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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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation The Longbake Family Foundation		A Employer identification number 91-2014805			
Number and street (or P O box number if mail is not delivered to street address) P.O. Box 21027		B Telephone number (see instructions) 206-706-5118			
City or town, state, and ZIP code Seattle, WA 98111		C If exemption application is pending, check here ► <input type="checkbox"/>			
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 type="checkbox"/> Address change <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) ► \$ 7,099,782	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	104,185			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	69	69		
	4 Dividends and interest from securities	9,724	9,724		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2) . . .		20,839		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	113,979	30,632	AUG 20 2011	RECEIVED	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	65,967			65,967
	14 Other employee salaries and wages	18,000	72		18,000
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	400			400
	c Other professional fees (attach schedule)	69,539	59,839		9,700
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	434	434		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	6,009			6,009
	21 Travel, conferences, and meetings				
	22 Printing and publications	9,854			9,854
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	170,202	60,273		109,929
25 Contributions, gifts, grants paid	300,129			300,129	
26 Total expenses and disbursements. Add lines 24 and 25	470,331	60,273		410,058	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-356,352				
b Net investment income (if negative, enter -0-) . . .		0			
c Adjusted net income (if negative, enter -0-) . . .					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	69,355	6,170	6,170
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	7,030,427	6,760,717	7,620,509
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	7,099,782	6,766,887	7,626,679
	17	Accounts payable and accrued expenses			
	18	Grants payable		-55,000	
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)	0	-55,000	
	23	Total liabilities (add lines 17 through 22)			
	24	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	25	Unrestricted	7,099,782	6,766,887	
	26	Temporarily restricted			
	27	Permanently restricted			
	28	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
	29	Capital stock, trust principal, or current funds			
	30	Paid-in or capital surplus, or land, bldg., and equipment fund			
	31	Retained earnings, accumulated income, endowment, or other funds			
		Total net assets or fund balances (see instructions)	7,099,782	6,766,887	
		Total liabilities and net assets/fund balances (see instructions)	7,099,782	6,711,887	

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	7,099,782
2	Enter amount from Part I, line 27a	2	-356,352
3	Other increases not included in line 2 (itemize) ► See attached schedule	3	6,681,994
4	Add lines 1, 2, and 3	4	13,425,423
5	Decreases not included in line 2 (itemize) ► See attached schedule	5	-6,658,536
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,766,887

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 Please see attached schedule					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV 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					
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	20,839	
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) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?
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 the 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	371,675	8,201,315	0.045319
2009	369,228	7,515,626	0.049128
2008	452,028	7,771,382	0.058166
2007	336,286	8,855,636	0.037974
2006	241,068	7,484,138	0.032211

2 Total of line 1, column (d)	2	0.222798
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	0.044560
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,062,887
5 Multiply line 4 by line 3	5	359,278
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	359,278
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	410,058

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)	1	0 00
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		
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 00
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	4	0 00
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011		
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1000 00
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	9	1000 00
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ► <input type="checkbox"/> 1000 00 Refunded ► <input type="checkbox"/>		

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	✓
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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.		
c	Did the foundation file Form 1120-POL for this year?	1b	✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
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.	1c	✓
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?	2	✓
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	3	✓
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► Washington		
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	4a	✓
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	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	✓
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	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► longbrakefamilyfoundation.org	13	✓
14	The books are in care of ► William A. Longbrake Located at ► P.O. Box 21027, Seattle, WA	Telephone no. ► 206-706-5118 ZIP+4 ► 98111	
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		□
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

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
1b	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 ►□		✓
1c	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20 ____ , 20 ____ , 20 ____ , 20 ____		
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.)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 ____ , 20 ____ , 20 ____ , 20 ____		
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.)		
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?		✓

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)? (see instructions) 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? 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? 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 No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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 (see instructions).

