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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation APEX FOUNDATION		A Employer identification number 91-1950397
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 245	Room/suite	B Telephone number (425) 460-2500
City or town, state, and ZIP code BELLEVUE, WA 98009		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 112,200,867.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		99,223.	98,630.		STATEMENT 1
4 Dividends and interest from securities		1,469,206.	1,469,069.		STATEMENT 2
5a Gross rents		38,926.	25,924.		STATEMENT 3
b Net rental income or (loss) <64,034.>					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		<595,239.>			
b Gross sales price for all assets on line 6a 89,595,554.					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<7,486.>	635.		STATEMENT 5
12 Total. Add lines 1 through 11		1,004,630.	1,594,258.		
13 Compensation of officers, directors, trustees, etc.		392,311.	95,000.		297,311.
14 Other employee salaries and wages		365,190.	25,188.		340,002.
15 Pension plans, employee benefits		77,686.	14,974.		62,712.
16a Legal fees STMT 6		2,617.	2,617.		0.
b Accounting fees STMT 7		7,719.	0.		7,719.
c Other professional fees STMT 8		118,887.	89,805.		29,082.
17 Interest STMT 9		2,563.	2,226.		0.
18 Taxes STMT 9		78,187.	40,635.		37,431.
19 Depreciation and depletion		42,738.	37,630.		
20 Occupancy					
21 Travel, conferences, and meetings		21,959.	0.		21,959.
22 Printing and publications					
23 Other expenses STMT 10		155,832.	87,682.		66,938.
24 Total operating and administrative expenses. Add lines 13 through 23		1,265,689.	395,757.		863,154.
25 Contributions, gifts, grants paid		4,932,268.			1,617,517.
26 Total expenses and disbursements. Add lines 24 and 25		6,197,957.	395,757.		2,480,671.
27 Subtract line 26 from line 12:		<5,193,327.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			1,198,501.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 26 2012
Operating and Administrative Expenses

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		252,507.	831,773.	831,773.
	2	Savings and temporary cash investments		2,965,221.	11,348,636.	11,348,636.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶ 13,059,500.				
		Less: allowance for doubtful accounts ▶ 0.		14,859,500.	13,059,500.	13,059,500.
	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 11	2,544,752.	2,376,596.	510,856.	
	c	Investments - corporate bonds STMT 12	100,000.	100,000.	100,000.	
11	Investments - land, buildings, and equipment basis ▶ 2,678,456.					
	Less accumulated depreciation STMT 13 ▶ 204,733.	2,511,353.	2,473,723.	2,473,723.		
12	Investments - mortgage loans					
13	Investments - other STMT 14	94,536,079.	81,972,573.	76,059,092.		
14	Land, buildings, and equipment basis ▶ 37,732.					
	Less accumulated depreciation STMT 15 ▶ 34,126.	8,098.	3,606.	3,606.		
15	Other assets (describe ▶ STATEMENT 16)	7,395,905.	7,813,681.	7,813,681.		
16	Total assets (to be completed by all filers)	125,173,415.	119,980,088.	112,200,867.		
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 checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	125,173,415.	119,980,088.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances	125,173,415.	119,980,088.			
31	Total liabilities and net assets/fund balances	125,173,415.	119,980,088.			

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	125,173,415.
2	Enter amount from Part I, line 27a	2	<5,193,327.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	119,980,088.
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	119,980,088.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 89,595,554.		90,190,793.	<595,239.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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. (i) over col. (j), if any		
a				
b				
c				
d				
e			<595,239.>	
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 <595,239.>
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		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		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	4,386,612.	90,655,423.	.048388
2009	3,818,691.	85,531,830.	.044646
2008	4,954,639.	108,120,304.	.045825
2007	11,292,060.	127,317,710.	.088692
2006	4,689,193.	126,811,046.	.036978
2 Total of line 1, column (d)			2 .264529
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 .052906
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 94,286,716.
5 Multiply line 4 by line 3			5 4,988,333.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 11,985.
7 Add lines 5 and 6			7 5,000,318.
8 Enter qualifying distributions from Part XII, line 4			8 2,900,267.

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. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	23,970.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	23,970.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	23,970.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	27,457.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	30,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	57,457.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	33,487.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 33,487. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► CRAIG STEWART Located at ► ONE 100TH AVE. NE, BELLEVUE, WA Telephone no. ► (425) 460-2500 ZIP+4 ► 98004			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
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	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/>	1b	X
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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

X

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?

☒ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CRAIG W. STEWART P.O. BOX 245 BELLEVUE, WA 98009	PRESIDENT 30.00	202,311.	24,401.	0.
JOLENE M. MCCAWE P.O. BOX 1717 BELLEVUE, WA 98009	VICE PRESIDENT 10.00	0.	0.	0.
BRUCE R. MCCAWE P.O. BOX 1717 BELLEVUE, WA 98009	VICE PRESIDENT 10.00	0.	0.	0.
DAVID BRADY P.O. BOX 1607 BELLEVUE, WA 98009	SECRETARY/TREASURER 20.00	190,000.	9,996.	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
AURELIE COUETTE P.O. BOX 245, BELLEVUE, WA 98009	PROGRAM MANAGER 40.00	80,750.	8,711.	0.
JORDAN MCCARREN P.O. BOX 245, BELLEVUE, WA 98009	PROGRAM ASSOCIATE FOR PUBLIC POLICY 40.00	58,000.	4,920.	0.

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
GOLDMAN SACHS 200 WEST STREET, NEW YORK, NY 10282	INVESTMENT MANAGEMENT	89,805.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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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	82,304,929.
b	Average of monthly cash balances	1b	7,086,761.
c	Fair market value of all other assets	1c	6,330,864.
d	Total (add lines 1a, b, and c)	1d	95,722,554.
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	95,722,554.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,435,838.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	94,286,716.
6	Minimum investment return. Enter 5% of line 5	6	4,714,336.

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	4,714,336.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	23,970.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	1,727.
c	Add lines 2a and 2b	2c	25,697.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,688,639.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,688,639.
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	4,688,639.

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	2,480,671.
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	419,596.
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	2,900,267.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,900,267.

