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

2012

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

BLAKEMORE FOUNDATION

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

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

Room/suite

City or town, state, and ZIP code

SEATTLE, WA 98101-3095

3099

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col (c), line 16)J Accounting method: Cash Accrual

► \$ 8,720,160. (Part I, column (d) must be on cash basis.)

A Employer identification number

91-1505735

B Telephone number

(206) 359-8778

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test,
check here and attach computation ► E If private foundation status was terminated
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	502,095.		N/A	
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	197.	197.		STATEMENT 1
4	Dividends and interest from securities	265,180.	245,544.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	121,072.			
b	Gross sales price for all assets on line 6a	2,294,680.			
7	Capital gain net income (from Part IV, line 2)		121,072.		
8	Net short-term capital gain				
9	Income modifications Gross sales less returns and allowances				
10a	b Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	210.	210.		STATEMENT 3
12	Total. Add lines 1 through 11	888,754.	367,023.		
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	
14	Other employee salaries and wages	213			
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	3,450.	JT 34.	0.	
c	Other professional fees				
17	Interest				
18	Taxes	5,954.	0.	986.	
19	Depreciation and depletion	1,455.	146.	1,309.	
20	Occupancy	3,835.	383.	0.	
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	169,793.	85,417.	82,592.	
24	Total operating and administrative expenses Add lines 13 through 23	184,487.	85,980.	84,887.	
25	Contributions, gifts, grants paid	803,560.		803,560.	
26	Total expenses and disbursements. Add lines 24 and 25	988,047.	85,980.	888,447.	
27	Subtract line 26 from line 12:	-99,293.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		281,043.		
c	Adjusted net income (if negative, enter -0-)			N/A	

918-22

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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	108,499.	229,164.	229,164.
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	STMT 7	6,519,378.	6,966,867.
	c	Investments - corporate bonds	STMT 8	1,247,641.	538,617.
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)		7,875,518.	7,734,648.
					8,720,160.
	17	Accounts payable and accrued expenses			
Net Assets or Fund Balances	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.
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
Net Assets or Fund Balances	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds		7,875,518.	7,734,648.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.
	30	Total net assets or fund balances		7,875,518.	7,734,648.
	31	Total liabilities and net assets/fund balances		7,875,518.	7,734,648.

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	7,875,518.
2	Enter amount from Part I, line 27a	2	-99,293.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	7,776,225.
5	Decreases not included in line 2 (itemize) ► TIMING DIFFERENCES	5	41,577.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,734,648.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	2,294,680.	2,173,608.			121,072.
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					121,072.
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		121,072.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{		3		N/A

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

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

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

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

 Yes NoIf "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))
2011	999,089.	8,308,051.	.120256
2010	743,669.	8,464,388.	.087859
2009	782,256.	7,027,797.	.111309
2008	1,176,951.	8,629,614.	.136385
2007	1,447,309.	11,729,579.	.123390

2 Total of line 1, column (d)

2 .579199

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 .115840

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 8,339,157.

5 Multiply line 4 by line 3

5 966,008.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 2,810.

7 Add lines 5 and 6

7 968,818.

8 Enter qualifying distributions from Part XII, line 4

8 888,447.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

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-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 3,360.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c 4,000.

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 7,360.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 1,739.

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►

11 0.

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?

Yes

No

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

1a X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1b X

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

1c X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

2 X

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3 X

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

4a X

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

4b

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

5 X

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

N/A

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6 X

- 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 X

7 Did the foundation have at least \$5,000 in assets at any time during the year?

8b X

If "Yes," complete Part II, col. (c), and Part XV.

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

9 X

WA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)

of each state as required by General Instruction G? *If "No," attach explanation*9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

10 X

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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
12	<input type="checkbox"/>	<input checked="" type="checkbox"/>
13	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Website address ► <u>WWW.BLAKEMOREFOUNDATION.ORG</u>		
14	The books are in care of ► <u>EUGENE LEE</u> Telephone no. ► <u>(206) 359-8778</u>	
Located at ► <u>1201 THIRD AVE., 49TH FLOOR, SEATTLE, WA</u> ZIP+4 ► <u>98101-3095 3099</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/>	
and enter the amount of tax-exempt interest received or accrued during the year		
16	At any time during calendar year 2012, 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? ► <input type="checkbox"/>	
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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

	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"/>	<input checked="" type="checkbox"/>
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(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"/>	<input checked="" type="checkbox"/>
(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"/>	<input checked="" type="checkbox"/>
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"/>		
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 2012?		
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► _____, _____, _____, _____	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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. ► _____, _____, _____, _____		
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"/>	<input checked="" type="checkbox"/>
b If "Yes," did it have excess business holdings in 2012 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 2012)		
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 2012?		

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
 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

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

 Yes No

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

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

 Yes No

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

► 6b

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?

► 7b **Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED SCHEDULE	0.00	0.	0.	0.

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

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

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

► 0

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

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

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

0

Part IX-A **Summary of Direct Charitable Activities**

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

Expenses

1 SEE ATTACHED SCHEDULE	
2	0.
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

Amount

1 N/A	
2	

All other program-related investments. See instructions.

3	

Total. Add lines 1 through 3 ►

0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	8,308,985.
b Average of monthly cash balances	1b	157,164.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	8,466,149.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	8,466,149.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	126,992.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,339,157.
6 Minimum investment return. Enter 5% of line 5	6	416,958.

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	416,958.
2a Tax on investment income for 2012 from Part VI, line 5	2a	5,621.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	5,621.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	411,337.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	411,337.
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	411,337.

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	888,447.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	888,447.
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	888,447.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				411,337.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	871,084.			
b From 2008	758,898.			
c From 2009	432,512.			
d From 2010	326,163.			
e From 2011	590,328.			
f Total of lines 3a through e	2,978,985.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 888,447.			0.	
a Applied to 2011, but not more than line 2a				
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 2012 distributable amount			411,337.	
e Remaining amount distributed out of corpus	477,110.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	3,456,095.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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	0.			
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	871,084.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,585,011.			
10 Analysis of line 9:				
a Excess from 2008	758,898.			
b Excess from 2009	432,512.			
c Excess from 2010	326,163.			
d Excess from 2011	590,328.			
e Excess from 2012	477,110.			

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>				
SEE ATTACHED SCHEDULE				803,560.
Total			► 3a	803,560.
<i>b Approved for future payment</i>				
SEE ATTACHED SCHEDULE				348,549.
Total			► 3b	348,549.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income	
		(a) Business code	(b) Amount		(c) Exclu- sion 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					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income				01	210.
8 Gain or (loss) from sales of assets other than inventory				18	121,072.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)			0.	386,659.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	386,659.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

OMB No. 1545-0047

2012

Name of the organization

Employer identification number

BLAKEMORE FOUNDATION**91-1505735**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year

► \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

BLAKEMORE FOUNDATION

91-1505735

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>EUGENE H. LEE</u> <u>7704 YEOMALT POINT DRIVE NE</u> <u>BAINBRIDGE ISLAND, WA 98110-2970</u>	\$ <u>2,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<u>FREEMAN FOUNDATION</u> <u>C/O ROCKEFELLER TRUST COMPANY</u> <u>ROCKEFELLER PLAZA, NEW YO, NY 10112</u>	\$ <u>500,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	<u>PHILIP A. GANT</u> <u>901 DEEP VALLEY DRIVE, NUMBER 211</u> <u>ROLLING HILLS ESTATES, CA 90274-4802</u>	\$ <u>95.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

BLAKEMORE FOUNDATION

Employer identification number

91-1505735

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

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

Name of organization

Employer identification number

BLAKEMORE FOUNDATION

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$*
Use duplicate copies of Part III if additional space is needed