(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
Please see attached schedule				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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 ►

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Massey, Quick & Co, LLC		
360 Mount Kemble Avenue, Morristown, NJ 07960	Investment Advisor	\$ 59,838.84
Total number of others receiving over \$50,000 for professional services		

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	NONE	
	
2		
	
3		
	
4		
	

Part IX-B Summary of Program-Related Investments (see instructions)

Summary of Program-Related Investments (See instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
1	NONE	
2		
3		
All other program-related investments See instructions		
Total	Add lines 1 through 3	

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	8,151,611
b	Average of monthly cash balances	1b	34,061
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	8,185,672
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	8,185,672
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	122,785
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,062,887
6	Minimum investment return. Enter 5% of line 5	6	403,144

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	403,144
2a	Tax on investment income for 2011 from Part VI, line 5	2a	0
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1	3	403,144
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	403,144
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	403,144

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	410,058
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	410,058
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 (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	410,058

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				403,144
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				408,515
b Total for prior years: 20 ____ ,20 ____ ,20 ____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 410,058				408,515
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				1,543
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount—see instructions				0
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				401,601
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

1 Information Regarding Foundation Managers:

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

William & Martha Longbrake

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

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

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

- a The name, address, and telephone number of the person to whom applications should be addressed;
- b The form in which applications should be submitted and information and materials they should include;
- c Any submission deadlines;
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors;

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
Please see attached schedule				
Total				► 3a
<i>b Approved for future payment</i>				
NONE				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)	
		(a) Business code	(b) Amount		(c) Exclusion code
1	Program service revenue:				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities				
5	Net rental income or (loss) from real estate:				
a	Debt-financed property			14	69
b	Not debt-financed property			14	9724
6	Net rental income or (loss) from personal property				
7	Other investment income				
8	Gain or (loss) from sales of assets other than inventory				
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue: a				
b					
c					
d					
e					
12	Subtotal. Add columns (b), (d), and (e)				9793
13	Total. Add line 12, columns (b), (d), and (e)				9,793

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
Not Applicable	

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	✓	
	(2) Other assets	✓	
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	✓	
	(2) Purchases of assets from a noncharitable exempt organization	✓	
	(3) Rental of facilities, equipment, or other assets	✓	
	(4) Reimbursement arrangements	✓	
	(5) Loans or loan guarantees	✓	
	(6) Performance of services or membership or fundraising solicitations	✓	
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	✓	
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.	✓	

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

**Sign
Here**

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

8/14/2012 President

John F. A.
Signature of officer or trustee

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Signature of officer or trustee		Date	File No.		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no.	

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

Name of the organization

The Longbrake Family Foundation

Employer identification number

91-2014805

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 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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).

Name of organization

The Longbrake Family Foundation

Employer identification number

91-2014805

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	William & Martha Longbrake 2000 1st Avenue #2601 Seattle, WA 98121	\$ 104,185	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

THE LONGBRAKE FAMILY FOUNDATION
EIN 91-2014805 SCHEDULE OF INFORMATION FOR FORM 990-PF

PART I, LINE 16 - PROFESSIONAL

Accounting Fees

Lois Levy, for employee state and federal taxes \$400.00

Investment Advisory Fees

Massey Quick \$59,838 84

PART I, LINE 18 - TAXES

Foreign Taxes - various \$434.00

THE LONGBRAKE FAMILY FOUNDATION
EIN 91-2014805 SCHEDULE OF INFORMATION FOR FORM 990-PF

PART I, LINE 23 - OTHER

Association of Small Foundations - annual dues	\$695.00
Social Venture Partners - annual dues	\$5,000.00
Dot Domain Registration - 2 year domain renewal	\$67.84
Independent Sector - annual dues	\$350.00
United States Postal Service - post office box rent, board mailings	\$259.90
State of Washington for state filing fee, charitable trust fee and annual report	\$35.00
First Savings Bank Northwest - check fees	\$46.84
Fred Meyer - board packet supplies	\$15.61
Qwest - telephone	\$1,324.34
Accessline Phone Service - conference line	\$95.46
Philanthropy NW - annual dues	\$1,575.00
Speakeasy - web hosting	\$388.70