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				4,688,639.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	2,097,468.			
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	2,097,468.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 2,900,267.				
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				2,900,267.
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))	1,788,372.			1,788,372.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	309,096.			
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	309,096.			
10 Analysis of line 9:				
a Excess from 2007	309,096.			
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 18				1,617,517.
Total			▶ 3a	1,617,517.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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



- | | | Yes | No |
|-----|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) | Cash | 1a(1) | X |
| (2) | Other assets | 1a(2) | X |
| b | Other transactions: | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | X |
| (4) | Reimbursement arrangements | 1b(4) | X |
| (5) | Loans or loan guarantees | 1b(5) | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  Craig W. Stewart 11/15/2012  PRESIDENT

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 9)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JANE M. SEARING	<i>Jane M Searing</i>	11-15-12		P00000565
	Firm's name ▶ CLARK NUBER P.S.			Firm's EIN ▶ 91-1194016	
	Firm's address ▶ 10900 NE 4TH, SUITE 1700 BELLEVUE, WA 98004			Phone no. 425-454-4919	

APEX FOUNDATION

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	RUSSELL - INTERNATIONAL	P	VARIOUS	VARIOUS
b	RUSSELL - U.S. SMALL CAP	P	VARIOUS	VARIOUS
c	RUSSELL - INVESTMENT GRADE BOND	P	VARIOUS	VARIOUS
d	RUSSELL - U.S. VALUE I	P	VARIOUS	VARIOUS
e	RUSSELL - U.S. GROWTH I	P	VARIOUS	VARIOUS
f	GOLDMAN SACHS VARIOUS ST	P	VARIOUS	VARIOUS
g	GOLDMAN SACHS VARIOUS LT	P	VARIOUS	VARIOUS
h	NORTHERN TRUST VARIOUS ST	P	VARIOUS	VARIOUS
i	NORTHERN TRUST VARIOUS LT	P	VARIOUS	VARIOUS
j	RUSSELL - ALTERNATIVE STRATEGIES FUND	P	VARIOUS	VARIOUS
k	GS CAPITAL PARTNERS V INST.	P	VARIOUS	VARIOUS
l	GSCP V INSTITUTIONAL AIV	P	VARIOUS	VARIOUS
m	GS CAPITAL PARTNERS VI PARALLEL	P	VARIOUS	VARIOUS
n	GS CAPITAL PARTNERS VI PARALLEL	P	VARIOUS	VARIOUS
o	GS CAPITAL PARTNERS VI PARALLEL 1256 STRADDLE 40%	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	13,029,241.	15,478,180.	<2,448,939.>
b	4,730,508.	5,662,449.	<931,941.>
c	9,402,984.	9,018,945.	384,039.
d	17,892,911.	20,723,279.	<2,830,368.>
e	18,618,785.	15,103,005.	3,515,780.
f	5,883,618.	5,700,090.	183,528.
g	9,430,047.	8,701,204.	728,843.
h	2,442,865.	2,328,115.	114,750.
i	4,439,424.	3,319,943.	1,119,481.
j	168,046.	1,402,000.	<1,233,954.>
k	85,171.		85,171.
l	43,096.		43,096.
m	443.		443.
n		15,406.	<15,406.>
o	6.		6.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<2,448,939.>
b			<931,941.>
c			384,039.
d			<2,830,368.>
e			3,515,780.
f			183,528.
g			728,843.
h			114,750.
i			1,119,481.
j			<1,233,954.>
k			85,171.
l			43,096.
m			443.
n			<15,406.>
o			6.

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

APEX FOUNDATION

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	GS CAPITAL PARTNERS VI PARALLEL 1256 STRADDLE 60%	P	VARIOUS	VARIOUS
b	GS PORTFOLIO - OFFSHORE	P	VARIOUS	VARIOUS
c	GS HEDGE FUND PORTFOLIO	P	10/15/04	12/15/11
d	NT UNREALIZED GAINS	P	VARIOUS	VARIOUS
e	TRAFFIC GAUGE	P	06/01/04	12/27/11
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8.			8.
b 645,824.		320,007.	325,817.
c 2,778,271.		2,250,014.	528,257.
d			0.
e 4,306.		168,156.	<163,850.>
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			8.
b			325,817.
c			528,257.
d			0.
e			<163,850.>
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<595,239.>
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

2011 DEPRECIATION AND AMORTIZATION REPORT

LINBROOK BUILDINGS 9, 11 & 12

RENT

1

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
9	ORGANIZATION COSTS	100406195	195	1M	43	1,540.			1,540.	1,540.		0.
	LINBROOK 9											
5	LINBROOK 9 LAND	061506L				650,350.			650,350.			0.
6	LINBROOK 9 BUILDINGS	061506SL		39.00	17	585,638.			585,638.	68,198.		15,016.
15	LINBROOK 9 TENANT IMPROVEMENTS	043008SL		39.00	17	39,462.			39,462.	2,741.		1,012.
	* 990-PF RENTAL											
	TOTAL - LINBROOK 9					1275450.		0.	1275450.	70,939.	0.	16,028.
	LINBROOK 11 & 12											
7	LINBROOK 11 & 12 LAND	061506L				560,511.			560,511.			0.
8	LINBROOK 11 & 12 BUILDING	061506SL		39.00	17	801,099.			801,099.	93,290.		20,541.
17	LINBROOK 12 TENANT IMPROVEMENTS	043008SL		39.00	17	41,398.			41,398.	2,874.		1,061.
	* 990-PF RENTAL											
	TOTAL - LINBROOK 11					1403008.		0.	1403008.	96,164.	0.	21,602.
	* GRAND TOTAL					2679998.		0.	2679998.	168,643.	0.	37,630.
	990-PF RENTAL DEPR											

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER PRINTER	010501	SL	5.00	16	700.			700.	700.		0.
2	LASER PRINTER	060501	SL	5.00	16	1,336.			1,336.	1,336.		0.
3	LAPTOP COMPUTER	062502	SL	5.00	16	1,370.			1,370.	1,370.		0.
4	COMPUTER DELL	012204	SL	5.00	16	1,794.			1,794.	1,794.		0.
10	COMPUTER DELL	081507	SL	5.00	16	1,673.			1,673.	1,144.		335.
11	COMPUTER DELL	111407	SL	5.00	16	1,873.			1,873.	1,187.		375.
12	LOAN FEES - MOF	063007		60M	43	6,025.			6,025.	4,218.		1,205.
13	DELL LAPTOP / DOCKING STATION	111308	SL	5.00	16	2,594.			2,594.	1,124.		519.
14	GRANT MANAGEMENT SOFTWARE	072208	SL	3.00	16	18,546.			18,546.	14,940.		3,606.
20	MACBOOK AIR	041111	SL	5.00	16	1,821.			1,821.			273.
	* TOTAL 990-PF PG 1 DEPR & AMORT					37,732.		0.	37,732.	27,813.	0.	6,313.

128102
05-01-11

(D) Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

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

SOURCE	AMOUNT
ELG LLC K-1	218.
GOLDMAN SACHS	79,139.
GS CAPITAL PARTNERS V INSTITUTIONAL	7,987.
GS CAPITAL PARTNERS VI PARALLEL	11,787.
GSCP V INSTITUTIONAL AIV LP	0.
MORGAN STANLEY - FIXED INCOME	92.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	99,223.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF AMERICA	0.	0.	0.
ELG K-1	1.	0.	1.
GOLDMAN SACHS	192,612.	0.	192,612.
GS CAPITAL PARTNERS V INSTITUTIONAL	88,848.	0.	88,848.
GS CAPITAL PARTNERS VI PARALLEL	40,880.	0.	40,880.
GSCP V INSTITUTIONAL AIV	2,291.	0.	2,291.
GSCP VI PARALLEL AIV LP	0.	0.	0.
MORGAN STANLEY	20,141.	0.	20,141.
NORTHERN TRUST	896,206.	0.	896,206.
RUSSELL FUNDS	228,227.	0.	228,227.
TOTAL TO FM 990-PF, PART I, LN 4	1,469,206.	0.	1,469,206.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LINBROOK BUILDINGS 9,11 & 12	1	21,600.
ELG LLC K-1	2	17,326.
TOTAL TO FORM 990-PF, PART I, LINE 5A		38,926.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	4
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		37,630.	
DUES & ASSESSMENTS		12,775.	
INSURANCE		1,565.	
LINBROOK LEGAL FEES		1,740.	
UTILITIES		8,253.	
SECURITY MONITORING		1,454.	
GENERAL MAINTENANCE		1,569.	
REPAIRS		9,708.	
REAL ESTATE TAXES		26,821.	
SUPPLIES		705.	
MISCELLANEOUS		740.	
- SUBTOTAL -	1		102,960.
TOTAL RENTAL EXPENSES			102,960.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			<64,034.>

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GS CAPITAL PARTNERS V INSTITUTIONAL	<11,608.>	0.	
GSCP V INSTITUTIONAL AIV	2,966.	566.	
GS CAPITAL PARTNERS VI PARALLEL	67.	69.	
GS CAPITAL PARTNERS VI PARALLEL	1,089.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<7,486.>	635.	