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

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

SOURCE	AMOUNT
DEPARTMENT OF TREASURY	33.
KEY BANK - INTEREST	164.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	197.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	242,665.	12,844.	229,821.
LESS: AMORTIZATION OF BOND PREMIUMS	-20,614.	0.	-20,614.
MORGAN STANLEY - INTEREST	55,973.	0.	55,973.
TOTAL TO FM 990-PF, PART I, LN 4	278,024.	12,844.	265,180.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MCGREEVEY V MONTANA POWER SECURITIES LITIGATION SETTLEMENT	210.	210.	
TOTAL TO FORM 990-PF, PART I, LINE 11	210.	210.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,450.	34.		0.
TO FORM 990-PF, PG 1, LN 16B	3,450.	34.		0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEE	25.	0.		25.
FOREIGN TAX PAID	4,968.	0.		0.
FEDERAL EXCISE TAX	961.	0.		961.
TO FORM 990-PF, PG 1, LN 18	5,954.	0.		986.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT EXPENSES	76,241.	76,241.		0.
MEALS & ENTERTAINMENT	1,784.	0.		0.
OFFICE EXPENSES	2,065.	207.		1,858.
BOARD OF MANAGERS EXPENSES	2,668.	266.		2,402.
CONTRACT STAFF	83,671.	8,367.		75,304.
INSURANCE	3,364.	336.		3,028.
TO FORM 990-PF, PG 1, LN 23	169,793.	85,417.		82,592.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	6,966,867.	7,934,386.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,966,867.	7,934,386.

BLAKEMORE FOUNDATION

91-1505735

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	538,617.	556,610.
TOTAL TO FORM 990-PF, PART II, LINE 10C	538,617.	556,610.

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2012

Attachments for 990-PF

Part II – Schedule of assets

See attached worksheets

BLAKEMORE FOUNDATION EIN 91-1505735 SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2012

End of Year as of 12/31/2012

<u>Corporate Bonds</u>	Face Value at Maturity	Book Value	Fair Market Value
Alcoa Inc B/E 7/15/13 CUSIP 013817AR2	50,000	\$50,374	\$51,326
Altria Group Inc 11/10/13 CUSIP 02209SAC7	52,000	\$53,917	\$55,404
Autozone Inc. B/E 1/15/14 CUSIP 053332AHS	50,000	\$51,165	\$52,789
Comcast Corp New NTS 1/15/14 CUSIP 20030NAE1	50,000	\$50,909	\$52,459
Duke Energy Corp NTS 2/1/14 CUSIP 264399EQ5	50,000	\$51,355	\$52,973
Time Warner Cable Inc 2/14/14 CUSIP 88732JAQ1	50,000	\$52,258	\$54,163
Paccar Inc. Nts 2/15/14 CUSIP 69373UAA5	50,000	\$52,050	\$53,427
Anadarko Petroleum Corp 3/15/14 CUSIP 032511BD8	48,000	\$50,069	\$51,595
Ingersoll-R& Glob Hldg 4/15/14 ISIN US45687AAE29	50,000	\$52,841	\$55,336
Rio Tinto Fin USA Ltd 5/1/14 ISIN US767201AF38	50,000	\$52,975	\$55,304
Dow Chemical Co Nts 5/15/14 CUSIP 260543BW2	20,000	\$20,704	\$21,836
Total		\$538,617	\$556,610

BLAKEMORE FOUNDATION EIN 91-1505735 SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2012

			End of Year as of 12/31/2012
	No. of Shares	Book Value	Fair Market Value
<u>Corporate Stock/Mutual Funds</u>			
AFLAC	2,304	\$94,591	\$122,388.48
Abbott Laboratories	1,378	\$56,318	\$90,259.00
Accenture PLC	1,296	\$50,056	\$86,184.00
Amgen	1,300	\$71,112	\$112,060.00
Bank of America	8,942	\$73,197	\$103,816.62
Berkshire Hathaway Class B	982	\$55,020	\$88,085.40
Block H & R	4,867	\$78,225	\$90,380.19
Bristol-Myers Squibb	2,278	\$48,232	\$74,240.02
Cabela's	3,033	\$84,353	\$126,627.75
Comcast CP New Class A	2,629	\$62,395	\$94,433.68
Disney Walt Co.	2,295	\$36,950	\$114,268.05
Ebay Inc.	3,510	\$101,709	\$179,001.93
Franklin Resources Inc.	730	\$48,707	\$91,761.00
Gannett Co.	7,314	\$101,706	\$131,725.14
Home Depot Inc.	1,671	\$40,763	\$103,351.35
Johnson & Johnson	725	\$47,078	\$50,822.50
JPMorgan Chase	2,115	\$75,616	\$92,994.65
McDonalds	617	\$35,602	\$54,425.57
Medtronic Inc.	1,442	\$52,661	\$59,150.84
Merck & Co. Inc.	2,073	\$66,122	\$84,868.62
Mylan	3,323	\$74,694	\$91,216.35
Nordstrom	2,030	\$77,481	\$108,605.00
Pfizer Incorporated	3,666	\$59,569	\$91,940.71
Starbucks	1,902	\$34,017	\$102,004.26
Walgreen Company	2,683	\$88,980	\$99,297.83
Wells Fargo	3,322	\$84,376	\$113,545.96
Schwab Adv Cash Reserve Prem (7094)	51,409	51,409	51,409
Russell Invt Grade Bond Fd Cl I	22,744	\$478,632	\$509,018
Russell Strategic Bond CL I	46,464	\$474,490	\$518,078
Russell Emerging Mkts Fd Cl S	2,579	\$29,045	\$48,841
Russell Global Equity Fund CL S	5,476	\$50,819	\$50,110
Russell International Developed Mkts CL I	3,442	\$96,386	\$106,614
Russell U.S.Core Equity	384	\$9,000	\$11,806
Russell U.S. Defensive Equity	361	\$9,000	\$11,776
Russell U.S. Small & Mid Cap	115	\$2,000	\$2,838
Schwab Int'l Equity ETF	2,406	\$64,240	\$65,227
Schwab Adv Cash Reserve Prem (3459)	32,301	\$32,301	\$32,301
Morgan Stanley - cash/money market	51,621	\$51,621.22	51,621
Eaton Vance Tax Mgd Div Equ Fund	25,171	\$220,178.29	\$221,756.51
Vanguard Dividend Appreciation	4,000	\$198,959.00	\$238,280.00
Vanguard International Equity Index Fund	11,027	\$500,140.82	\$504,485.25
Wisdom Tree Emerging Markets	7,476	\$415,312.56	\$427,552.44
American Cap Inc Builder F1	4,405.907	\$230,345.15	\$232,543.77
Center Coast MLP Focus I	14,958.208	\$153,275.39	\$148,235.84
DWS Select Altern Assoc S	15,916.538	\$179,976.12	\$179,220.22
Templeton Global Bond Fund	35,238.001	\$477,751.55	\$470,074.93

BLAKEMORE FOUNDATION EIN 91-1505735 SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2012

	End of Year as of 12/31/2012		
	No. of Shares	Book Value	Fair Market Value
<u>Corporate Stock/Mutual Funds</u>			
Lord Abbett Sht Duration Inc. F	17,811.236	\$82,296.89	\$82,644.14
JP Morgan High Yield SEL	24,348.67	\$191,325.26	\$198,198.19
Ivy Global Natural Resources Fund	7,691.688	\$136,434.82	\$133,604.62
PIMCO Commodity Real Return Fund	23,733	\$192,089.90	\$157,349.69
Blackrock Global Allocation Fund	17,467.801	\$338,288.96	\$346,386.49
Putnam Absolute Return 500	30,855	\$334,742.75	\$346,806.11
Int'l Polyol Chemicals - unlisted shares	25,447	\$190,853	\$190,853
Technology Int'l Exchange - unlisted shares	393,013	\$76,424	\$39,301
Total		\$6,966,867	\$7,934,386