THE LONGBRAKE FAMILY FOUNDATION
EIN 91-2014805 SCHEDULE OF INFORMATION FOR FORM 990-PF

	BOY	BOY	Book	Market	2011	2011	2011	Capital	Foreign	EOY	EOY
	Value	Value	Value	Fair Value	Change	Contribution	Distribution	Dividends	Gains	Book	Fair Mkt
PART II, LINE 13, INVESTMENTS--OTHER											
Arrowpoint	\$650,000.00	\$844,037.00		-\$12,328.00					\$0.00	\$0.00	\$650,000.00
Berens Global Value Fund Ltd	\$0.00	\$0.00	-\$92,927.20	\$800,000.00					\$0.00	\$0.00	\$831,709.00
Blue Elite Fund Ltd CRA	\$102,035.51	\$146,219.39	-\$54.23	\$0.00					\$0.00	\$0.00	\$80,000.00
Blue Elite Ltd	\$14,609.82	\$31,710.02	\$0.00	\$0.00	-\$31,710.02				\$0.00	\$0.00	\$102,035.51
Cobalt Offshore Fund, Ltd	\$1,026,578.00	\$1,112,583.23	-\$9,994.84	\$0.00	-\$250,000.00				\$0.00	\$0.00	\$146,165.16
Karsch Capital, Ltd	\$500,000.00	\$645,461.49	\$83.21	\$0.00	-\$645,544.70				\$0.00	\$0.00	\$0.00
Knightsbridge	\$0.00	-\$186,623.37	\$800,000.00	-\$612,978.19	\$4,369.44				\$0.00	\$0.00	\$398.44
Madison Street - Cogent	\$1,111,640.49	\$1,155,685.28	-\$40,005.55	\$0.00	-\$350,000.00				\$0.00	\$0.00	\$765,675.73
Madison Street Fund, LP	\$6,882.51	\$0.00	\$0.00	\$0.00					\$0.00	\$0.00	\$0.00
Massey Quick Multi-Manager Equity	\$0.00	\$0.00	\$9,992.00	\$800,000.00					\$0.00	\$0.00	\$809,992.00
Pennant Offshore Partners, Ltd	\$303,320.39	\$648,626.15	\$8,457.40	\$0.00	\$0.00				\$0.00	\$0.00	\$657,083.55
Pennant Winward Fund, Ltd	\$389,716.11	\$414,731.87	\$11,474.97	\$0.00	\$0.00				\$0.00	\$0.00	\$426,206.84
Rivanna Offshore Partners, Ltd	\$500,000.00	\$545,707.00	-\$0.14	\$0.00	-\$545,706.86				\$0.00	\$0.00	\$0.00
Rose Grove Partners I, LP	\$626,065.00	\$622,596.33	\$0.00	\$0.00	-\$622,596.33				\$0.00	\$0.00	\$0.00
Samlyn Offshore Fund, Ltd	\$1,000,000.00	\$1,259,127.00	-\$55,456.84	\$0.00	-\$200,000.00				\$0.00	\$0.00	\$1,003,670.16
Schwab	\$87,000.32	\$87,000.32	\$3,458,536.10	-\$3,200,000.00	\$30.57				\$0.00	\$0.00	\$45,728.15
SEG Partners Offshore Ltd	\$0.00	\$0.00	\$24,349.38	\$800,000.00	\$0.00				\$0.00	\$0.00	\$45,728.15
Taconic Opportunity Offshore Fund, Ltd	\$500,000.00	\$550,110.00	-\$31,205.00	\$0.00	\$0.00				\$0.00	\$0.00	\$824,349.38
Vanguard ST Inv	\$212,578.85	\$225,946.81	\$5,013.13	\$0.00	-\$200,000.00	\$4,405.15			\$0.00	\$0.00	\$518,905.00
Total	\$7,030,427.00	\$8,289,541.89	-\$410,497.25	\$6,658,536.10	-\$6,658,536.10	\$9,724.16	\$20,838.57	-\$434.00	\$6,760,716.89	\$7,620,508.54	

THE LONGBRAKE FAMILY FOUNDATION
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PART III, LINE 2 - Other Increases

2010 tax refund	\$2,619.01
Contributions - see schedule for Part II	\$6,658,536.10
Capital gains - see schedule for Part IV	\$20,838.57
Total	\$6,681,993.68

PART III, LINE 5 - Other Decreases

Distributions - see schedule for Part II	-\$6,658,536.10
Total	-\$6,658,536.10

THE LONGBRAKE FAMILY FOUNDATION
EIN 91-2014805 SCHEDULE OF INFORMATION FOR FORM 990-PF

Part IV	Capital Gains and Losses for Tax on Investment Income							Initial	
	a) List and describe item sold	b) D-Donated	c) Date Acquired	d) Date Sold	e) Gross Sales Price	f) Depreciation	g) Cost/Basis	h) Gain or Loss (e) + (f) - (g)	
1a	Vanguard Short term	P	various	various				12,562.80	
b	Blue Elite Ltd	P	various	various				17,100.20	
c	Madison St	P	various	various				-6,882.51	
d	Rose Grove Partners I, LP	P	various	various				-3,468.67	
e	Knightsbridge	P	various	various				-190,992.81	
f	Karsch Capital, Ltd	P	various	various				145,544.70	
g	Rivanna Offshore Partners, Ltd	P	various	various				45,706.86	
h	Massey Quick Multi-Manager Equity	P	various	various				1,268.00	
i									
2	Capital gain net income or (net capital loss)							20,838.57	
3	Net short-term capital gain								