FORM 990-PF	LEGAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	877.	877.		0.
LINBROOK LEGAL FEES	1,740.	1,740.		0.
TO FM 990-PF, PG 1, LN 16A	2,617.	2,617.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	7,719.	0.		7,719.
TO FORM 990-PF, PG 1, LN 16B	7,719.	0.		7,719.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROGRAM CONSULTING	24,000.	0.		24,000.
GOLDMAN SACHS MANAGEMENT				
FEES	89,805.	89,805.		0.
WEBSITE DESIGN	5,082.	0.		5,082.
TO FORM 990-PF, PG 1, LN 16C	118,887.	89,805.		29,082.

FORM 990-PF	TAXES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES LESS				
REFUND	121.	0.		0.
PAYROLL TAX	47,909.	10,516.		37,393.
FOREIGN TAXES PAID	3,298.	3,298.		0.
SALES TAX	38.	0.		38.
REAL ESTATE TAXES	26,821.	26,821.		0.
TO FORM 990-PF, PG 1, LN 18	78,187.	40,635.		37,431.

FORM 990-PF

OTHER EXPENSES

STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE & DELIVERY	84.	0.		84.
DUES & SUBSCRIPTIONS	1,323.	0.		1,323.
LICENSES & PERMITS	25.	0.		25.
INSURANCE	7,628.	0.		7,628.
MILEAGE	2,182.	0.		2,182.
MISCELLANEOUS	181.	0.		181.
PARKING	134.	0.		134.
PROGRAM DEVELOPMENT	15,512.	0.		15,512.
TELEPHONE	232.	0.		232.
ACCRUAL TO CASH ADJUSTMENT	10,727.	0.		10,727.
CONTINUING EDUCATION	1,420.	0.		1,420.
OFFICE EXPENSE	3,464.	0.		3,464.
GS CAPITAL PARTNERS V INST.	26,665.	26,658.		0.
GS CAPITAL PARTNERS VI PARALLEL	17,966.	17,966.		0.
ELG INVESTMENT EXPENSE	12.	12.		0.
GSCP VI PARALLEL AIV	1,361.	1,361.		0.
GSCP V INSTITUTIONAL AIV	4,791.	4,791.		0.
MORGAN STANLEY INVESTMENT EXPENSE	30.	30.		0.
PAYROLL RELATED EXPENSE	370.	0.		370.
PROGRAM CONSULTING	18,000.	0.		18,000.
SUPPLIES	5,656.	0.		5,656.
NORTHERN TRUST INVESTMENT EXPENSE	95.	95.		0.
DUES & ASSESSMENTS	12,775.	12,775.		0.
INSURANCE	1,565.	1,565.		0.
UTILITIES	8,253.	8,253.		0.
SECURITY MONITORING	1,454.	1,454.		0.
GENERAL MAINTENANCE	1,569.	1,569.		0.
REPAIRS	9,708.	9,708.		0.
SUPPLIES	705.	705.		0.
MISCELLANEOUS	740.	740.		0.
AMORTIZATION	1,205.	0.		0.
TO FORM 990-PF, PG 1, LN 23	155,832.	87,682.		66,938.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY SECURITIES - ALCATEL / LUCENT	143,000.	15,226.
MORGAN STANLEY SECURITIES - EMBARQ	206,362.	258,354.
MORGAN STANLEY SECURITIES - SPRINT / NEXTEL	2,027,234.	237,276.
TRAFFIC GAUGE STOCK	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,376,596.	510,856.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FRITSCHER CAPITAL	100,000.	100,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	100,000.	100,000.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT		STATEMENT 13
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LINBROOK 9 LAND	650,350.	0.	650,350.
LINBROOK 9 BUILDINGS	585,638.	83,214.	502,424.
LINBROOK 11 & 12 LAND	560,511.	0.	560,511.
LINBROOK 11 & 12 BUILDING	801,099.	113,831.	687,268.
ORGANIZATION COSTS	1,540.	1,540.	0.
LINBROOK 9 TENANT IMPROVEMENTS	39,462.	3,753.	35,709.
LINBROOK 12 TENANT IMPROVEMENTS	41,398.	3,935.	37,463.
TOTAL TO FM 990-PF, PART II, LN 11	2,679,998.	206,273.	2,473,725.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	14
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADJUSTMENT TO BASIS IN LINBROOK LLC	COST	2,147.	2,147.
ELG LLC	COST	449,145.	500,000.
GOLDMAN SACHS	COST	1,387,804.	3,254,994.
GOLDMAN SACHS GS PTRS K-1 ADJ	COST	2,447,452.	0.
RUSSELL FUNDS	FMV	3,210,313.	3,740,578.
NORTHERN TRUST	COST	74,475,712.	68,561,373.
TOTAL TO FORM 990-PF, PART II, LINE 13		81,972,573.	76,059,092.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	15
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER PRINTER	700.	700.	0.
LASER PRINTER	1,336.	1,336.	0.
LAPTOP COMPUTER	1,370.	1,370.	0.
COMPUTER	1,794.	1,794.	0.
COMPUTER DELL OPTIPLEX 745	1,673.	1,479.	194.
COMPUTER DELL OPTIPLEX 745	1,873.	1,562.	311.
LOAN FEES - MOF	6,025.	5,423.	602.
DELL LAPTOP / DOCKING STATION	2,594.	1,643.	951.
GRANT MANAGEMENT SOFTWARE	18,546.	18,546.	0.
MACBOOK AIR	1,821.	273.	1,548.
TOTAL TO FM 990-PF, PART II, LN 14	37,732.	34,126.	3,606.