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2012

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

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

(a) Name & Address	(b) Title and Average Hours per Week devoted to position	(c) Compensation	(d) Contributions to employee benefit plan and deferred compensation	(e) Expense account, other allowances
Paul Atkins University of Washington Dept. of Asian Languages & Literature Box 353521 Seattle, WA 98195-3521	Manager 2 hours/week	0	0	0
Therese Caouette P.O. Box 11756 Bainbridge Island, WA 98110	Manager 2 hours/week	0	0	0
William E. Franklin 2360 - 43rd Avenue East Unit #315 Seattle, WA 98112-2788	Manager 2 hours/week	0	0	0
Mimi Gardner Gates 1300 First Avenue Seattle, WA 98101-2003	Board Chair & Manager 2 hours/week	0	0	0
Christopher R. Helm 1201 Third Ave., Suite 2200 Seattle, WA 98101-3045	Manager 2 hours/week	0	0	0
Darryl N. Johnson 17409 Sylvester Road Burien, WA 98166 (elected June 2012)	Manager 2 hours/week	0	0	0

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2012

(a) Name & Address	(b) Title and Average Hours per Week devoted to position	(c) Compensation	(d) Contributions to employee benefit plan and deferred compensation	(e) Expense account, other allowances
Robert A. Kapp 851 54th Street Port Townsend, WA 98368	Manager 2 hours/week	0	0	0
Heng-Pin Kiang 2021 Broadway East Seattle, WA 98102 (term expired June 2011)	Manager 2 hours/week	0	0	0
Eugene H. Lee 7704 NE Yeomalt Point Drive NE Bainbridge Island, WA 98110	Trustee & Manager 10 hours/week	0	0	0
Joseph A. Massey P.O. Box 32 Deer Harbor, WA 98243 (elected June 2013)	Manager 2 hours/week	0	0	0
David K.Y. Tang 925 Fourth Avenue, Suite 2900 Seattle, WA 98104-1158 (term expired June 2011)	Manager 2 hours/week	0	0	0
Griffith Way Suite 4900 1201 Third Avenue Seattle, WA 98101	Trustee Emeritus & Manager 2 hours/week	0	0	0

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2012

Gain/Loss detail to be attached to 2012 Form 990-PF

charles SCHWAB

Schwab One® Trust Account of
EUGENE H LEE TTEE
BLAKEMORE FOUNDATION
U/A DTD 12/31/1990

Account Number
7094-3314

**TAX YEAR 2012
YEAR-END SUMMARY**

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return. Please consult with your tax advisor or financial advisor regarding specific questions.

REALIZED GAIN OR (LOSS)

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

Short-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as "cost basis is reported to the IRS." Report on Form 8949, Part I, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Loss Disallowed	Wash Sale	Realized Gain or (Loss)
BANK OF AMERICA CORP	060505104	100.00	03/01/12	12/12/12	\$ 1,064.10	\$ 808.08	\$ 0.00	\$ 0.00	256.02
BANK OF AMERICA CORP	060505104	165.00	03/01/12	12/12/12	\$ 1,755.44	\$ 1,333.33	\$ 0.00	\$ 0.00	422.11
Security Subtotal					\$ 2,819.54	\$ 2,141.41	\$ 0.00	\$ 0.00	678.13
CABELAS INC	126804301	58.00	07/19/11	04/13/12	\$ 2,225.04	\$ 1,613.04	\$ 0.00	\$ 0.00	612.00
Security Subtotal					\$ 2,225.04	\$ 1,613.04	\$ 0.00	\$ 0.00	612.00
GOLDMAN SACHS GROUP INC	381414G104	160.00	03/01/12	07/23/12	\$ 14,879.19	\$ 19,296.63	\$ 0.00	\$ 0.00	(4,417.44)
Security Subtotal					\$ 14,879.19	\$ 19,296.63	\$ 0.00	\$ 0.00	(4,417.44)
MYLAN INC	628530107	88.00	07/19/11	03/01/12	\$ 2,063.50	\$ 2,069.15	\$ 0.00	\$ 0.00	(5.65)
Security Subtotal					\$ 2,063.50	\$ 2,069.15	\$ 0.00	\$ 0.00	(5.65)
Total Short-Term (Cost basis is reported to the IRS)					\$ 21,987.27	\$ 25,120.23	\$ 0.00	\$ 0.00	(3,132.96)
Total Short-Term					\$ 21,987.27	\$ 25,120.23	\$ 0.00	\$ 0.00	(3,132.96)

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

Charles SCHWAB

Schwab One® Trust Account of
EUGENE H LEE TTEE
BLAKEMORE FOUNDATION
U/A DTD 12/31/1990

Account Number
7094-3314

TAX YEAR 2012 YEAR-END SUMMARY

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return

I. Long-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as "cost basis is reported to the IRS." Report on Form 8949, Part II, with Box A checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
CABELAS INC	126804301	42.00	07/19/11	08/09/12	\$ 1,985.90	\$ 1,168.07	\$ 0.00	\$ 817.83
CABELAS INC	126804301	100.00	07/19/11	08/09/12	\$ 4,728.34	\$ 2,780.91	\$ 0.00	\$ 1,947.43
CABELAS INC	126804301	464.00	07/19/11	08/09/12	\$ 21,939.49	\$ 12,904.48	\$ 0.00	\$ 9,035.01
CABELAS INC	126804301	43.00	07/19/11	12/12/12	\$ 1,959.12	\$ 1,195.89	\$ 0.00	\$ 763.23
Security Subtotal					\$ 30,612.85	\$ 18,049.35	\$ 0.00	\$ 12,563.50
COMCAST CP NEW CL A SPL	200301N200	131.00	07/19/11	12/12/12	\$ 4,761.96	\$ 3,109.05	\$ 0.00	\$ 1,652.91
Security Subtotal					\$ 4,761.96	\$ 3,109.05	\$ 0.00	\$ 1,652.91
GANNETT CO INC DEL	364730101	93.00	07/19/11	12/12/12	\$ 1,699.30	\$ 1,247.24	\$ 0.00	\$ 452.06
GANNETT CO INC DEL	364730101	100.00	07/19/11	12/12/12	\$ 1,827.20	\$ 1,341.09	\$ 0.00	\$ 486.11
GANNETT CO INC DEL	364730101	100.00	07/19/11	12/12/12	\$ 1,827.21	\$ 1,341.10	\$ 0.00	\$ 486.11
Security Subtotal					\$ 5,353.71	\$ 3,929.43	\$ 0.00	\$ 1,424.28
GOLDMAN SACHS GROUP IN	381411G104	19.00	07/19/11	07/23/12	\$ 1,766.90	\$ 2,413.78	\$ 0.00	\$ (646.88)
Security Subtotal					\$ 1,766.90	\$ 2,413.78	\$ 0.00	\$ (646.88)
MEDTRONIC INC	585055106	49.00	01/05/11	12/12/12	\$ 2,097.02	\$ 1,789.44	\$ 0.00	\$ 307.58
Security Subtotal					\$ 2,097.02	\$ 1,789.44	\$ 0.00	\$ 307.58

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

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Schwab One® Trust Account of
EUGENE H LEE TTEE
BLAKEMORE FOUNDATION
U/A DTD 12/31/1990

Account Number
7094-3314

TAX YEAR 2012
YEAR-END SUMMARY

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

This section is for covered securities and corresponds to transactions reported on your 1099-B as "cost basis is reported to the IRS." Report on Form 8949, Part II, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Loss Disallowed	Wash Sale	Realized Gain or (Loss)
MYLAN INC	628530107	85.00	07/19/11	12/12/12	\$ 2,354.85	\$ 1,998.61	\$ 0.00	\$ 0.00	356.24
Security Subtotal					\$ 2,354.85	\$ 1,998.61	\$ 0.00	\$ 0.00	356.24
Total Long-Term (Cost basis is reported to the IRS)					\$ 46,947.29	\$ 31,289.66	\$ 0.00	\$ 0.00	15,657.63

Long-Term Realized Gain or (Loss)