THE LONGBRAKE FAMILY FOUNDATION
EIN 91-2014805 SCHEDULE OF INFORMATION FOR FORM 990-PF

PART VIII, LINE 1, Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

(a) Name and Address	(b) Title & Average Hours/wk	(c) Compensation	(d) Contributions to employee benefit plans/ deferred compensation	(e) Expense account
William Longbrake PO Box 21027, Seattle, WA 98111	President 1	0	0	0
Martha Longbrake PO Box 21027, Seattle, WA 98111	Vice President 1	0	0	0
Derek Longbrake PO Box 21027, Seattle, WA 98111	Trustee 1	0	0	0
Mark Longbrake PO Box 21027, Seattle, WA 98111	Trustee 1	0	0	0
David Longbrake PO Box 21027, Seattle, WA 98111	Treasurer 1	0	0	0
Erin Longbrake PO Box 21027, Seattle, WA 98111	Trustee 1	0	0	0
Dorothy Longbrake PO Box 21027, Seattle, WA 98111	Secretary 1	\$69,986	0	0
	Executive Director 40			

THE LONGBRAKE FAMILY FOUNDATION
EIN 91-2014805 SCHEDULE OF INFORMATION FOR FORM 990-PF

PART XV, LINE 3a, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient Name and address (home or business)	relationship if individual	Foundation status of recipient	Purpose of grant or contribution	Amount
HomeSight 5117 Rainier Ave. S. Seattle, WA 98118		501c3 Public Charity	Technology Upgrade	\$43,216.00
Albany Park Theatre Project PO Box 257995 Chicago, IL 60625		501c3 Public Charity	Management and Programmatic Capacity Building	\$35,000.00
Crista - Seattle Urban Academy 19303 Fremont Ave. N Shoreline, WA 98133		501c3 Public Charity	Teachers' Workroom Renovation	\$33,200.00
Sunshine Gospel Ministries PO Box 377939 Chicago, IL 60637		501c3 Public Charity	Bridgebuilders Program Expansion	\$30,000.00
Mercy Housing Northwest 2505 3rd Ave. #204 Seattle, Wa 98121		501c3 Public Charity	Resident Services Collaborative	\$30,000.00
Cornerstone Corporation 6030 Ezell Avenue St. Louis, MO 63112		501c3 Public Charity	Leadership Training, Capacity Building, and General Operations	\$26,325.00
DeMatha Catholic High School 4313 Madison St Hyattsville, MD 20781		501c3 School	Science Facilities Renovation	\$25,000.00
ARK Institute of Learning 1916 S Washington St Tacoma, WA 98405		501c3 Public Charity	Capacity Building - training of 3 instructional therapists	\$20,000.00
Faithful Friends 4067 Shenandoah Avenue St. Louis, MO 63110		501c3 Public Charity	Matching Funds from fundraising challenge grant	\$20,000.00
Young Life - Beaver County PO Box 551 Ambridge, PA 15003		501c3 Church	Program Expansion - Beaver Falls	\$10,000.00
Denver University 2250 East Jewell Avenue Denver, Co 80210		501c3 School	Geography Department Technology Equipment	\$6,327.65

THE LONGBRAKE FAMILY FOUNDATION
EIN 91-2014805 SCHEDULE OF INFORMATION FOR FORM 990-PF

PART XV, LINE 3a, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient	relationship if individual	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
Team Survivor Northwest 200 NE Pacific St #101 Seattle, WA 98105		501c3 Public Charity	Discretionary Grant - matching grant for prgm start up	\$5,000 00
Grandbury Church of Christ 1905 West Pearl Grandbury, TX 76048		501c3 Church	Discretionary Grant - Missionary Support	\$5,000.00
University Congrefational Housing Assc 4515 16th Ave NE Seattle, WA 98105		501c3 Public Charity	Discretionary Grant - Youth transitional housing remodel	\$4,560.00
Akaa Project 136 Lincoln Road Wayland, MA 01778		501c3 Public Charity	Discretionary Grant - transport purchase	\$4,000.00
Circle Urban Ministries 118 N Central Ave Chicago, IL 60644		501c3 Public Charity	Discretionary Grant - General Operations	\$2,500 00