FORM 990-PF	OTHER ASSETS	STATEMENT	16
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SPACE MEMORABILIA	3,989,509.	4,185,940.	4,185,940.
SPITFIRE	1,075,000.	1,075,000.	1,075,000.
NORM TAYLOR COLLECTION	717,016.	717,016.	717,016.
RARE BOOKS	1,614,380.	1,614,380.	1,614,380.
LINCOLN	0.	221,345.	221,345.
TO FORM 990-PF, PART II, LINE 15	7,395,905.	7,813,681.	7,813,681.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 17

NAME OF MANAGER

JOLENE M. MCCAWE

BRUCE R. MCCAWE

Apex Foundation

EIN: 91-1950397

2011 Form 990-PF

Part XV, line 3a - Grants Paid

Date	Organization	Address	Status	Support Type	Amount
1/18/2011	Friends of Gettysburg	PO Box 4629 Gettysburg, PA 17325	501 (c) (3)	General Operating Support	150
1/18/2011	Kansas Cosmosphere & Space Center	1100 North Plum Street Hutchinson, KS 67501	501 (c) (3)	General Operating Support	1,000
1/18/2011	OSS Society Inc	6723 Whittier Ave Suite 200 McLean, VA 22101	501 (c) (3)	General Operating Support	150
1/18/2011	Program for Early Parent Support	4649 Sunnyside Avenue N #324 Seattle, WA 98103	501 (c) (3)	Sponsorship	1,000
1/18/2011	Saratoga Automobile Museum	110 Avenue of the Pines Saratoga Springs, NY 12866-6220	501 (c) (3)	General Operating Support	1,000
1/20/2011	Bellevue Lifespring	Po Box 53203 Bellevue, WA 98015-3203	501 (c) (3)	General Operating Support	853
1/26/2011	Camp Dudley YMCA, Inc	126 Dudley Road Westport, NY 12993	501 (c) (3)	Matching Gift	100
1/26/2011	Community Health Africa-A Poverty Solution	PO Box 40529 Bellevue, WA 98015	501 (c) (3)	Matching Gift	850
1/26/2011	Congressional Medal of Honor FOUNDATION	40 Patriots Point Road Mt. Pleasant, SC 29464	501 (c) (3)	Sponsorship	25,000
1/26/2011	Congressional Medal of Honor SOCIETY	40 Patriots Point Road Mt. Pleasant, SC 29464	501 (c) (3)	Pledge - Multi-Year	50,810
1/26/2011	Islandwood	4450 Blakely Avenue NE Bainbridge Island, WA 98110-2257	501 (c) (3)	Sponsorship	5,000
1/26/2011	Philanthropy Northwest	2101 Fourth Avenue Suite 650 Seattle, WA 98121	501 (c) (3)	General Operating Support	5,950
1/26/2011	Rwanda Girls Initiative	Po Box 325 Medina, WA 98039	501 (c) (3)	General Operating Support	113
1/26/2011	Team Seattle Guild	19817 SE 23rd Street Sammamish, WA 98075	501 (c) (3)	General Operating Support	5,000
1/26/2011	University of Washington Foundation	UW Tower, Box 359505 Seattle, WA 98195-9505	501 (c) (3)	Project Support	19,310

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Part XV, line 3a - Grants Paid

Date	Organization	Address	Status	Support Type	Amount
1/27/2011	GuideStar	4801 Courthouse Street Suite 220 Williamsburg, VA 23188	501 (c) (3)	General Operating Support	1,000
2/2/2011	Bellevue Lifespring	Po Box 53203 Bellevue, WA 98015	501 (c) (3)	Sponsorship	2,500
2/2/2011	Community Health Africa- A Poverty Solution	PO Box 40529 Bellevue, WA 98015	501 (c) (3)	Matching Gift	4,000
2/8/2011	Common Sense Alliance	PO Box 1249 Friday Harbor, WA 98250	501 (c) (3)	General Operating Support	5,000
2/8/2011	Evergreen Healthcare Foundation	12040 NE 128th St Msc 5 Kirkland, WA 98034	501 (c) (3)	Memorial Gift	1,000
2/8/2011	Foundation of the 1st Cavalry Div Assoc	302 North Main Copperas Cove, TX 76522-1799	501 (c) (3)	Memorial Gift	5,000
2/8/2011	KPLU-FM Pacific Lutheran University	1010 S St Tacoma, WA 98447-0001	501 (c) (3)	Matching Gift	150
2/8/2011	Lakeside School	14050 1st Avenue NE Seattle, WA 98125-3025	501 (c) (3)	Matching Gift	100
2/8/2011	Loomis Chaffee School	4 Batchelder Road Windsor, CT 06095	501 (c) (3)	Matching Gift	100
2/8/2011	Marsha Rivkin Center for Ovarian Cancer Research	801 Broadway Suite 701 Seattle, WA 98122	501 (c) (3)	Memorial Gift	5,000
2/8/2011	Middlebury College	5370 Middlebury College Middlebury, VT 05753	501 (c) (3)	Matching Gift	100
2/8/2011	Reed College	3203 SE Woodstock Blvd Portland, OR 97202	501 (c) (3)	Matching Gift	500
2/8/2011	Skyline Camp	1669 West Maple Road Birmingham, MI 48009	501 (c) (3)	Matching Gift	750
2/17/2011	Chief Seattle Council, Boy Scouts of America	PO Box 440408 Seattle, WA 98144	501 (c) (3)	Sponsorship	10,000

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2011 Form 990-PF**Part XV, line 3a - Grants Paid**

Date	Organization	Address	Status	Support Type	Amount
2/17/2011	TVW	PO Box 25 Olympia, WA 98507	501 (c) (3)	Sponsorship	2,250
3/1/2011	American Air Museum In Britain	PO Box 97055 Washington, DC 20090	501 (c) (3)	General Operating Support	150
3/1/2011	American Museum of Natural History	Central Park West at 79th Street New York, NY 10024	501 (c) (3)	General Operating Support	400
3/1/2011	Castle Air Museum Foundation	5050 Santa Fe Drive Atwater, CA 95301	501 (c) (3)	General Operating Support	60
3/1/2011	Monterey Bay Aquarium	886 Cannery Row Monterey, CA 93940	501 (c) (3)	General Operating Support	450
3/1/2011	Pages Ahead Children's Literacy Program	1130 NW 85th Street Seattle, WA 98117	501 (c) (3)	Sponsorship	165
3/4/2011	Association of Small Foundations	1720 N Street NW Washington, DC 20036	501 (c) (3)	General Operating Support	695
3/4/2011	Chief Seattle Council Scoutreach Foundation	Boy Scouts of America 3120 Rainier Avenue S Seattle, WA 98144	501 (c) (3)	Matching Gift	75
3/4/2011	Giant Magnet	305 Harrison St Seattle, WA 98109-4623	501 (c) (3)	General Operating Support	5,000
3/4/2011	Jeff Cooper Legacy Foundation	16 East Dawn Drive Tempe, AZ 85284-3127	501 (c) (3)	General Operating Support	1,000
3/4/2011	Philanthropy Roundtable	1730 M Street, NW Suite 601 Washington, DC 20036	501 (c) (3)	General Operating Support	1,500
3/4/2011	Seattle Children's Guild Association	PO Box 50020 4800 Sand Point Way NE Seattle, WA 98146-5020	501 (c) (3)	Matching Gift	250
3/7/2011	League of Education Voters	2734 N. Westlake Ave Seattle, WA 98109	501 (c) (3)	Sponsorship	1,000
3/14/2011	New Life Church @ Renton	15717 152nd Ave SE Renton, WA 98058	501 (c) (3)	Matching Gift	5,000
3/28/2011	Allergy And Asthma Network-Mothers Of Asthmatics Inc	2751 Prosperity Ave Ste 150 Fairfax, VA 22031-4343	501 (c) (3)	General Operating Support	1,000
3/28/2011	American Council of Trustees & Alumni	1726 M Street, NW, Suite 802 Washington, DC 20036	501 (c) (3)	Project Support	35,000