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as "cost basis is available but not reported to the IRS." Report on Form 8949, Part II, with Box B checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Loss Disallowed	Wash Sale	Realized Gain or (Loss)
AFLAC INC	001055102	61.00	09/08/09	12/12/12	\$ 3,338.72	\$ 2,388.32	\$ 0.00	\$ 0.00	950.40
Security Subtotal					\$ 3,338.72	\$ 2,388.32	\$ 0.00	\$ 0.00	950.40
ABBOTT LABORATORIES	002824100	31.00	12/01/05	03/01/12	\$ 1,767.69	\$ 1,169.27 ¹	\$ 0.00	\$ 0.00	598.42
ABBOTT LABORATORIES	002824100	46.00	12/01/05	12/12/12	\$ 3,061.99	\$ 1,735.04 ¹	\$ 0.00	\$ 0.00	1,326.95
Security Subtotal					\$ 4,829.68	\$ 2,904.31	\$ 0.00	\$ 0.00	1,925.37
ACCENTURE PLC CL A	F G1151C101	71.00	03/30/07	12/12/12	\$ 5,016.39	\$ 2,725.24	\$ 0.00	\$ 0.00	2,291.15
Security Subtotal					\$ 5,016.39	\$ 2,725.24	\$ 0.00	\$ 0.00	2,291.15
AMGEN INCORPORATED	031162100	29.00	06/30/08	03/01/12	\$ 1,951.44	\$ 1,374.41	\$ 0.00	\$ 0.00	577.03
AMGEN INCORPORATED	031162100	5.00	06/30/08	12/12/12	\$ 452.05	\$ 236.97	\$ 0.00	\$ 0.00	215.08

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

Charles SCHWAB
EUGENE H LEE TTEE
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U/A DTD 12/31/1990

Account Number
7094-3314

**TAX YEAR 2012
YEAR-END SUMMARY**

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

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as "cost basis is available but not reported to the IRS." Report on Form 8949, Part II, with Box B checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Loss Disallowed	Wash Sale	Realized Gain or (Loss)
AMGEN INCORPORATED	031162100	38.00	07/24/08	12/12/12	\$ 3,435.57	\$ 2,062.99	\$ 0.00	\$ 0.00	\$ 1,372.58
Security Subtotal					\$ 5,839.06	\$ 3,674.37	\$ 0.00	\$ 0.00	\$ 2,164.69
BANK OF NY MELLON CP NE	064058100	566.00	09/26/08	03/01/12	\$ 12,675.53	\$ 19,385.02	\$ 0.00	\$ 0.00	(\$ 6,709.49)
BANK OF NY MELLON CP NE	064058100	754.00	01/25/10	03/01/12	\$ 16,885.78	\$ 22,492.70	\$ 0.00	\$ 0.00	(\$ 5,606.92)
BANK OF NY MELLON CP NE	064058100	261.00	02/12/10	03/01/12	\$ 5,845.08	\$ 7,045.25	\$ 0.00	\$ 0.00	(\$ 1,200.17)
Security Subtotal					\$ 35,406.39	\$ 48,922.97	\$ 0.00	\$ 0.00	(\$ 13,516.58)
BERKSHIRE HATHAWAY BN	084670702	56.00	03/02/09	12/12/12	\$ 5,006.86	\$ 2,691.01	\$ 0.00	\$ 0.00	\$ 2,315.85
Security Subtotal					\$ 5,006.86	\$ 2,691.01	\$ 0.00	\$ 0.00	\$ 2,315.85
BRISTOL-MYERS SQUIBB CO	110122108	128.00	06/26/09	12/12/12	\$ 4,269.09	\$ 2,676.10	\$ 0.00	\$ 0.00	\$ 1,592.99
Security Subtotal					\$ 4,269.09	\$ 2,676.10	\$ 0.00	\$ 0.00	\$ 1,592.99
DISNEY WALT CO	254687106	47.00	08/02/02	03/01/12	\$ 1,980.11	\$ 695.50 ¹	\$ 0.00	\$ 0.00	\$ 1,284.61
DISNEY WALT CO	254687106	85.00	08/02/02	12/12/12	\$ 4,234.24	\$ 1,257.81 ¹	\$ 0.00	\$ 0.00	\$ 2,976.43
Security Subtotal					\$ 6,214.35	\$ 1,953.31	\$ 0.00	\$ 0.00	\$ 4,261.04
EBAY INC	278642103	79.00	12/13/05	03/01/12	\$ 2,859.56	\$ 3,526.05 ¹	\$ 0.00	\$ 0.00	(\$ 666.49)
EBAY INC	278642103	634.00	12/13/05	08/09/12	\$ 28,111.05	\$ 28,297.70 ¹	\$ 0.00	\$ 0.00	(\$ 186.65)
EBAY INC	278642103	42.00	12/13/05	12/12/12	\$ 2,189.70	\$ 1,874.61 ¹	\$ 0.00	\$ 0.00	\$ 315.09
Security Subtotal					\$ 33,160.31	\$ 33,698.36	\$ 0.00	\$ 0.00	(\$ 538.05)

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

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Schwab One® Trust Account of
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TAX YEAR 2012 YEAR-END SUMMARY

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

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as "cost basis is available but not reported to the IRS." Report on Form 8949, Part II, with Box B checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Loss Disallowed	Wash Sale	Realized Gain or (Loss)
FRANKLIN RESOURCES INC 354613101	25.00	04/03/09	12/12/12	\$	3,186.61	\$ 1,466.40	\$ 0.00	\$ 0.00	\$ 1,720.21
Security Subtotal					\$ 3,186.61	\$ 1,466.40	\$ 0.00	\$ 0.00	\$ 1,720.21
GOLDMAN SACHS GROUP INC 38141G104	87.00	09/30/08	07/23/12	\$	8,090.56	\$ 10,933.72	\$ 0.00	\$ 0.00	(\$2,843.16)
GOLDMAN SACHS GROUP INC 38141G104	120.00	04/03/09	07/23/12	\$	11,159.39	\$ 13,914.31	\$ 0.00	\$ 0.00	(\$2,754.92)
GOLDMAN SACHS GROUP INC 38141G104	4.00	06/26/09	07/23/12	\$	371.98	\$ 599.45	\$ 0.00	\$ 0.00	(227.47)
GOLDMAN SACHS GROUP INC 38141G104	141.00	01/22/10	07/23/12	\$	13,112.29	\$ 21,951.31	\$ 0.00	\$ 0.00	(\$8,839.02)
GOLDMAN SACHS GROUP INC 38141G104	36.00	02/12/10	07/23/12	\$	3,347.82	\$ 5,534.59	\$ 0.00	\$ 0.00	(2,186.77)
Security Subtotal					\$ 36,082.04	\$ 52,933.38	\$ 0.00	\$ 0.00	(\$16,851.34)
HOME DEPOT INC 437076102	38.00	07/11/06	03/01/12	\$	1,790.02	\$ 1,311.44 ¹	\$ 0.00	\$ 0.00	478.58
HOME DEPOT INC 437076102	196.00	07/11/06	12/12/12	\$	12,366.38	\$ 6,764.27 ¹	\$ 0.00	\$ 0.00	5,602.11
HOME DEPOT INC 437076102	307.00	06/26/09	12/12/12	\$	19,369.80	\$ 7,326.54	\$ 0.00	\$ 0.00	12,043.26
Security Subtotal					\$ 33,526.20	\$ 15,402.25	\$ 0.00	\$ 0.00	18,123.95
MC DONALDS CORP 580135101	35.00	06/26/09	12/12/12	\$	3,133.35	\$ 1,993.04	\$ 0.00	\$ 0.00	1,140.31
Security Subtotal					\$ 3,133.35	\$ 1,993.04	\$ 0.00	\$ 0.00	1,140.31
NORDSTROM INC 655664100	34.00	11/01/07	03/01/12	\$	1,812.13	\$ 1,291.33	\$ 0.00	\$ 0.00	520.80
Security Subtotal					\$ 1,812.13	\$ 1,291.33	\$ 0.00	\$ 0.00	520.80
PFIZER INCORPORATED 717081103	194.00	06/30/08	12/12/12	\$	4,970.92	\$ 3,397.37	\$ 0.00	\$ 0.00	1,573.55
Security Subtotal					\$ 4,970.92	\$ 3,397.37	\$ 0.00	\$ 0.00	1,573.55

