-1505735
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O EUGENE LEE, 1201 THIRD AVE, 49TH FLOOR	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SEATTLE, WA 98101-3095	

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

0 4

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 403(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

EUGENE LEE

• The books are in the care of ► **1201 THIRD AVE., 49TH FLOOR – SEATTLE, WA 98101-3095**
Telephone No. ► **(206) 359-8778** 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 **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year **2011** or

► tax year beginning and ending

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	\$ 4,200.
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	\$ 0.
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	\$ 4,200.

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 Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)