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2011 Form 990-PF**Part XV, line 3a - Grants Paid**

Date	Organization	Address	Status	Support Type	Amount
3/28/2011	Behind the Badge Foundation	PO Box 2047 Issaquah, WA 98027	501 (c) (3)	Sponsorship	1,000
3/28/2011	Interlm Community Development Association	310 Maynard Ave South Seattle, WA 98104	501 (c) (3)	General Operating Support	100
3/28/2011	Teen Project	22431 B160 Antonio Parkway, Suite 527 Rancho Santa Margarita, CA 92688	501 (c) (3)	General Operating Support	5,000
3/28/2011	Whim W'Him	2030 13th Ave West Suite 203 Seattle, WA 98119	501 (c) (3)	General Operating Support	25,000
3/28/2011	Woodland Park Zoo	601 N 59th Street Seattle, WA 98103	501 (c) (3)	General Operating Support	1,000
4/18/2011	American Red Cross	PO Box 37295 Washington, DC 20013	501 (c) (3)	Matching Gift	50
4/18/2011	Chief Seattle Council, Boy Scouts of America	PO Box 440408 Seattle, WA 98144	501 (c) (3)	Pledge	5,500
4/18/2011	National Air and Space Museum	MRC 321 PO Box 37012 Washington, DC 20013	501 (c) (3)	General Operating Support	10,000
4/18/2011	Program for Early Parent Support	4649 Sunnyside Avenue N #324 Seattle, WA 98103	501 (c) (3)	Matching Gift	250
4/18/2011	Simple Measures	PO Box 94493 Seattle, WA 98124-6793	501 (c) (3)	Matching Gift	500
4/18/2011	World Vision International	Po Box 9716 Federal Way, WA 98063-9716	501 (c) (3)	Matching Gift	200
4/26/2011	Washington Wind Symphony	PO Box 3743 Bellevue, WA 98009	501 (c) (3)	Matching Gift	2,000
5/9/2011	Fred Rogers Center	at Saint Vincent College 300 Fraser Purchase Road Latrobe, PA 15650-2690	509(a)(1)	Pledge - Multi-Year	50,000
5/11/2011	Behind the Badge Foundation	PO Box 2047 Issaquah, WA 98027	501 (c) (3)	General Operating Support	5,000

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2011 Form 990-PF

Part XV, line 3a - Grants Paid

Date	Organization	Address	Status	Support Type	Amount
5/11/2011	Massachusetts Fallen Soldiers Fund	PO Box 962061 Milk Street Post Office Boston, MA 02196	501 (c) (3)	General Operating Support	200
5/11/2011	Philanthropy Northwest	2101 Fourth Avenue Suite 650 Seattle, WA 98121	501 (c) (3)	Sponsorship	2,000
5/11/2011	St Thomas School	8300 N.E. 12th Street Medina, WA 98039	501 (c) (3)	General Operating Support	20,000
5/11/2011	Village Theatre	PO Box 2350 Issaquah, WA 98027	501 (c) (3)	Sponsorship	1,000
5/12/2011	Team Read	PO Box 94042 Seattle, WA 98124	501 (c) (3)	Matching Gift	375
5/19/2011	Friends of Gettysburg	PO Box 4629 Gettysburg, PA 17325	501 (c) (3)	General Operating Support	5,000
5/19/2011	Mount Vernon Ladies Association Of The Union	PO Box 110 Mount Vernon, VA 22121	501 (c) (3)	General Operating Support	5,000
5/19/2011	Portland Art Museum	1219 SW Park Ave Portland, OR 97205	501 (c) (3)	Sponsorship	10,000
5/24/2011	Thomas Jefferson Foundation	Post Office Box 217 Charlottesville, VA 22902	501 (c) (3)	General Operating Support	5,000
5/25/2011	Boys and Girls Club Of King County	603 Stewart Street Suite 300 Seattle, WA 98101-1289	501 (c) (3)	General Operating Support	2,500
5/26/2011	KING FM 98.1	10 Harrison Street Suite Seattle, WA 98109	501 (c) (3)	General Operating Support	2,600
6/2/2011	American Red Cross	PO Box 37295 Washington, DC 20013	501 (c) (3)	Matching Gift	50
6/2/2011	Camas County Fair Board	PO Box 429 Fairfield, ID	Govt Entity	General Operating Support	2,000
6/2/2011	Friends of Garfield Orchestra	4400 Interlake Ave N Seattle, WA 98103-7519	501 (c) (3)	Matching Gift	150
6/2/2011	March of Dimes Foundation	1275 Mamaroneck Ave White Plains, NY 10605	501 (c) (3)	Matching Gift	250
6/2/2011	Museum of History and Industry	2700 24th Avenue E Seattle, WA 98112	501 (c) (3)	Matching Gift	250

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2011 Form 990-PF**Part XV, line 3a - Grants Paid**

Date	Organization	Address	Status	Support Type	Amount
6/2/2011	Race for the Cure	PO Box 95430 Seattle, WA 98405	501 (c) (3)	Matching Gift	50
6/2/2011	Rainier Scholars	2100 24th Avenue S Suite 210 Seattle, WA 98144	501 (c) (3)	Matching Gift	500
6/2/2011	St Thomas School	8300 N.E. 12th Street Medina, WA 98039	501 (c) (3)	Matching Gift	1,070
6/2/2011	St Thomas School	8300 N.E. 12th Street Medina, WA 98039	501 (c) (3)	Matching Gift	790
6/2/2011	Summer Search Seattle	1109 First Ave, Suite 205 Seattle, WA 98101	501 (c) (3)	Matching Gift	500
6/2/2011	Sun Valley Summer Symphony Inc	PO Box 1914 Sun Valley, ID 83353-1914	501 (c) (3)	General Operating Support	500
6/2/2011	University Child Development School	5062 9th Ave NE Seattle, WA 98105	501 (c) (3)	Matching Gift	100
6/2/2011	Village Theatre	PO Box 2350 Issaquah, WA 98027	501 (c) (3)	Matching Gift	50
6/3/2011	Special Olympics Washington	2150 N 107th Street Suite 220 Seattle, WA 98133-9009	501 (c) (3)	Sponsorship	1,000
6/14/2011	Central Washington University	400 East University Way Ellensburg, WA 98926	501 (c) (3)	Sponsorship	6,000
6/14/2011	Columbia Theatre	1231 Vandercook Way Longview, WA 98632	501 (c) (3)	Pledge - Multi-Year	23,000
6/14/2011	International Motor Racing Research Center	610 South Decatur Street Watkins Glen, NY 14891- 1613	501 (c) (3)	General Operating Support	5,000
6/14/2011	Village Theatre	PO Box 2350 Issaquah, WA 98027-2917	501 (c) (3)	Pledge - Multi-Year	60,000
6/22/2011	Camas County Pre-School & Day Care	127 Willow Avenue East Fairfield, ID 83322	501 (c) (3)	General Operating Support	5,000
6/22/2011	Seattle Opera	PO Box 9248 Seattle, WA 98109-0248	501 (c) (3)	Pledge	100,000