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

Charles SCHWAB
Schwab One® Trust Account of
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U/A DTD 12/31/1990

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**TAX YEAR 2012
YEAR-END SUMMARY**

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

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as "cost" basis is available but not reported to the IRS." Report on Form 8949, Part II, with Box B checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Loss Disallowed	Realized Gain or (Loss)
STARBUCKS CORP	855244109	393.00	01/03/08	01/12/12	\$ 18,636.86	\$ 7,318.29	\$ 0.00	\$ 11,318.57
STARBUCKS CORP	855244109	417.00	03/07/08	01/12/12	\$ 19,774.99	\$ 7,136.17	\$ 0.00	\$ 12,638.82
STARBUCKS CORP	855244109	769.00	03/07/08	04/18/12	\$ 46,315.26	\$ 13,159.99	\$ 0.00	\$ 33,155.27
STARBUCKS CORP	855244109	50.00	03/07/08	12/12/12	\$ 2,679.99	\$ 855.66	\$ 0.00	\$ 1,824.33
Security Subtotal					\$ 87,407.10	\$ 28,470.11	\$ 0.00	\$ 58,936.99
WAL-MART STORES INC	931142103	589.00	03/13/07	03/01/12	\$ 34,572.73	\$ 27,383.74	\$ 0.00	\$ 7,188.99
WAL-MART STORES INC	931142103	121.00	02/12/10	03/01/12	\$ 7,102.38	\$ 6,397.63	\$ 0.00	\$ 704.75
Security Subtotal					\$ 41,675.11	\$ 33,781.37	\$ 0.00	\$ 7,893.74
WALGREEN COMPANY	931422109	62.00	01/03/08	12/12/12	\$ 2,291.82	\$ 2,182.50	\$ 0.00	\$ 109.32
Security Subtotal					\$ 2,291.82	\$ 2,182.50	\$ 0.00	\$ 109.32
WELLS FARGO & CO NEW	949746101	142.00	06/26/09	12/12/12	\$ 4,793.81	\$ 3,367.21	\$ 0.00	\$ 1,426.60
Security Subtotal					\$ 4,793.81	\$ 3,367.21	\$ 0.00	\$ 1,426.60
Total Long-Term (Cost basis is available but not reported to the IRS)					\$ 321,959.94	\$ 245,918.95	\$ 0.00	\$ 76,040.99

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

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Schwab One® Trust Account of
EUGENE H LEE TTEE
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U/A DTD 12/31/1990

Account Number
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TAX YEAR 2012 YEAR-END SUMMARY

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Long-Term Realized Gain or (Loss)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale	Realized Gain or (Loss)
KRISPY KREME 12XXX**	501014112	256.00	03/05/09	03/09/12	\$ 0.00	\$ 0.00	Missing	--
Security Subtotal							--	--
Total Long-Term (Transactions are not reported on Form 1099-B or to the IRS)					\$ 0.00	\$ 0.00	--	--
Total Long-Term					\$ 368,907.23	\$ 277,208.61	\$ 0.00	\$ 91,698.62

Date Prepared: February 8, 2013

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Schwab One® Trust Account of
EUGENE H LEE TTEE
BLAKEMORE FOUNDATION
U/A DTD 12/31/1990

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**TAX YEAR 2012
YEAR-END SUMMARY**

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Realized Gain or (Loss) Summary

Total Realized Gain or (Loss)

Description	Total Proceeds	Cost Basis	Loss Disallowed	Wash Sale Gain or (Loss)
Total Short-Term Realized Gain or (Loss) (Cost basis is reported to the IRS Report on Form 8949, Part I, with Box A checked)	\$ 21,987.27	\$ 25,120.23	\$ 0.00	\$ (3,132.96)
Total Short-Term Realized Gain or (Loss)	\$ 21,987.27	\$ 25,120.23	\$ 0.00	\$ (3,132.96)
Total Long-Term Realized Gain or (Loss) (Cost basis is reported to the IRS Report on Form 8949, Part II, with Box A checked)	\$ 46,947.29	\$ 31,289.66	\$ 0.00	\$ 15,657.63
Total Long-Term Realized Gain or (Loss) (Cost basis is available but not reported to the IRS Report on Form 8949, Part II, with Box B checked)	\$ 321,959.94	\$ 245,918.95	\$ 0.00	\$ 76,040.99
Total Long-Term Realized Gain or (Loss) (Transactions are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II with Box C checked.)	\$ 0.00	—	—	—
Total Long-Term Realized Gain or (Loss)	\$ 368,907.23	\$ 277,208.61	\$ 0.00	\$ 91,698.62¹
TOTAL REALIZED GAIN OR (LOSS)	\$ 390,894.50	\$ 302,328.84	\$ 0.00	\$ 88,565.66¹

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
BLAKEMORE FOUNDATION

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

		Realized Gain or (Loss)					Accounting Method: High Cost	
		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)	
Long-Term								
RUSSELL INTL DEVELOPED MKTS CL I: RINSX	2,420.3100	03/05/04	05/29/12	\$64,114.00	\$82,518.78 ^a	(\$18,404.78)		
Security Subtotal					\$82,518.78	(\$18,404.78)		
Total Long-Term					\$82,518.78	(\$18,404.78)		
Total Realized Gain or (Loss)					\$82,518.78	(\$18,404.78)		

Schwab has provided **realized gain and loss information whenever possible for most investments**. Cost basis data may be incomplete or unavailable for some of your holdings. **See Terms and Conditions.**
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, **Investment Income and Expenses**, for additional information on Options.

Endnotes For Your Account

Symbol

Endnote Legend

^a Data for this holding has been edited or provided by the advisor.

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2012

PART XV - SUPPLEMENTARY INFORMATION

Line 2a. *Name/address/telephone number of person to whom applications were addressed for applications submitted in 2012.*

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

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

Grants to Individuals for Advanced Study of Asian Languages
Blakemore Freeman Fellowships & Blakemore Refresher Grants
See attached application form and instructions.

Art Grants

Applications may be submitted by invitation only. See attached instructions given to institutions invited to submit an application.

2.c *Any submission deadlines*

Grants to Individuals for Advanced Study of Asian Languages
Blakemore Freeman Fellowships & Blakemore Refresher Grants
Applications postmarked by December 31, 2012

Art Grants

Applications received by October 1, 2012

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

Grants to Individuals for Advanced Study of Asian Languages
Blakemore Freeman Fellowships & Blakemore Refresher Grants
See attached Grant Guidelines.

Art Grants

See attached Grant Guidelines.

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

Name _____

Birthdate

Primary Email Address

Alternate Email Address

Telephone

Mailing Address

Your Citizenship Status

I am a U.S. citizen
 I am an Alien with U.S. Permanent Resident Status/Alien Registration No. _____

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

Language Dates of study

Language Program
(See instructions for list of approved programs)

Date that your application was or will be submitted to language program listed above:
(It is the applicant's personal responsibility to apply to the language program by its published deadline.)

Principal Academic or Professional Honors

Previous study of the language for which I am applying:

Highest Level Completed (example: 4th Year Chinese)

(For Blakemore Freeman Fellowship applications only, please attach list of all college-level language classes taken for this language, including course names, dates and locations of study.)

Study abroad or other programs attended

Colleges or Universities Attended Please provide us with official transcripts from all institutions at which you have studied for more than one year. Official electronic transcripts or documents in original unopened sealed envelopes from the issuing institution are both acceptable.

Institution	Major	Degree & Date (received or expected)

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

Name of Recommender #1

Title/Position

University or Organization

Address

City/State/Zip Code

Email

Telephone

Name of Recommender #2

Title/Position

University or Organization

Address

City/State/Zip Code

Email

Telephone

Application Agreement

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

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

Date _____

Signature _____

Application Deadline: Postmarked by December 31, 2012

Send all materials to new mailing address:

Blakemore Foundation
Attn: Eugene H. Lee, Trustee
1201 Third Avenue, Suite 4900
Seattle, Washington 98101

www.blakemorefoundation.org

Phone: (206) 359-8778

Fax: (206) 359-9778

blakemorefoundation@gmail.com or blakemore@perkinscoie.com

Grant study must start between June 2013 and May 2014. No deferrals will be permitted.

All grants are awarded contingent upon the applicant's unconditional acceptance by the language program. "Unconditional acceptance" means that the applicant must not be required to complete a summer program as a prerequisite to academic year admission to the language program.

APPLICATION INSTRUCTIONS

Send all materials to new mailing address:

Blakemore Foundation
Attn: Eugene H. Lee, Trustee
1201 Third Avenue, Suite 4900
Seattle, Washington 98101

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

Eligible Languages

Chinese Japanese Korean Thai Vietnamese Indonesian Khmer Burmese

Approved Language Programs

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

Materials to Be Submitted for Blakemore Freeman Fellowship Application

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

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

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

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

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

Application Timeline

- December 31 – Postmark deadline for applications
- January – Application receipt acknowledged by email
- February - Applications reviewed by Foundation
- March - Finalists notified by email and interviews conducted
- Late March/early April - Grantees selected and notified of grants
- Late April – Names of grantees posted on website

Additional Information Concerning Application Materials

- Letters of Recommendation
 - No special forms are used. A letter printed on a recommender's professional letterhead is preferred.
 - Letters of recommendation discussing applicant's overall abilities, to the extent known by the recommender, are preferred to those which are limited to evaluating an applicant's language skills.
 - Letters of recommendation may be included with application in sealed unopened envelopes or may be sent directly to the Foundation by the recommenders by mail, fax or email.
 - Recommendations sent under separate cover should be addressed to: Blakemore Foundation, 1201 Third Avenue, Suite 4900, Seattle, Washington 98101. Letters sent directly by the recommenders may also be faxed to (206) 359-9778 or emailed to blakemorefoundation@gmail.com.
- Foreign Language Reference Form
 - This form is submitted ONLY if the applicant has not completed 3 years of study of the language at the college level. It should be completed by a language instructor or other individual competent to assess applicant's language abilities.

- **Transcripts**
 - Official transcripts may either be included with application or sent under separate cover. Official electronic transcripts or documents in original unopened sealed envelopes from the issuing institution are both acceptable.
 - Photocopies of transcripts from institutions located outside the United States will be accepted if official transcripts are not readily obtainable.
 - Transcripts are required only from universities at which the applicant has studied for more than one year.
- **Curriculum Vitae or Resume**
 - We recommend a curriculum vitae or resume be included with an application for a Blakemore Freeman Fellowship, but it is not required. A curriculum vitae or resume is required for an application for a Blakemore Refresher Grant.

Mailing Instructions

- Application materials should be carefully addressed, using the complete mailing address of the Foundation. In previous years materials have been delayed or even returned to the sender by the U.S. Postal Service due to a missing suite number or incorrect zip code. Please note that our mailing address has changed.
- Application materials should be addressed to:

The Blakemore Foundation
Eugene H. Lee, Trustee
1201 Third Avenue, Suite 4900
Seattle, Washington 98101

Application Deadline

- Applications must be postmarked by December 31.
- An application received after December 31 must show proof of mailing by the deadline consisting of one of the following:
 - A legibly dated U.S. Postal Service postmark;
 - A legible mail receipt with the date of mailing stamped by the U.S. Postal Service;
 - A dated shipping label, invoice or receipt from a commercial carrier (Federal Express, United Parcel Service, etc.)
 - We recommend that applications sent from overseas be shipped well before December 31 or be sent by express delivery in order to ensure that the application is received in a timely manner.

For further information, please contact:

Cathy Scheibner, Assistant to the Trustee
Blakemore Foundation
1201 Third Avenue, Suite 4900
Seattle, Washington 98101
Telephone: (206) 359-8778
Email: blakemorefoundation@gmail.com or blakemore@perkinscoie.com

FOREIGN LANGUAGE REFERENCE FORM

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

Name of Individual Applicant

Language

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

SPEAKING AND LISTENING (Please check one)

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

READING (Please check one)

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

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

Name of Evaluator

Signature

Date

Evaluator's Institution

Department

Position or Title

Blakemore Freeman Fellowships 2013 Grant Guidelines

Blakemore Freeman Fellowships are awarded for one academic year of full-time, intensive language study at the advanced level in East or Southeast Asia in approved language programs. For grants to be awarded in 2013, study must start between June 2013 and May 2014.

Grants are *highly* competitive. In recent years we have been able to fund less than 10% of applicants.

Selection Criteria

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

Eligibility Requirements

To be eligible for a grant, an applicant must:

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

“Professional career” includes, but is not limited to, law, medicine, journalism, science, engineering, architecture, teaching, social work, NGO or government service, etc.

Definition of Advanced Level

An applicant for a Blakemore Freeman Fellowship must have:

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

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

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

Eligible Languages

Chinese
Vietnamese

Japanese
Indonesian

Korean
Khmer

Thai
Burmese

Eligible Language Programs

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

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

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

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

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

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

Application and Acceptance by Language Program

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

Blakemore Freeman Fellowships are awarded contingent upon the applicant's unconditional acceptance by the language program for which the fellowship is awarded.

Example: an applicant applying to the IUP-Tsinghua program must successfully pass the IUP's oral exam and not be required by the IUP to complete a summer program as a prerequisite to academic year admission.

No grants are available for study in the United States.

Private Tutorial Programs

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

Length of Program

Blakemore Freeman Fellowships are made for one academic year of full-time intensive language study. If funds are available, this may include study in the language program's summer term immediately preceding or following its academic year program. The Foundation encourages applicants who are applying for an academic year program to include a summer term in their application, but cannot guarantee that funding will be available. The inclusion of a summer term in an application does not affect the selection process.

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

Extensions of Grants

If funding is available, the Foundation is open to reasonable requests for a grant extension. A request can be made at any time during the course of a grant, explaining the reasons for the extension and accompanied by evidence of good standing in the applicant's current language program. The request may be submitted by email to blakemorefoundation@gmail.com and should be directed to Eugene H. Lee, Trustee.

Please note that we cannot guarantee that funding for grant extensions will be available for the 2013-2014 year.

Dates of Study and Deferral Policy

Study must start between June 2013 and May 2014. No deferrals of grants will be permitted.

Residency Requirement

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

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

Conflicting Activities

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

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

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

U.S. Income Tax Liability

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

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

Amount of Grant & Grant Disbursement

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

Tuition for the language program, and tutoring fees (if applicable) are covered in full.

The stipend for Blakemore Freeman Fellowships may be used for the following types of expenses:

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

It is up to each Blakemore Freeman Fellow to budget the stipend funds to cover necessary costs.

Stipend funds may not be used to cover expenses of an accompanying dependent.

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

In the case of grants for the study of Japanese and Chinese, tuition is paid directly to the IUP, the ICLP or the IUC by the Blakemore Foundation. Tuition for study of Korean and languages of SE Asia will be advanced to the grantee, who will provide the Foundation with receipts from the institution. Tutoring fees, if applicable, are reimbursed based on expense reports and receipts.

Required Reports

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

Blakemore Refresher Grants 2013 Grant Guidelines

Blakemore Refresher Grants are intended to provide mid-career professionals an opportunity to refresh their language skills by attending a full-time language program for a summer or semester.

Grants are *highly* competitive. In recent years, we have been able to fund less than 10% of applicants.