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2011 Form 990-PF**Part XV, line 3a - Grants Paid**

Date	Organization	Address	Status	Support Type	Amount
6/22/2011	St Thomas School	8300 N.E. 12th Street Medina, WA 98039	501 (c) (3)	Pledge	25,000
6/29/2011	Fred Hutchinson Cancer Research Center Foundation	1100 Fairview Avenue N Seattle, WA 98109	501 (c) (3)	General Operating Support	1,000
7/6/2011	Mitrata-Nepal Foundation for Children	4600 Chippewa Street Suite 258 St Louis, MO 63116	501 (c) (3)	Matching Gift	275
7/18/2011	Mitrata-Nepal Foundation for Children	4600 Chippewa Street Suite 258 St Louis, MO 63116	501 (c) (3)	General Operating Support	1,000
7/20/2011	Medical Teams International	9680 153rd Ave NW Redmond, WA 98052	501 (c) (3)	General Operating Support	10,000
7/25/2011	Association Of Fundraising Professionals	2150 N 107th Street Suite 205 Seattle, WA 98133-9009	501 (c) (3)	Sponsorship	750
8/10/2011	Congressional Medal of Honor FOUNDATION	40 Patriots Point Road Mt. Pleasant, SC 29464	501 (c) (3)	General Operating Support	800
8/10/2011	Gilda's Club Seattle	1400 Broadway Seattle, WA 98122-3809	501 (c) (3)	Matching Gift	250
8/10/2011	National Automobile Museum	The Harrah Collection 10 South Lake Street Reno, NV 89501-1558	501 (c) (3)	General Operating Support	860
8/10/2011	National Center for Family Philanthropy	1101 Connecticut Ave NW, Suite 220 Washington, DC 20036	501 (c) (3)	General Operating Support	2,500
8/10/2011	Northwest Development Officers Association	2150 N 107th Street Suite 205 Seattle, WA 98133	501 (c) (3)	General Operating Support	135
8/10/2011	Petersen Automotive Museum	6060 Wilshire Blvd Los Angeles, CA 90036	501 (c) (3)	General Operating Support	1,250
8/10/2011	Seattle Art Museum	1300 First Avenue Seattle, WA 98101	501 (c) (3)	General Operating Support	950
8/10/2011	Seattle University	901 12th Avenue Seattle, WA 98122-4411	501 (c) (3)	Matching Gift	250
8/10/2011	Simple Measures	PO Box 94493 Seattle, WA 98124-6793	501 (c) (3)	Matching Gift	1,000

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2011 Form 990-PF**Part XV, line 3a - Grants Paid**

Date	Organization	Address	Status	Support Type	Amount
8/10/2011	Union Gospel Mission	PO Box 202 Seattle, WA 98111-0202	501 (c) (3)	Matching Gift	50
8/10/2011	YWCA of Seattle-King County-Snohomish County	1118 Fifth Avenue Seattle, WA 98101	501 (c) (3)	Matching Gift	300
8/12/2011	Stand for Children	3240 Eastlake Ave East Suite 100 Seattle, WA 98102	501 (c) (3)	Sponsorship	1,000
8/12/2011	Xtreme Speed Booster Club	PO Box 59561 Renton, WA 98058	501 (c) (3)	Matching Gift	50
9/1/2011	CityClub	1333 Fifth Avenue Suite 24 Seattle, WA 98101-2600	501 (c) (3)	Membership/ Subscription	250
9/7/2011	Metropolitan Museum of Art	New York, NY	501 (c) (3)	General Operating Support	1,200
9/13/2011	Pancreatic Cancer Action Network	1500 Rosecrans Ave Suite 200 Manhattan Beach, CA 90266	501 (c) (3)	Matching Gift	206
9/13/2011	Village Theatre	PO Box 2350 Issaquah, WA 98027-2917	501 (c) (3)	Matching Gift	50
9/28/2011	Chief Seattle Council, Boy Scouts of America	PO Box 440408 Seattle, WA 98144	501 (c) (3)	General Operating Support	5,000
9/28/2011	Congressional Medal of Honor FOUNDATION	40 Patriots Point Road Mt. Pleasant, SC 29464	501 (c) (3)	Sponsorship	10,000
9/28/2011	EAA	PO Box 3086 Oshkosh, WI 54903-3086	501 (c) (3)	Memorial Gift	1,000
9/28/2011	Evergreen Aviation & Space Museum	500 NE Captain Michael King Smith Way McMinnville, OR 97128	501 (c) (3)	General Operating Support	2,500
9/28/2011	Franklin Institute	222 North 20th Street Philadelphia, PA 19103	501 (c) (3)	General Operating Support	1,000
9/28/2011	Hydroplane and Raceboat Museum	5917 South 196th Street Kent, WA 98032	501 (c) (3)	General Operating Support	5,000
9/28/2011	Think Kindness	522 Lander Street Reno, NV 89509	501 (c) (3)	Memorial Gift	1,000

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2011 Form 990-PF**Part XV, line 3a - Grants Paid**

Date	Organization	Address	Status	Support Type	Amount
9/28/2011	YMCA of Greater Seattle	909 Fourth Avenue Seattle, WA 98104	501 (c) (3)	Sponsorship	1,000
10/10/2011	Fred Hutchinson Cancer Research Center Foundation	1100 Fairview Avenue N Seattle, WA 98109	501 (c) (3)	Matching Gift	255
10/14/2011	March of Dimes Foundation	1275 Mamaroneck Ave White Plains, NY 10605- 5201	501 (c) (3)	Matching Gift	50
10/18/2011	Behind the Badge Foundation	PO Box 2047 Issaquah, WA 98027	501 (c) (3)	Memorial Gift	1,000
10/18/2011	Community Foundation For SW Washington	1053 Officers Row Vancouver, WA 98661-3851	501 (c) (3)	Memorial Gift	1,000
10/18/2011	Congressional Medal of Honor FOUNDATION	40 Patriots Point Road Mt. Pleasant, SC 29464	501 (c) (3)	Memorial Gift	5,000
10/18/2011	Congressional Medal of Honor FOUNDATION	40 Patriots Point Road Mt. Pleasant, SC 29464	501 (c) (3)	Memorial Gift	1,000
10/18/2011	Fred Hutchinson Cancer Research Center Foundation	1100 Fairview Avenue N Seattle, WA 98109	501 (c) (3)	Memorial Gift	1,000
10/18/2011	Life Support I-90	PO Box 264 South Cle Elum, WA 98943	501 (c) (3)	Memorial Gift	1,000
10/18/2011	Muscular Dystrophy Association	3300 East Sunrise Drive Tucson, AZ 85718	501 (c) (3)	Memorial Gift	1,000
10/18/2011	National Marfan Foundation	22 Manhasset Ave Port Washington, NY 11050	501 (c) (3)	Memorial Gift	1,000
10/18/2011	Northwest Harvest	PO Box 12272 Seattle, WA 98102	501 (c) (3)	Memorial Gift	1,000
10/18/2011	Recovery Cafe	2022 Boren Ave Seattle, WA 98121-2703	501 (c) (3)	General Operating Support	5,000
10/18/2011	Seattle Opera	PO Box 9248 Seattle, WA 98109-0248	501 (c) (3)	Memorial Gift	1,000
10/18/2011	Swedish Medical Center Foundation	747 Broadway Seattle, WA 98122	501 (c) (3)	Memorial Gift	1,000
10/18/2011	Swedish Medical Center Foundation	747 Broadway Seattle, WA 98122	501 (c) (3)	General Operating Support	2,000