Eligibility Requirements

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

- Be a member of one of the following groups:
 - Former Blakemore Freeman Fellows
 - Professors who are teaching in an Asian field at a university or college in the United States
 - Professionals working in an Asian field
- Be pursuing an academic, professional or business career that involves the regular use of a modern East or Southeast Asian language
- Have a college undergraduate degree
- Be at an advanced level in the language
- Be able to devote oneself exclusively to language study during the term of the grant; grants are not made for part-time study or research
- Be a U.S. citizen or permanent resident of the United States

“Professional career” includes, but is not limited to, law, medicine, journalism, science, engineering, architecture, teaching, social work, NGO or government service, etc.

Eligible Languages

Chinese
Indonesian

Japanese
Vietnamese

Korean
Khmer

Thai
Burmese

Selection Criteria

- A focused, well-defined career objective involving Asia in which regular use of the language is an important aspect
- The potential to make a significant contribution to a field of study or area of professional or business activity in an Asian country

THE BLAKEMORE FOUNDATION

1201 Third Avenue, Suite 4900 Seattle, Washington 98101

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

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

<http://www.blakemorefoundation.org>

- Prior experience in the Asian country or involvement or participation in activities related to the country
- Good academic, professional or business background, appropriate to the career program

Application to Language Program is Applicant's Responsibility

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

Approved Language Programs

Blakemore Refresher Grants will be awarded for a summer or semester of study in an advanced-level language program in Asia.

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

Private Tutorial Programs

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

Dates of Study and Deferral Policy

Study must start between June 2013 and May 2014. No deferrals of grants will be permitted.

Residency Requirement

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

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

Conflicting Activities

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

Part-time employment, teaching English, or involvement in other projects which could hamper full-time language study are not permitted.

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

U.S. Income Tax Liability

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

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

Amount of Grant & Grant Disbursement

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

Tuition for the language program, and tutoring fees (if applicable) are covered in full.

The stipend for a Refresher Grant may be used for the following types of expenses:

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

Stipend funds may not be used to cover expenses of an accompanying dependent.

It is up to each Fellow to budget the stipend funds to cover necessary costs. Adjustments to a stipend may be considered if exchange rates or living expenses alter significantly during the period covered by the grant.

Required Reports

A Blakemore Fellow must submit a monthly letter reporting on activities during the preceding month. At the end of a grant, a Fellow must provide a progress report and submit financial reports regarding the use of stipend funds on forms provided by the Foundation. In addition, the Foundation must be provided with an official transcript from the language program at which a Fellow was enrolled for each academic period covered by a Blakemore Refresher Grant. The transcript should list courses taken and grades received or progress made.

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2012

**ART GRANT APPLICATION INSTRUCTIONS
FOR EXHIBITIONS
2012-1013**

The Blakemore Foundation does not have a formal application form for art grants.

An invited institution should submit an art grant proposal in letter format, limited to no more than five pages of text and five pages of illustrations, containing the following information:

- Basic information on the exhibition, including venues and timing
- Amount of grant requested (maximum \$20,000)
- Project budget, including expenses and anticipated sources of funding

In addition to the proposal above, the application should include a copy of the applying organization's 501(c)(3) exemption letter.

Proposals must be received by October 1, 2012.

Applicants will be notified of grant awards by the end of December 2012.

The Foundation does not make endowment grants or grants to fund general operating expenses, nor does it fund the applicant's administrative or overhead expenses. We only fund exhibitions, related programming and exhibition catalogues (print or on-line).

Proposals should be submitted to:

Blakemore Foundation
Attn: Cathy Scheibner
1201 Third Avenue, Suite 4900
Seattle, WA 98101

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2012

**ART GRANT APPLICATION INSTRUCTIONS
FOR INTERNSHIPS
2012-2013**

The Blakemore Foundation does not have a formal application form for art grants.

An invited institution should submit an art grant proposal for a museum internship program in letter format, limited to no more than five pages of text and five pages of illustrations, containing the following information:

- Basic information on the internship program
- Amount of grant requested (maximum \$40,000)
- Project budget, including expenses and anticipated sources of funding

In addition to the proposal above, the application should include a copy of the applying organization's 501(c)(3) exemption letter.

Proposals must be received by October 1, 2012.

Applicants will be notified of grant awards by the end of December 2012.

The Foundation does not make endowment grants or grants to fund general operating expenses, nor does it fund the applicant's administrative or overhead expenses.

Proposals should be submitted to:

Blakemore Foundation
Attn: Cathy Scheibner
1201 Third Avenue, Suite 4900
Seattle, WA 98101

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2012

**Frances Blakemore Asian Art Grants
Grant Guidelines**

The following guidelines apply to Blakemore Foundation grants in support of exhibitions and internships to broaden and deepen the understanding of Asian art in the United States.

- Grants are made by invitation only to a small number of tax-exempt organizations in the United States, such as museums, universities and other educational or art-related institutions for exhibitions and internships dealing with the arts of Northeast, East and Southeast Asia.
- Applications for grants are considered once a year with a due date of October 1, 2012.

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2012

Attachments for 990-PF

Part XV- Supplementary Information

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

See attached schedules

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2012
GRANTS PAID DURING THE YEAR

a. Paid during the year

Recipient Name & Address	If individual, relationship to any foundation manager or substantial <u>contributor</u>	Foundation Status	<u>Purpose</u>	<u>Amount</u>
GRANTS PAID TO INDIVIDUALS				
Geoffrey Aung c/o 10 Cindy Way Chappaqua, NY 10514	None	n/a	Language study with tutors in Burma	\$15,000.00
Ms. Jyana Sunshine Browne c/o 241 Crescent Street Northampton, MA 01060	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$54,036.00
Daniel Burton-Rose One Lawrence Drive, Apt. 804 Princeton, NJ 08540	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$18,367.00
Alasdair G. Cohen HuaQing JiaYuan Apartment Complex Building 8, Entrance 2, Apartment 902 Beijing, Haidianqu 100083 China	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$30,000.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2012
GRANTS PAID DURING THE YEAR

a. Paid during the year

<u>Recipient Name & Address</u>	<u>If individual, relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Jesse Field c/o 3211 Fremont Avenue S #3 Minneapolis, MN 55414	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$30,000.00
Tom Shea Fitzpatrick c/o 8136 SW 201st Street Vashon Island, WA 98070-6247	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$17,000.00
Nicholas Frisch 560 Riverside Drive #8P New York, NY 10027	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$22,900.00
Philip A. Gant c/o 901 Deep Valley Drive Number 211 Rolling Hills Estates, CA 90274-4802	None	n/a	Language study at Sogang University in Seoul, South Korea	\$16,950.00
Kristi Goveila c/o 11802 Meridian E #251 Puyallup, WA 98373	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$30,894.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2012
GRANTS PAID DURING THE YEAR

a. Paid during the year

Recipient Name & Address	If individual, relationship to any foundation manager or substantial contributor	Foundation Status	Purpose	<u>Amount</u>
Luke Habberstad c/o 2110 W. Scenic Drive The Dalles, OR 97058	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$14,200.00
Alexandra Harney 4F, 60C Leighton Road Causeway Bay Hong Kong, China	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$8,750.00
Nora Hauk c/o 755 Oakleigh NW Grand Rapids, MI 48103	None	n/a	Refund of unused grant funds for language study at the Korean Language Institute at Yonsei University in Seoul, South Korea	-\$797.00
Ms. Angela Head c/o 402 Ila Street Fayetteville, AR 72701	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$21,900.00
Ms. Kathy Huang c/o 597 East Claremont St., Apt. 1 Pasadena, CA 91104	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$30,000.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2012
GRANTS PAID DURING THE YEAR