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2011 Form 990-PF**Part XV, line 3a - Grants Paid**

Date	Organization	Address	Status	Support Type	Amount
10/20/2011	Whim W'Him	2030 13th Ave West Suite 203 Seattle, WA 98119	501 (c) (3)	Sponsorship	300
10/26/2011	Bellevue Lifespring	Po Box 53203 Bellevue, WA 98015	501 (c) (3)	General Operating Support	1,000
10/30/2011	Ducks Unlimited Seattle Chapter	24 Roy Street PMB 442 Seattle, WA 98109	501 (c) (3)	General Operating Support	1,200
11/1/2011	MentorKids USA	15333 N. Pima Road Suite 305 Scottsdale, AZ 85260	501 (c) (3)	General Operating Support	500
11/1/2011	We Believe Guild	935 Evergreen Drive Bellevue, WA 98004	501 (c) (3)	General Operating Support	5,000
11/3/2011	Pacific Northwest Ballet Association	301 Mercer St Seattle, WA 98109-4600	501 (c) (3)	Project Support	30,000
11/11/2011	Campfire USA	4241 21st Avenue West Suite 200 Seattle, WA 98199-1250	501 (c) (3)	General Operating Support	5,000
11/11/2011	Cornish College of the Arts	1000 Lenora Street Seattle 98121	501 (c) (3)	General Operating Support	5,000
11/11/2011	Eisenhower Medical Hospital Foundation	39000 Bob Hope Drive Rancho Mirage, CA 92270	501 (c) (3)	Memorial Gift	1,000
11/11/2011	Fred Hutchinson Cancer Research Center Foundation	1100 Fairview Avenue N Seattle, WA 98109	501 (c) (3)	Memorial Gift	1,000
11/11/2011	Hospice and Palliative Care of the Wood River Valley	PO Box 4320 Ketchum, ID 83340	501 (c) (3)	Memorial Gift	5,000
11/11/2011	Lakeside School	14050 1st Avenue NE Seattle, WA 98125-3025	501 (c) (3)	Memorial Gift	5,000
11/11/2011	Museum of Flight	9404 E Marginal Way S Seattle, WA 98108-4097	501 (c) (3)	Memorial Gift	1,000
11/11/2011	Race for the Cure	PO Box 95430 Seattle, WA 98405	501 (c) (3)	Memorial Gift	5,000
11/11/2011	Seattle Repertory Theatre	PO Box 900923 Seattle, WA 98109-9723	501 (c) (3)	Memorial Gift	1,000

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Part XV, line 3a - Grants Paid

Date	Organization	Address	Status	Support Type	Amount
11/14/2011	French American School of Puget Sound	3795 E Mercer Way Mercer Island, WA 98040-3849	501 (c) (3)	Matching Gift	500
11/14/2011	Housing Resource Group	1651 Bellevue Avenue Seattle, WA 98122	501 (c) (3)	Matching Gift	1,500
11/14/2011	Maltby Food Bank	21104 86th Ave SE Snohomish, WA 98296	501 (c) (3)	Matching Gift	50
11/14/2011	Mount Si Food Bank	122 East 3rd Street North Bend, WA 98045	501 (c) (3)	Matching Gift	50
11/14/2011	Northwest Harvest	PO Box 12272 Seattle, WA 98102	501 (c) (3)	Matching Gift	50
11/14/2011	Race for the Cure	PO Box 95430 Seattle, WA 98405	501 (c) (3)	Matching Gift	100
11/14/2011	Team Read	PO Box 94042 Seattle, WA 98124	501 (c) (3)	Sponsorship	1,500
11/14/2011	Team Read	PO Box 94042 Seattle, WA 98124	501 (c) (3)	Matching Gift	250
11/17/2011	Northwest Harvest	PO Box 12272 Seattle, WA 98102	501 (c) (3)	Matching Gift	230
11/29/2011	ALS TDI	215 First Street Cambridge, MA 02142-1221	501 (c) (3)	General Operating Support	2,500
11/29/2011	American Macular Degeneration Foundation	PO Box 515 Northampton, MA 01061-0515	501 (c) (3)	Memorial Gift	1,000
11/29/2011	Camas County Public Library Foundation	PO Box 441 Fairfield, ID 83327	501 (c) (3)	Memorial Gift	1,000
11/29/2011	Colorado College	14 E Cache La Poudre Colorado Springs, CO 80903	501 (c) (3)	Memorial Gift	1,000
11/29/2011	Congressional Medal of Honor FOUNDATION	40 Patriots Point Road Mt. Pleasant, SC 29464	501 (c) (3)	Memorial Gift	1,000
11/29/2011	Congressional Medal of Honor SOCIETY	40 Patriots Point Road Mt. Pleasant, SC 29464	501 (c) (3)	Pledge - Multi-Year	50,810
11/29/2011	Forest Ridge School	4800 139th Ave SE Bellevue, WA 98006	501 (c) (3)	Pledge - Multi-Year	100,000

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2011 Form 990-PF**Part XV, line 3a - Grants Paid**

Date	Organization	Address	Status	Support Type	Amount
11/29/2011	Habitat for Humanity of Greater Charlottesville	501 Grove Ave Charlottesville, VA 22902	501 (c) (3)	Memorial Gift	25,000
11/29/2011	Laguna Seca Raceway Fund	PO Box 2078 Monterey, CA 93942	501 (c) (3)	Memorial Gift	5,000
11/29/2011	Lakeside School	14050 1st Avenue NE Seattle, WA 98125-3025	501 (c) (3)	Memorial Gift	1,000
11/29/2011	Life Works	906 New York Street Longview, WA 98632	501 (c) (3)	Capital Fund Support	100,000
11/29/2011	Sam Schmidt Foundation	PO Box 3661 Princeton, NJ 08543	501 (c) (3)	Memorial Gift	1,000
11/29/2011	Seattle Art Museum	1300 First Avenue Seattle, WA 98101	501 (c) (3)	Memorial Gift	1,000
11/29/2011	Seattle Opera	PO Box 9248 Seattle, WA 98109-0248	501 (c) (3)	Pledge	100,000
11/29/2011	Seattle Opera	PO Box 9248 Seattle, WA 98109-0248	501 (c) (3)	Memorial Gift	1,000
11/29/2011	United Way of King County	720 Second Avenue Seattle, WA 98104	501 (c) (3)	Pledge - Multi-Year	200,000
11/29/2011	University of Mary Washington	1119 Hanover Street Fredericksburg, VA 22401	501 (c) (3)	Memorial Gift	1,000
11/29/2011	University of Washington Foundation	UW Tower, Box 359505 Seattle, WA 98195-9505	501 (c) (3)	Memorial Gift	5,000
11/29/2011	University of Washington School of Music	PO Box 353765 Seattle, WA 98195	501 (c) (3)	Project Support	65,373
11/29/2011	USO Puget Sound	17801 International Blvd PMB 313 Seattle, WA 98158	501 (c) (3)	Memorial Gift	1,000
11/29/2011	Veterans of Foreign Wars Foundation	406 West 34th Street Suite 514 Kansas City, MO 64111	501 (c) (3)	Memorial Gift	1,000
11/29/2011	Volunteer Hospice of Clallam County	540 East Eight Street Port Angeles, WA 98362	501 (c) (3)	Memorial Gift	1,000
12/1/2011	Museum of Flight	9404 E Marginal Way S Seattle, WA 98108-4097	501 (c) (3)	Sponsorship	5,000