a. Paid during the year

<u>Recipient Name & Address</u>	<u>If individual, relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Jeannie Kenmotsu 301 S. 19th Street, Apt. 11A Philadelphia, PA 19103	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$18,367.00
Mr. Joseph Boyd Lenox Apt. 204 1620-13 Silim-dong Gwanak-gu Seoul 151-015 South Korea	None	n/a	Language study at Seoul National University in Seoul, South Korea	\$27,850.00
Brian Mayer c/o 233 E. 13th Street #1406 Chicago, IL 60605	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$18,367.00
Mr. William McGrath c/o 3146 Southfield Drive Hemdon, VA 20171	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$30,000.00
Jessica Nakamura 847A Live Oak Avenue Menlo Park, CA 94025	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$30,894.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2012
GRANTS PAID DURING THE YEAR

a. Paid during the year

<u>Recipient Name & Address</u>	<u>If individual, relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Michael Parelles c/o 8 South Buckhout Street Irvington, NY 10533	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$9,750.00
Jeremy Rappleye c/o 6635 Sylvan Road Apt. 428 Citrus Heights, CA 95610	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$22,900.00
Anne Rebull c/o 2521 Hermosita Drive Glendale, CA 91208	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$9,750.00
Gina Russo c/o 9968 W. Oregon Place Lakewood, CO 80232	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$22,900.00
Richard Slepoda 4-51-35-448 Nishigahara Kita-ku, Tokyo 114-0024 Japan	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$400.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2012
GRANTS PAID DURING THE YEAR

a. Paid during the year

Recipient Name & Address	If individual, relationship to any foundation manager or substantial contributor	Foundation Status	<u>Purpose</u>	<u>Amount</u>
Nicholas J. Stucky-Mack c/o 808 Elma Drive Carlsbad, NM 88220	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$30,000.00
Ms. Cindi Lynn Textor c/o 3645 Whitman Avenue North #202 Seattle, WA 98103	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$54,036.00
Trine Thal-Parker c/o 1616 E. Howell St. Apt. 105 Seattle, WA 98122	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$9,750.00
Adrian Thieret c/o 847 Park Avenue Worland, WY 82401-4031	None	n/a	Language study at Sogang University in Seoul, South Korea	\$20,575.00
Stefanie Thomas c/o 820 Leona Avenue Columbus, OH 43201	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$54,036.00
Sarah Marie Walsh c/o 31 Smith Road Rockland, MA 02370	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$54,036.00

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2012
GRANTS PAID DURING THE YEAR

a. Paid during the year

GRANTS PAID TO ORGANIZATIONS

Seattle Art Museum P. O. Box 22000 Seattle, WA 98122-9700	n/a	Public	Museum internships for University of Washington art history graduate students during 2012/2013' academic year	\$35,282.00
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BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2012
GRANTS APPROVED FOR FUTURE PAYMENT

b. Approved for future payment

<u>Recipient Name & Address</u>	<u>If individual, relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
GRANTS APPROVED FOR FUTURE PAYMENT TO INDIVIDUALS				
Ms. Jyana Sunshine Browne c/o 241 Crescent Street Northampton, MA 01060	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$17,750.00
Alasdair G. Cohen HuaQing JiaYuan Apartment Complex Building 8, Entrance 2, Apartment 902 Beijing, Haidianqu 100083 China	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$11,000.00
Jesse Field c/o 3211 Fremont Avenue S #3 Minneapolis, MN 55414	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$11,000.00
Tom Shea Fitzpatrick c/o 8136 SW 201st Street Vashon Island, WA 98070-6247	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$34,800.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2012
 GRANTS APPROVED FOR FUTURE PAYMENT

b. Approved for future payment

If individual, relationship
 to any foundation manager
 or substantial
contributor

<u>Recipient Name & Address</u>	<u>Relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Angela Head c/o 402 Ila Street Fayetteville, AR 72701	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$14,200.00
Kathy Huang c/o 597 East Claremont St., Apt. 1 Pasadena, CA 91104	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$11,000.00
Mr. Joseph Boyd Lenox 1620-13 Sillim-dong Gwanak-gu #204 Seoul 151-015 South Korea	None	n/a	Language study at Seoul National University in Seoul, South Korea	\$19,575.00
William McGrath c/o 3146 Southfield Drive Herndon, VA 20171	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$11,000.00
Richard Sibleboda 4-51-35-448 Nishigahara Kita-ku, Tokyo 114-0024 Japan	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$51,400.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2012
 GRANTS APPROVED FOR FUTURE PAYMENT

b. Approved for future payment

If individual, relationship
 to any foundation manager
 or substantial
contributor

<u>Recipient Name & Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Nicholas J. Stucky-Mack c/o 808 Elma Drive Carlsbad, NM 88220	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$11,000.00
Cindi Lynn Textor c/o 3645 Whitman Avenue North #202 Seattle, WA 98103	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$17,750.00
Adrian Thieret c/o 8447 Park Avenue Worland, WY 82401-4031	n/a	Language study at Sogang University in Seoul, South Korea	\$12,758.00
Stefanie Thomas c/o 820 Leona Avenue Columbus, OH 43201	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$17,750.00
Sarah Marie Walsh c/o 31 Smith Road Rockland, MA 02370	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$17,750.00
SUBTOTAL - Approved for future payment to individuals			\$258,733.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2012
GRANTS APPROVED FOR FUTURE PAYMENT

b. Approved for future payment

<u>Recipient Name & Address</u>	<u>If individual, relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
GRANTS APPROVED FOR FUTURE PAYMENT TO ORGANIZATIONS				
China Institute in America 125 East 65th Street New York, NY 10021-7088	n/a	Public	Exhibition of <i>Dunhuang: Buddhist Art at the Gateway of the Silk Road</i>	\$20,000.00
Japan Society, Inc. 333 East 47th Street New York, NY 10017	n/a	Public	Exhibition of <i>Edo Pop: The Graphic Impact of Japanese Prints</i>	\$10,000.00
Nelson Gallery Foundation 4525 Oak Street Kansas City, MO 64111	n/a	Public	Exhibition of <i>Journey through Mountains and Rivers and Secret Messages: Symbol and Meaning in Chinese Art</i> at the Nelson-Atkins Museum of Art	\$15,000.00
Seattle Art Museum P. O. Box 22000 Seattle, WA 98122-9700	n/a	Public	Museum internships for University of Washington art history graduate students during 2013/2014 academic year	\$39,816.00

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2012
GRANTS APPROVED FOR FUTURE PAYMENT

b. Approved for future payment

If individual, relationship
to any foundation manager
or substantial
contributor

<u>Recipient Name & Address</u>	<u>Relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
University of Michigan 3003 South State Street Ann Arbor, MI 48109-1274	n/a	Public	Exhibition of <i>Isamu Noguchi and Qi Baishi: Beijing 1930</i> at the University of Michigan Museum of Art	\$5,000.00
			SUBTOTAL - Approved for future payment to organizations	\$89,816.00
			GRAND TOTAL APPROVED FOR FUTURE PAYMENT	\$348,549.00

BLAKEMORE FOUNDATION

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a MORGAN STANLEY SMITH BARNEY #7007 - SEE ATTACHED		P	VARIOUS	12/31/12
b MORGAN STANLEY SMITH BARNEY #7007 - SEE ATTACHED		P	VARIOUS	12/31/12
c CHARLES SCHWAB #3314 - SEE ATTACHED DETAIL		P	VARIOUS	12/31/12
d CHARLES SCHWAB #3314 - SEE ATTACHED DETAIL		P	VARIOUS	12/31/12
e CHARLES SCHWAB #3459 - SEE ATTACHED DETAIL		P	03/05/04	05/29/12
f CAPITAL GAINS DIVIDENDS				
g				
h				
i				
j				
k				
l				
m				
n				
o				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 689,757.		672,418.	17,339.	
b 1,137,071.		1,116,342.	20,729.	
c 21,987.		25,120.	-3,133.	
d 368,907.		277,209.	91,698.	
e 64,114.		82,519.	-18,405.	
f 12,844.			12,844.	
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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			17,339.	
b			20,729.	
c			-3,133.	
d			91,698.	
e			-18,405.	
f			12,844.	
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	121,072.
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			3	N/A