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Part XV, line 3a - Grants Paid

Date	Organization	Address	Status	Support Type	Amount
12/1/2011	Museum of Flight	9404 E Marginal Way S Seattle, WA 98108-4097	501 (c) (3)	Pledge	100,000
12/1/2011	Museum of Flight	9404 E Marginal Way S Seattle, WA 98108-4097	501 (c) (3)	General Operating Support	25,000
12/5/2011	Ducks Unlimited Seattle Chapter	24 Roy Street PMB 442 Seattle, WA 98109	501 (c) (3)	General Operating Support	5,000
12/5/2011	Forgotten Ones Foundation	PO Box 24855 Federal Way, WA 98093	501 (c) (3)	Matching Gift	250
12/5/2011	New Life Church @ Renton	15717 152nd Ave SE Renton, WA 98058	501 (c) (3)	Matching Gift	1,000
12/5/2011	Sammamish Rowing Association	PO Box 3309 Redmond, WA 98073	501 (c) (3)	Matching Gift	500
12/5/2011	Technology Access Foundation	4436 Rainier Ave South Suite B Seattle, WA 98118	501 (c) (3)	Matching Gift	250
12/5/2011	Thrive By Five Washington	1218 Third Avenue, 8th Floor Seattle, WA 98101	501 (c) (3)	Matching Gift	250
12/5/2011	University Child Development School	5062 9th Ave NE Seattle, WA 98105	501 (c) (3)	Matching Gift	250
12/12/2011	KCTS Television	401 Mercer Street Seattle, WA 98109	501 (c) (3)	General Operating Support	5,000
12/12/2011	Kelso Babe Ruth	Po Box 824 Kelso, WA 98626-0072	501 (c) (3)	General Operating Support	10,000
12/12/2011	National Air and Space Museum	MRC 321 PO Box 37012 Washington, DC 20013-7012	501 (c) (3)	General Operating Support	10,000
12/12/2011	St John's Medical Center Foundation	PO Box 3002 Longview, WA 98632	501 (c) (3)	General Operating Support	2,000
12/13/2011	Brubeck Institute	University of the Pacific 3601 Pacific Avenue Stockton, CA 95211	501 (c) (3)	General Operating Support	500
12/13/2011	Friends of the Medal of Honor Grove	PO Box 3039 West Chester, PA 19381	501 (c) (3)	General Operating Support	5,000
12/13/2011	Seattle Children's Theater	201 Thomas Street Seattle, WA 98109	501 (c) (3)	General Operating Support	10,000

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Part XV, line 3a - Grants Paid

Date	Organization	Address	Status	Support Type	Amount
12/13/2011	St Thomas Aquinas Priory Building Fund	401 Aldeman Road Charlottesville, VA 22904	501 (c) (3)	Memorial Gift	10,000
12/13/2011	Swedish Medical Center Foundation	747 Broadway Seattle, WA 98122	501 (c) (3)	General Operating Support	10,000
12/21/2011	King County Medic One Foundation	7064 S 220th Bldg. 9 Kent, WA 98032	501 (c) (3)	Matching Gift	200
12/21/2011	KUOW	4518 University Way NE Seattle, WA 98105	501.(c) (3)	Matching Gift	150
12/21/2011	Union Gospel Mission	PO Box 202 Seattle, WA 98111-0202	501 (c) (3)	Matching Gift	300
12/28/2011	Camas County Pre-School & Day Care	127 Willow Avenue East Fairfield, ID 83322	501 (c) (3)	General Operating Support	5,000
12/31/2011	From Pass Through Investment Partnerships	various locations	501 (c) (3)	General Operating Support	6,006
Various	Talaris Research Institute	P.O. Box 1607	Private Foundation	General Operating Support	1,514,751
	Less Grants Paid to Talaris Research Institute treated as a distribution of corpus under Treas. Reg. 53.4942(a)-3				(1,514,751)
Grand Totals					1,617,517

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Part VII-B, Question 5c – Expenditure Responsibility

Expenditure Responsibility Statement

Pursuant to IRC Regulation Sec. 53-4945-5(d)(2) the Apex Foundation provides the following information:

- | | |
|-------------------------|--|
| (i) Grantee: | Talaris Research Institute
P.O. Box 45040
Seattle, WA 98145 |
| (ii) Amount of Grants: | \$ 1,514,751 (general support) |
| (iii) Purpose of Grant: | General support for the Talaris Research Institute, a private operating foundation engaged in conducting research and collecting research information from experts in the areas of mind, brain and learning research in the amount of \$1,514,751. |
| (iv) & (vi) Reports: | All expenditure responsibility and out of corpus reports have been received. |
| (v) Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |
| (vii) Verification: | Verification of the report was made by contacting the research organization associated with the University of Washington, a public institution of higher learning, to confirm receipt of grant funds from Talaris Research Institute. |

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Part VII-B, Question 5c – Expenditure Responsibility

Expenditure Responsibility Statement

Pursuant to IRC Regulation Sec. 53-4945-5(d)(2) the Apex Foundation provides the following information:

- | | |
|--------------------------|--|
| (i) Grantee: | Queensland Museum Foundation
PO Box 3300
South Bank, Queensland
Australia 4101 |
| (ii) Amount of Grants: | \$5,000 (general support)
\$1,000 (general support) |
| (iii) Purpose of Grants: | General support for Queensland Museum Foundation, a foreign charitable organization, which formed to financially support the Queensland Museum in achieving its goals and ensure continuity of the high standard of research, care of the State collections, and service delivery. |
| (iv) & (vi) Reports: | The grants to Queensland Museum Foundation was made during 2006. The reports for the 2006 grants are expected during 2012. |
| (v) Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grants were originally made. |

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Part VII-B, Question 5c – Expenditure Responsibility

Expenditure Responsibility Statement

Pursuant to IRC Regulation Sec. 53-4945-5(d)(2) the Apex Foundation provides the following information:

- | | |
|-------------------------|---|
| (i) Grantee: | Workshops Rail Museum
North Street
PO Box 2234
North Ipswich, Queensland
Australia 4305 |
| (ii) Amount of Grants: | \$1,000 (general support) |
| (iii) Purpose of Grant: | General support for Workshops Rail Museum, a foreign charitable organization, which formed for the objective of preserving the history of the first rail site in Queensland and educating the public on its influence in Australia. |
| (iv) & (vi) Reports: | The grant to Workshops Rail Museum was made during 2006. The reports for the 2006 grant are expected during 2012. |
| (v) Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |