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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

| | | |
|---|--|--|
| Name of foundation APEX FOUNDATION | | A Employer identification number 91-1950397 |
| Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 245 | Room/suite | B Telephone number (425) 460-2500 |
| City or town, state, and ZIP code BELLEVUE, WA 98009 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 118,975,972. | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received | | | | N/A | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | | |
| 3 Interest on savings and temporary cash investments | | 73,216. | 72,563. | | STATEMENT 1 |
| 4 Dividends and interest from securities | | 1,954,584. | 1,954,004. | | STATEMENT 2 |
| 5a Gross rents | | 53,927. | 62,931. | | STATEMENT 3 |
| b Net rental income or (loss) <61,935.> | | | | | STATEMENT 4 |
| 6a Net gain or (loss) from sale of assets not on line 10 | | 600,571. | | | |
| b Gross sales price for all assets on line 6a 2,318,975. | | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 600,571. | | |
| 8 Net short-term capital gain | | | | | |
| 9 Income modifications | | | | | |
| 10a Gross sales less returns and allowances | | | | | |
| b Less Cost of Sales | | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | | 54,511. | 1,217. | | STATEMENT 5 |
| 12 Total. Add lines 1 through 11 | | 2,736,809. | 2,691,286. | | |
| 13 Compensation of officers, directors, trustees, etc. | | 401,623. | 98,943. | | 302,680. |
| 14 Other employee salaries and wages | | 390,832. | 27,618. | | 363,214. |
| 15 Pension plans, employee benefits | | 81,071. | 14,479. | | 66,592. |
| 16a Legal fees STMT 6 | | 1,362. | 1,362. | | 0. |
| b Accounting fees STMT 7 | | 4,789. | 0. | | 4,789. |
| c Other professional fees STMT 8 | | 28,013. | 0. | | 28,013. |
| 17 Interest | | 2,715. | 2,380. | | 0. |
| 18 Taxes STMT 9 | | 160,265. | 59,210. | | 37,264. |
| 19 Depreciation and depletion | | 39,804. | 38,086. | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | 16,552. | 0. | | 16,552. |
| 22 Printing and publications | | | | | |
| 23 Other expenses STMT 10 | | 150,391. | 91,627. | | 58,146. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 1,277,417. | 333,705. | | 877,250. |
| 25 Contributions, gifts, grants paid | | 1,886,949. | | | 1,064,726. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 3,164,366. | 333,705. | | 1,941,976. |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | | <427,557.> | | | |
| b Net investment income (if negative, enter -0-) | | | 2,357,581. | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)
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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 |
| 1 | Cash - non-interest-bearing | 831,773. | 1,938,372. | 1,938,372. |
| 2 | Savings and temporary cash investments | 11,348,636. | 7,967,546. | 7,967,546. |
| 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 ▶ 12,459,500. | | | |
| | Less: allowance for doubtful accounts ▶ 0. | 13,059,500. | 12,459,500. | 12,459,500. |
| 8 | Inventories for sale or use | | | |
| 9 | Prepaid expenses and deferred charges | | | |
| 10a | Investments - U.S. and state government obligations | | | |
| | b Investments - corporate stock STMT 11 | 2,376,596. | 2,376,596. | 860,192. |
| | c Investments - corporate bonds STMT 12 | 100,000. | 0. | 0. |
| 11 | Investments - land, buildings, and equipment basis ▶ 2,753,709. | | | |
| | Less accumulated depreciation STMT 13 ▶ 246,828. | 2,473,723. | 2,506,881. | 2,506,881. |
| 12 | Investments - mortgage loans | | | |
| 13 | Investments - other STMT 14 | 81,972,573. | 84,461,906. | 85,401,751. |
| 14 | Land, buildings, and equipment basis ▶ 37,732. | | | |
| | Less accumulated depreciation STMT 15 ▶ 36,116. | 3,606. | 1,616. | 1,616. |
| 15 | Other assets (describe ▶ STATEMENT 16) | 7,813,681. | 7,840,114. | 7,840,114. |
| 16 | Total assets (to be completed by all filers) | 119,980,088. | 119,552,531. | 118,975,972. |
| 17 | Accounts payable and accrued expenses | | | |
| 18 | Grants payable | | | |
| 19 | Deferred revenue | | | |
| 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| 21 | Mortgages and other notes payable | | | |
| 22 | Other liabilities (describe ▶) | | | |
| 23 | Total liabilities (add lines 17 through 22) | 0. | 0. | |
| 24 | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| 24 | Unrestricted | 119,980,088. | 119,552,531. | |
| 25 | Temporarily restricted | | | |
| 26 | Permanently restricted | | | |
| 27 | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31. | | | |
| 27 | Capital stock, trust principal, or current funds | | | |
| 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | | | |
| 30 | Total net assets or fund balances | 119,980,088. | 119,552,531. | |
| 31 | Total liabilities and net assets/fund balances | 119,980,088. | 119,552,531. | |

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 | 119,980,088. |
| 2 | Enter amount from Part I, line 27a | 2 | <427,557.> |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 119,552,531. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 119,552,531. |

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 2,318,975. | | 1,718,404. | 600,571. |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | 600,571. |

| | | |
|---|---|----------|
| 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 | 600,571. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 | 3 | N/A |

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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 | 2,900,267. | 94,286,716. | .030760 |
| 2010 | 4,386,612. | 90,655,423. | .048388 |
| 2009 | 3,818,691. | 85,531,830. | .044646 |
| 2008 | 4,954,639. | 108,120,304. | .045825 |
| 2007 | 11,292,060. | 127,317,710. | .088692 |

| | | |
|--|---|-------------|
| 2 Total of line 1, column (d) | 2 | .258311 |
| 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 | .051662 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 94,606,734. |
| 5 Multiply line 4 by line 3 | 5 | 4,887,573. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 23,576. |
| 7 Add lines 5 and 6 | 7 | 4,911,149. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 1,968,409. |

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

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

| | | | |
|--|----|---------|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 47,152. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 47,152. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 47,152. |
| 6 Credits/Payments: | | | |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 63,487. | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 10,000. | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 73,487. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 26,335. | |
| 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 26,335. Refunded <input type="checkbox"/> 0. | 11 | | 0. |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | X | |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | X | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV. | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>WA</u> | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|---|----|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A | 13 | X | |
| 14 | The books are in care of ► CRAIG STEWART Located at ► ONE 100TH AVE. NE, BELLEVUE, WA Telephone no. ► (425) 460-2500 ZIP+4 ► 98004 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year | 15 | N/A | |
| 16 | At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | 16 | Yes | No X |

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

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

| | Yes | No |
|---|---|----|
| 1a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | | |
| Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> | 1b | X |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | 1c | X |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | |
| a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| If "Yes," list the years ► | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) | N/A | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► | 2b | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If "Yes," did it have excess business holdings in 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.) | N/A | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | 4b | X |

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ Yes ☐ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

N/A

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---------------------------------------|
| CRAIG W. STEWART P.O. BOX 245 BELLEVUE, WA 98009 | PRESIDENT 30.00 | 203,737. | 24,341. | 0. |
| JOLENE M. MCCAWE P.O. BOX 1717 BELLEVUE, WA 98009 | VICE PRESIDENT 10.00 | 0. | 0. | 0. |
| BRUCE R. MCCAWE P.O. BOX 1717 BELLEVUE, WA 98009 | VICE PRESIDENT 10.00 | 0. | 0. | 0. |
| DAVID BRADY P.O. BOX 1607 BELLEVUE, WA 98009 | SECRETARY/TREASURER 20.00 | 197,886. | 9,064. | 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 |
|---|---|------------------|---|---------------------------------------|
| CLAUDIA MITCHELL P.O. BOX 245, BELLEVUE, WA 98009 | PROGRAM DIRECTOR LGMD2I 40.00 | 92,250. | 9,969. | 0. |
| AURELIE COUETTE P.O. BOX 245, BELLEVUE, WA 98009 | SENIOR PROGRAM OFFICER 40.00 | 75,621. | 8,856. | 0. |
| CARRIE TROY P.O. BOX 245, BELLEVUE, WA 98009 | PROGRAM ASSISTANT 40.00 | 58,151. | 7,969. | 0. |
| RYAN PORTER P.O. BOX 245, BELLEVUE, WA 98009 | FINANCIAL ANALYST 20.00 | 55,236. | 5,415. | 0. |

Total number of other employees paid over \$50,000 ☐ 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 | 78,790,204. |
| b | Average of monthly cash balances | 1b | 11,647,940. |
| c | Fair market value of all other assets | 1c | 5,609,302. |
| d | Total (add lines 1a, b, and c) | 1d | 96,047,446. |
| 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 | 96,047,446. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 1,440,712. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 94,606,734. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 4,730,337. |

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

| | | | |
|-----------|--|-----------|------------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 4,730,337. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 47,152. |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 47,152. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 4,683,185. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 100,000. |
| 5 | Add lines 3 and 4 | 5 | 4,783,185. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 4,783,185. |

Part XII Qualifying Distributions (see instructions)

| | | | |
|----------|---|-----------|------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 1,941,976. |
| 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 | 26,433. |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,968,409. |
| 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 | 1,968,409. |

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 | | | | 4,783,185. |
| 2 Undistributed income, if any, as of the end of 2012. | | | | |
| a Enter amount for 2011 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012: | | | | |
| a From 2007 | 309,096. | | | |
| b From 2008 | | | | |
| c From 2009 | | | | |
| d From 2010 | | | | |
| e From 2011 | | | | |
| f Total of lines 3a through e | 309,096. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ | 1,968,409. | | | |
| a Applied to 2011, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2012 distributable amount | | | | 1,968,409. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).) | 309,096. | | | 309,096. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 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 | | | | 2,505,680. |
| 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 | 0. | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | | | | |
| b Excess from 2009 | | | | |
| c Excess from 2010 | | | | |
| d Excess from 2011 | | | | |
| e Excess from 2012 | | | | |

N/A

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

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

Part XVI Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated. | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income |
|--|-------------------------|---------------------------|-------------------------------|--------------------------------------|----|---|
| | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | | |
| 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 | | | 14 | 73,216. | | |
| 4 Dividends and interest from securities | | | 14 | 1,954,584. | | |
| 5 Net rental income or (loss) from real estate: | | | | | | |
| a Debt-financed property | 531120 | <9,004.> | 16 | <3,012.> | | |
| b Not debt-financed property | | | 16 | <49,919.> | | |
| 6 Net rental income or (loss) from personal property | | | | | | |
| 7 Other investment income | 525990 | 1,258. | 14 | 53,253. | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 600,571. | | |
| 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) | | <7,746.> | | 2,628,693. | | 0. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | | 13 | 2,620,947. |

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

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

[illegible]

APEX FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|---|--|--------------------------------------|----------------------------------|
| 1a | GS CAPITAL PARTNERS V INST. | P | VARIOUS | VARIOUS |
| b | GSCP V INSTITUTIONAL AIV | P | VARIOUS | VARIOUS |
| c | GS CAPITAL PARTNERS VI PARALLEL | P | VARIOUS | VARIOUS |
| d | GS CAPITAL PARTNERS VI PARALLEL | P | VARIOUS | VARIOUS |
| e | GS CAPITAL PARTNERS VI PARALLEL 1256 STRADDLE 40% | P | VARIOUS | VARIOUS |
| f | GS CAPITAL PARTNERS VI PARALLEL 1256 STRADDLE 60% | P | VARIOUS | VARIOUS |
| g | NORTHERN TRUST UTILITY FUND 7919 ST | P | 11/26/12 | 12/05/12 |
| h | NORTHERN TRUST INDEX FUND 7870 LT | P | VARIOUS | VARIOUS |
| i | NORTHERN TRUST DIVIDEND FUND 7897 LT | P | VARIOUS | VARIOUS |
| j | NORTHERN TRUST DIVIDEND FUND 7897 ST | P | VARIOUS | VARIOUS |
| k | FRITSCH CAPITAL | P | 12/31/05 | 01/01/12 |
| l | CAPITAL GAINS DIVIDENDS | | | |
| 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 566,066. | | | 566,066. |
| b 3,757. | | | 3,757. |
| c 52. | | | 52. |
| d 93,511. | | | 93,511. |
| e 85. | | | 85. |
| f 127. | | | 127. |
| g 128,793. | | 124,460. | 4,333. |
| h 1,126,956. | | 1,250,117. | <123,161.> |
| i 181,879. | | 243,812. | <61,933.> |
| j 15. | | 15. | 0. |
| k 217,734. | | 100,000. | <100,000.> |
| l | | | 217,734. |
| m | | | |
| n | | | |
| o | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) 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 | | | 566,066. |
| b | | | 3,757. |
| c | | | 52. |
| d | | | 93,511. |
| e | | | 85. |
| f | | | 127. |
| g | | | 4,333. |
| h | | | <123,161.> |
| i | | | <61,933.> |
| j | | | 0. |
| k | | | <100,000.> |
| l | | | 217,734. |
| 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 | 600,571. |
| 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 |

2012 DEPRECIATION AND AMORTIZATION REPORT

LINBROOK BUILDINGS 9 & 12

RENT

1

| Asset No | Description | Date Acquired | Method | Life | Line No. | Unadjusted Cost Or Basis | Bus % Excl | Reduction In Basis | Basis For Depreciation | Accumulated Depreciation | Current Sec 179 | Current Year Deduction |
|----------|---------------------|---------------|--------|-------|----------|--------------------------|------------|--------------------|------------------------|--------------------------|-----------------|------------------------|
| 9 | ORGANIZATION COSTS | 10/04/06 | 195 | 1M | 43 | 1,540. | | | 1,540. | 1,540. | | 0. |
| | LINBROOK 9 - RUN | | | | | | | | | | | |
| 28 | STUDIOS TI | 10/16/12 | SL | 39.00 | 191 | 25,000. | | | 25,000. | | | 134. |
| | LINBROOK 9 - ROOF | | | | | | | | | | | |
| 29 | REPAIR | 07/31/12 | SL | 39.00 | 191 | 26,676. | | | 26,676. | | | 314. |
| | LINBROOK 9 - RUN | | | | | | | | | | | |
| 30 | STUDIOS LC | 07/01/12 | | 60M | 42 | 14,256. | | | 14,256. | | | 1,426. |
| | LINBROOK 9 - ROYAL | | | | | | | | | | | |
| 31 | COMMERCIAL LC | 07/01/12 | | 60M | 42 | 7,128. | | | 7,128. | | | 713. |
| | LINBROOK 9 | | | | | | | | | | | |
| | | | | | | | | | | | | |
| 5 | LINBROOK 9 LAND | 06/15/06 | L | | | 650,350. | | | 650,350. | | | 0. |
| | LINBROOK 9 | | | | | | | | | | | |
| 6 | BUILDINGS | 06/15/06 | SL | 39.00 | 17 | 585,638. | | | 585,638. | 83,214. | | 15,016. |
| | LINBROOK 9 TENANT | | | | | | | | | | | |
| 15 | IMPROVEMENTS | 04/30/08 | SL | 39.00 | 17 | 39,462. | | | 39,462. | 3,753. | | 1,012. |
| | * 990-PF RENTAL | | | | | | | | | | | |
| | TOTAL - LINBROOK 9 | | | | | 127,5450. | | 0. | 127,5450. | 86,967. | 0. | 16,028. |
| | LINBROOK 12 | | | | | | | | | | | |
| | BUILDING | | | | | | | | | | | |
| | | | | | | | | | | | | |
| 7 | LINBROOK 12 LAND | 06/15/06 | L | | | 560,511. | | | 560,511. | | | 0. |
| | LINBROOK 12 | | | | | | | | | | | |
| 8 | BUILDING | 06/15/06 | SL | 39.00 | 17 | 801,099. | | | 801,099. | 113,831. | | 20,541. |
| | LINBROOK 12 TENANT | | | | | | | | | | | |
| 17 | IMPROVEMENTS | 04/30/08 | SL | 39.00 | 17 | 41,398. | | | 41,398. | 3,935. | | 1,061. |
| | LINBROOK 12 - | | | | | | | | | | | |
| 21 | PERSONAL PROPERTY - | 11/20/12 | DB | 7.00 | 190 | 651. | | 326. | 325. | | | 338. |
| | * 990-PF RENTAL | | | | | | | | | | | |
| | TOTAL - LINBROOK 12 | | | | | 140,3659. | | 326. | 140,3333. | 117,766. | 0. | 21,940. |
| | * GRAND TOTAL | | | | | 275,3709. | | 326. | 275,3383. | 206,273. | 0. | 40,555. |
| | 990-PF RENTAL DEPR | | | | | | | | | | | |

228102
05-01-12

(D) - Asset disposed

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

990-PF

[illegible]

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

| SOURCE | AMOUNT |
|--|---------|
| ELG LLC K-1 | 219. |
| GOLDMAN SACHS | 429. |
| GS CAPITAL PARTNERS V INSTITUTIONAL | 7,763. |
| GS CAPITAL PARTNERS VI PARALLEL | 12,630. |
| MORGAN STANLEY - FIXED INCOME | 43. |
| MUSEUM OF FLIGHT LOAN - CONTAINER PROPERTY | 52,125. |
| NORTHERN TRUST | 7. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 73,216. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|--|--------------|----------------------------|----------------------|
| BANK OF AMERICA | 5. | 0. | 5. |
| ELG K-1 | 1. | 0. | 1. |
| GS CAPITAL PARTNERS V INSTITUTIONAL | 30,926. | 0. | 30,926. |
| GS CAPITAL PARTNERS VI PARALLEL | 15,126. | 0. | 15,126. |
| MORGAN STANLEY | 20,141. | 0. | 20,141. |
| NORTHERN TRUST 7862 | 1,038. | 0. | 1,038. |
| NORTHERN TRUST 7870 | 340,520. | 0. | 340,520. |
| NORTHERN TRUST 7889 | 1,475,350. | 217,734. | 1,257,616. |
| NORTHERN TRUST 7897 | 285,169. | 0. | 285,169. |
| NORTHERN TRUST 7919 | 4,042. | 0. | 4,042. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 2,172,318. | 217,734. | 1,954,584. |

FORM 990-PF RENTAL INCOME STATEMENT 3

| KIND AND LOCATION OF PROPERTY | ACTIVITY NUMBER | GROSS RENTAL INCOME |
|---------------------------------------|--------------------|------------------------|
| LINBROOK BUILDINGS 9 & 12 | 1 | 65,943. |
| ELG LLC K-1 | 2 | <12,016.> |
| TOTAL TO FORM 990-PF, PART I, LINE 5A | | 53,927. |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | RENTAL EXPENSES | STATEMENT | 4 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | ACTIVITY NUMBER | AMOUNT | TOTAL |
|---|--------------------|---------|-----------|
| DEPRECIATION | | 38,416. | |
| AMORTIZATION | | 2,139. | |
| DUES & ASSESSMENTS | | 13,414. | |
| INSURANCE | | 1,381. | |
| LINBROOK LEGAL FEES | | 952. | |
| UTILITIES | | 12,228. | |
| SECURITY MONITORING | | 1,494. | |
| GENERAL MAINTENANCE | | 1,599. | |
| REPAIRS | | 14,846. | |
| REAL ESTATE TAXES | | 29,193. | |
| LICENSING | | 200. | |
| - SUBTOTAL - | 1 | | 115,862. |
| TOTAL RENTAL EXPENSES | | | 115,862. |
| NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B | | | <61,935.> |

| | | | |
|-------------|--------------|-----------|---|
| FORM 990-PF | OTHER INCOME | STATEMENT | 5 |
|-------------|--------------|-----------|---|

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| GS CAPITAL PARTNERS V INSTITUTIONAL | 57,987. | 0. | |
| GSCP V INSTITUTIONAL AIV | <396.> | 141. | |
| GS CAPITAL PARTNERS VI PARALLEL | <3,117.> | 1,039. | |
| ELG LLC | 37. | 37. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 54,511. | 1,217. | |

| | | | |
|-------------|------------|-----------|---|
| FORM 990-PF | LEGAL FEES | STATEMENT | 6 |
|-------------|------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL | 410. | 410. | | 0. |
| LINBROOK LEGAL FEES | 952. | 952. | | 0. |
| TO FM 990-PF, PG 1, LN 16A | 1,362. | 1,362. | | 0. |

| FORM 990-PF | ACCOUNTING FEES | | | STATEMENT | 7 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| ACCOUNTING | 4,789. | 0. | | 4,789. | |
| TO FORM 990-PF, PG 1, LN 16B | 4,789. | 0. | | 4,789. | |

| FORM 990-PF | OTHER PROFESSIONAL FEES | | | STATEMENT | 8 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| PROGRAM CONSULTING | 24,000. | 0. | | 24,000. | |
| WEBSITE DESIGN | 4,013. | 0. | | 4,013. | |
| TO FORM 990-PF, PG 1, LN 16C | 28,013. | 0. | | 28,013. | |

| FORM 990-PF | TAXES | | | STATEMENT | 9 |
|-------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| FEDERAL EXCISE TAXES LESS REFUND | 63,788. | 0. | | 0. | |
| PAYROLL TAX | 48,168. | 10,905. | | 37,264. | |
| FOREIGN TAXES PAID | 19,116. | 19,112. | | 0. | |
| REAL ESTATE TAXES | 29,193. | 29,193. | | 0. | |
| TO FORM 990-PF, PG 1, LN 18 | 160,265. | 59,210. | | 37,264. | |

FORM 990-PF

OTHER EXPENSES

STATEMENT 10

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| POSTAGE & DELIVERY | 76. | 0. | | 76. |
| DUES & SUBSCRIPTIONS | 6,285. | 0. | | 6,285. |
| LICENSES & PERMITS | 25. | 0. | | 25. |
| INSURANCE | 12,817. | 0. | | 12,817. |
| MILEAGE | 3,322. | 0. | | 3,322. |
| MISCELLANEOUS | 84. | 0. | | 84. |
| PARKING | 647. | 0. | | 647. |
| PROGRAM DEVELOPMENT | 37,872. | 0. | | 37,872. |
| TELEPHONE | 688. | 0. | | 688. |
| ACCRUAL TO CASH ADJUSTMENT | <36,420.> | 0. | | <36,420.> |
| CONTINUING EDUCATION | 336. | 0. | | 336. |
| OFFICE EXPENSE | 13,566. | 0. | | 13,566. |
| GS CAPITAL PARTNERS V INST. | 21,642. | 21,636. | | 0. |
| GS CAPITAL PARTNERS VI | | | | |
| PARALLEL | 17,150. | 17,150. | | 0. |
| ELG INVESTMENT EXPENSE | 12. | 12. | | 0. |
| GSCP VI PARALLEL AIV | 1,730. | 1,730. | | 0. |
| GSCP V INSTITUTIONAL AIV | 3,713. | 3,713. | | 0. |
| PAYROLL RELATED EXPENSE | 613. | 0. | | 613. |
| PROGRAM CONSULTING | 17,500. | 0. | | 17,500. |
| SUPPLIES | 735. | 0. | | 735. |
| NORTHERN TRUST INVESTMENT | | | | |
| EXPENSE | 51. | 51. | | 0. |
| LATE FEE | 10. | 0. | | 0. |
| MORGAN STANLEY INVESTMENT | | | | |
| EXPENSE | 34. | 34. | | 0. |
| DUES & ASSESSMENTS | 13,414. | 13,414. | | 0. |
| INSURANCE | 1,381. | 1,381. | | 0. |
| UTILITIES | 12,228. | 12,228. | | 0. |
| SECURITY MONITORING | 1,494. | 1,494. | | 0. |
| GENERAL MAINTENANCE | 1,599. | 1,599. | | 0. |
| REPAIRS | 14,846. | 14,846. | | 0. |
| LICENSING | 200. | 200. | | 0. |
| AMORTIZATION | 2,741. | 2,139. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 150,391. | 91,627. | | 58,146. |

| FORM 990-PF | CORPORATE STOCK | STATEMENT 11 |
|--|-----------------|-------------------|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
| MORGAN STANLEY SECURITIES - ALCATEL / LUCENT | 143,000. | 13,566. |
| MORGAN STANLEY SECURITIES - EMBARQ | 206,362. | 271,688. |
| MORGAN STANLEY SECURITIES - SPRINT / NEXTEL | 2,027,234. | 574,938. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 2,376,596. | 860,192. |

| FORM 990-PF | CORPORATE BONDS | STATEMENT 12 |
|---|-----------------|-------------------|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
| FRITSCHER CAPITAL | 0. | 0. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 0. | 0. |

| FORM 990-PF | DEPRECIATION OF ASSETS HELD FOR INVESTMENT | STATEMENT | 13 |
|---|--|-----------------------------|------------|
| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
| LINBROOK 9 LAND | 650,350. | 0. | 650,350. |
| LINBROOK 9 BUILDINGS | 585,638. | 98,230. | 487,408. |
| LINBROOK 12 LAND | 560,511. | 0. | 560,511. |
| LINBROOK 12 BUILDING | 801,099. | 134,372. | 666,727. |
| ORGANIZATION COSTS | 1,540. | 1,540. | 0. |
| LINBROOK 9 TENANT IMPROVEMENTS | 39,462. | 4,765. | 34,697. |
| LINBROOK 12 TENANT IMPROVEMENTS | 41,398. | 4,996. | 36,402. |
| LINBROOK 12 - PERSONAL PROPERTY - FRIDGE | 651. | 338. | 313. |
| LINBROOK 9 - RUN STUDIOS TI | 25,000. | 134. | 24,866. |
| LINBROOK 9 - ROOF REPAIR | 26,676. | 314. | 26,362. |
| LINBROOK 9 - RUN STUDIOS LC | 14,256. | 1,426. | 12,830. |
| LINBROOK 9 - ROYAL COMMERCIAL LC | 7,128. | 713. | 6,415. |
| TOTAL TO FM 990-PF, PART II, LN 11 | 2,753,709. | 246,828. | 2,506,881. |

| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 14 |
|--|-------------------|-------------|-------------------|
| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
| ADJUSTMENT TO BASIS IN LINBROOK LLC | COST | 4,070. | 4,070. |
| ELG LLC | COST | 413,824. | 500,000. |
| GOLDMAN SACHS | COST | 1,387,904. | 2,595,764. |
| GOLDMAN SACHS GS PTRS K-1 ADJ | COST | 1,857,817. | 0. |
| NORTHERN TRUST | COST | 77,521,897. | 78,359,437. |
| RUSSELL PANTHEON FUNDS | COST | 3,276,394. | 3,942,480. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 84,461,906. | 85,401,751. |

| FORM 990-PF | DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT | | STATEMENT 15 |
|------------------------------------|--|-----------------------------|--------------|
| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
| COMPUTER PRINTER | 700. | 700. | 0. |
| LASER PRINTER | 1,336. | 1,336. | 0. |
| LAPTOP COMPUTER | 1,370. | 1,370. | 0. |
| COMPUTER | 1,794. | 1,794. | 0. |
| COMPUTER DELL OPTIPLEX 745 | 1,673. | 1,673. | 0. |
| COMPUTER DELL OPTIPLEX 745 | 1,873. | 1,873. | 0. |
| LOAN FEES - MOF | 6,025. | 6,025. | 0. |
| DELL LAPTOP / DOCKING STATION | 2,594. | 2,162. | 432. |
| GRANT MANAGEMENT SOFTWARE | 18,546. | 18,546. | 0. |
| MACBOOK AIR | 1,821. | 637. | 1,184. |
| TOTAL TO FM 990-PF, PART II, LN 14 | 37,732. | 36,116. | 1,616. |

| FORM 990-PF | OTHER ASSETS | | STATEMENT 16 |
|----------------------------------|-------------------------------|---------------------------|----------------------|
| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
| SPACE MEMORABILIA | 4,185,940. | 4,185,940. | 4,185,940. |
| SPITFIRE | 1,075,000. | 1,075,000. | 1,075,000. |
| NORM TAYLOR COLLECTION | 717,016. | 717,016. | 717,016. |
| RARE BOOKS | 1,614,380. | 1,614,380. | 1,614,380. |
| LINCOLN | 221,345. | 247,778. | 247,778. |
| TO FORM 990-PF, PART II, LINE 15 | 7,813,681. | 7,840,114. | 7,840,114. |

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 17

NAME OF MANAGER

JOLENE M. MCCA
BRUCE R. MCCA

Apex Foundation

EIN: 91-1950397

2012 Form 990-PF

Part XV, line 3a - Grants Paid

| Date | Organization | Address | Status | Support Type | Amount |
|-----------|---------------------------------------|--|-------------|-----------------------------|--------|
| 1/17/2012 | Washington Policy Center | PO Box 3643 Seattle WA 98124 | 501 (c) (3) | Sponsorship | 500 |
| 1/17/2012 | Washington Policy Center | PO Box 3643 Seattle WA 98124 | 501 (c) (3) | Sponsorship | 15,000 |
| 1/23/2012 | Lakeside School | 14050 1st Avenue NE Seattle WA 98125-3025 | 501 (c) (3) | General Operating Support | 10,000 |
| 1/24/2012 | 5th Avenue Theatre | 1326 5th Ave Seattle WA 98101-2602 | 501 (c) (3) | General Operating Support | 5,000 |
| 1/24/2012 | Camp Nor'Wester | PO Box 668 Lopez WA 98261 | 501 (c) (3) | General Operating Support | 5,000 |
| 1/24/2012 | Colorado College | 14 E Cache La Poudre Colorado Springs CO 80903 | 501 (c) (3) | General Operating Support | 10,000 |
| 1/24/2012 | Heritage Foundation | 214 Massachusetts Avenue NE Washington DC 20002 | 501 (c) (3) | General Operating Support | 15,000 |
| 1/24/2012 | Museum of History and Industry | P.O. Box 80816 Seattle WA 98108 | 501 (c) (3) | General Operating Support | 5,000 |
| 1/24/2012 | Overlake Hospital Foundation | 1035 116th Avenue NE Bellevue WA 98004 | 501 (c) (3) | General Operating Support | 10,000 |
| 1/24/2012 | Sun Valley Summer Symphony Inc | PO Box 1914 Sun Valley ID 83353-1914 | 501 (c) (3) | General Operating Support | 500 |
| 1/24/2012 | Whim W'Him | P.O. Box 70285 Seattle WA 98127 | 501 (c) (3) | Challenge Grant | 30,000 |
| 1/24/2012 | Woodland Park Zoo | 601 N 59th Street Seattle WA 98103 | 501 (c) (3) | General Operating Support | 10,000 |
| 1/24/2012 | World Affairs Council | 2200 Alaskan Way Seattle WA 98121 | 501 (c) (3) | General Operating Support | 1,000 |
| 1/31/2012 | American Council of Trustees & Alumni | 1726 M Street, NW, Suite 802 Washington DC 20036 | 501 (c) (3) | Sponsorship | 15,000 |
| 1/31/2012 | GuideStar | 4801 Courthouse St Suite 220 Williamsburg VA 23188 | 501 (c) (3) | General Operating Support | 1,000 |
| 1/31/2012 | Intellectual Takeout | Dwight Tostenson PO Box 487 Nicollet MN 56074 | 501 (c) (3) | General Operating Support | 5,000 |
| 1/31/2012 | Kansas Cosmosphere & Space Center | 1100 North Plum Street Hutchinson KS 67501 | 501 (c) (3) | General Operating Support | 1,000 |
| 1/31/2012 | Philanthropy Northwest | 2101 Fourth Avenue Suite 650 Seattle WA 98121 | 501 (c) (3) | Membership/ Subscription | 8,745 |

Apex Foundation

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2012 Form 990-PF

Part XV, line 3a - Grants Paid

| Date | Organization | Address | Status | Support Type | Amount |
|-----------|--|---|-------------------|---------------------------|--------|
| 1/31/2012 | Providence Child Center Foundation | 830 NE 47th Ave Portland OR 97213 | 501 (c) (3) | Sponsorship | 1,000 |
| 1/31/2012 | Saratoga Automobile Museum | 110 Avenue of the Pines Saratoga Springs NY 12866-6220 | 501 (c) (3) | General Operating Support | 1,000 |
| 1/31/2012 | Second Amendment Foundation | 12500 NE 10th Pl Bellevue WA 98005-2532 | 501 (c) (3) | General Operating Support | 1,000 |
| 1/31/2012 | University of Washington Foundation | UW Tower, Box 359505 Seattle WA 98195-9505 | 501 (c) (3) | Challenge Grant | 500 |
| 2/15/2012 | Forest Ridge School | 4800 139th Ave SE Bellevue WA 98006 | 501 (c) (3) | Sponsorship | 480 |
| 2/15/2012 | Star Guild | 17527 31st Avenue SE Mill Creek WA 98012 | 501 (c) (3) | Sponsorship | 300 |
| 2/23/2012 | Allergy And Asthma Network Mothers Of Asthmatics Inc | 8201 Greensboro Drive, Suite 301 McLean VA 22102 | 501 (c) (3) | General Operating Support | 2,000 |
| 2/23/2012 | Columbia Theatre | PO Box 1026 Longview WA 98632 | 501 (c) (3) | Sponsorship | 23,000 |
| 2/23/2012 | Program for Early Parent Support | 4649 Sunnyside Ave N #324 Seattle WA 98103 | 501 (c) (3) | Challenge Grant | 5,000 |
| 2/23/2012 | Whim W'Him | P.O. Box 70285 Seattle WA 98127 | 501 (c) (3) | Challenge Grant | 5,835 |
| 3/1/2012 | Cure CMD | PO Box 701 Olathe, KS 66051 WA | 501 (c) (3) | Project Support | 10,000 |
| 3/6/2012 | St Thomas School | 8300 N.E. 12th Street Medina WA 98039 | 501 (c) (3) | Sponsorship | 271 |
| 3/8/2012 | Forest Ridge School | 4800 139th Ave SE Bellevue WA 98006 | 501 (c) (3) | Sponsorship | 271 |
| 3/13/2012 | Wetherill Nature Preserve | 4030 95th Ave NE Yarrow Point WA 98004 | Government Entity | General Operating Support | 1,000 |
| 3/13/2012 | Youth Eastside Services | 999 164th Avenue NE Bellevue WA 98008 | 501 (c) (3) | General Operating Support | 2,500 |
| 3/19/2012 | Museum of Flight | 9404 E Marginal Way S Seattle WA 98108-4097 | 501 (c) (3) | Sponsorship | 2,000 |
| 4/3/2012 | Association of Small Foundations | 1720 N Street NW Washington DC 20036 | 501 (c) (3) | Membership/Subscription | 695 |
| 4/3/2012 | Behind the Badge Foundation | 22525 SE 64th PL Ste. 140 Issaquah WA 98027 | 501 (c) (3) | Sponsorship | 1,000 |

Apex Foundation

EIN: 91-1950397

2012 Form 990-PF

Part XV, line 3a - Grants Paid

| Date | Organization | Address | Status | Support Type | Amount |
|----------|---|---|-------------|------------------------------|--------|
| 4/3/2012 | College Success Foundation | 1605 NW Sammamish Road, Suite 200 Issaquah WA 98027-5388 | 501 (c) (3) | Matching Gift | 100 |
| 4/3/2012 | Community Health Africa-A Poverty Solution | PO Box 40529 Bellevue WA 98015 | 501 (c) (3) | Matching Gift | 5,000 |
| 4/3/2012 | Forgotten Ones Foundation | PO Box 24855 Federal Way WA 98093 | 501 (c) (3) | Matching Gift | 230 |
| 4/3/2012 | Hazen High School PTSA | 5206 NE 16th Street Renton WA 98059 | 501 (c) (3) | Matching Gift | 50 |
| 4/3/2012 | Hospice of Santa Cruz County | 940 Disc Drive Scotts Valley CA 95066 | 501 (c) (3) | Matching Gift | 100 |
| 4/3/2012 | Kent Lutheran Church Sudan Outreach | 336 2nd Ave South Kent WA 98032 | 501 (c) (3) | Matching Gift | 50 |
| 4/3/2012 | Lakeside School | 14050 1st Avenue NE Seattle WA 98125-3025 | 501 (c) (3) | Matching Gift | 100 |
| 4/3/2012 | Leukemia & Lymphoma Society | 123 NW 36th St., Suite 100 Seattle WA 98107 | 501 (c) (3) | Matching Gift | 50 |
| 4/3/2012 | Loomis Chaffee School | 4 Batchelder Road Windsor CT 06095 | 501 (c) (3) | Matching Gift | 100 |
| 4/3/2012 | Middlebury College | 5370 Middlebury College Middlebury VT 05753 | 501 (c) (3) | Matching Gift | 1,500 |
| 4/3/2012 | Northwest Maritime Center | 431 Water Street Port Townsend WA 98368 | 501 (c) (3) | Memorial Gift | 5,000 |
| 4/3/2012 | Philanthropy Roundtable | 1730 M Street NW Suite 601 Washington DC 20036 | 501 (c) (3) | General Operating Support | 2,500 |
| 4/3/2012 | Program for Early Parent Support | 4649 Sunnyside Avenue N #324 Seattle WA 98103 | 501 (c) (3) | Matching Gift | 250 |
| 4/3/2012 | Reed College | 3203 SE Woodstock Blvd Portland OR 97202-8138 | 501 (c) (3) | Matching Gift | 500 |
| 4/3/2012 | Seattle Children's Guild Association | PO Box 50020 4800 Sand Point Way NE Seattle WA 98146-5020 | 501 (c) (3) | Matching Gift | 200 |
| 4/3/2012 | Seattle Yacht Club Foundation | 1807 E Hamlin St Seattle WA 98112-2005 | 501 (c) (3) | Memorial Gift | 5,000 |
| 4/3/2012 | Summer Search Seattle | 1109 First Ave, Suite 205 Seattle WA 98101 | 501 (c) (3) | Matching Gift | 250 |
| 4/3/2012 | Team Read | PO Box 94042 Seattle WA 98124 | 501 (c) (3) | Matching Gift | 250 |

Apex Foundation

EIN: 91-1950397

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Part XV, line 3a - Grants Paid

| Date | Organization | Address | Status | Support Type | Amount |
|-----------|---|--|-------------|------------------------------|--------|
| 4/3/2012 | The Northwest School | 1415 Summit Ave Seattle WA 98122 | 501 (c) (3) | Matching Gift | 50 |
| 4/3/2012 | Thrive By Five Washington | 1111 Third Ave., Suite 210 Seattle WA 98101 | 501 (c) (3) | Matching Gift | 500 |
| 4/3/2012 | Union Gospel Mission | PO Box 202 Seattle WA 98111-0202 | 501 (c) (3) | Matching Gift | 900 |
| 4/10/2012 | United Way of King County | 720 Second Avenue Seattle WA 98104 | 501 (c) (3) | Sponsorship | 90 |
| 4/13/2012 | Aviation High School PTSA | PO Box 98521 Des Moines WA 98198 | 501 (c) (3) | Memorial Gift | 500 |
| 4/13/2012 | Chief Seattle Council, Boy Scouts of America | PO Box 440408 Seattle WA 98144 | 501 (c) (3) | General Operating Support | 2,750 |
| 4/13/2012 | Chief Seattle Council, Boy Scouts of America | PO Box 440408 Seattle WA 98144 | 501 (c) (3) | Sponsorship | 5,000 |
| 4/13/2012 | City Year Seattle/King County | 2203 23rd Avenue South Seattle WA 98144 | 501 (c) (3) | Sponsorship | 1,900 |
| 4/13/2012 | Forest Ridge School | 4800 139th Ave SE Bellevue WA 98006 | 501 (c) (3) | General Operating Support | 5,000 |
| 4/13/2012 | French American School of Puget Sound | 3795 E Mercer Way Mercer Island WA 98040-3849 | 501 (c) (3) | Matching Gift | 1,050 |
| 4/13/2012 | KUOW | 4518 University Way NE Seattle WA 98105 | 501 (c) (3) | Matching Gift | 75 |
| 4/13/2012 | STAR Inc, Lighting the Way | 182 Wolfpit Ave Norwalk CT 06851 | 501 (c) (3) | Memorial Gift | 2,500 |
| 4/13/2012 | Team Read | PO Box 94042 Seattle WA 98124 | 501 (c) (3) | Matching Gift | 50 |
| 4/15/2012 | St Thomas School | 8300 N.E. 12th Street Medina WA 98039 | 501 (c) (3) | General Operating Support | 10,000 |
| 5/1/2012 | Philanthropy Northwest | 2101 Fourth Ave Suite 650 Seattle WA 98121 | 501 (c) (3) | Sponsorship | 80 |
| 5/3/2012 | Bald Mountain Rescue Fund | PO Box 370 Ketchum ID 83340 | 501 (c) (3) | General Operating Support | 500 |
| 5/3/2012 | Congressional Medal of Honor FOUNDATION | 40 Patriots Point Road Mt. Pleasant SC 29464 | 501 (c) (3) | Sponsorship | 25,000 |
| 5/3/2012 | Detlef Schrempf Foundation | 1904 3rd Avenue Suite 339 Seattle WA 98101-1193 | 501 (c) (3) | Sponsorship | 5,000 |
| 5/3/2012 | Plymouth Housing Group | 2113 Third Ave Seattle WA 98121 | 501 (c) (3) | Matching Gift | 350 |

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Part XV, line 3a - Grants Paid

| Date | Organization | Address | Status | Support Type | Amount |
|-----------|---|---|----------------------|---------------------------|--------|
| 5/10/2012 | Hydroplane and Raceboat Museum | 5917 South 196th Street Kent WA 98032 | 501 (c) (3) | General Operating Support | 1,000 |
| 5/10/2012 | Rainier Scholars | 2100 24th Ave Suite 360 Seattle WA 98144 | 501 (c) (3) | General Operating Support | 1,000 |
| 5/10/2012 | Social Venture Partners | 1601 2nd Ave Suite 615 Seattle WA 98101-1539 | 501 (c) (3) | General Operating Support | 6,000 |
| 5/10/2012 | Woodrow Wilson International Center For Scholars | 1300 Pennsylvania Ave Nw Washington DC 20004-3002 | 501 (c) (3) | Sponsorship | 5,000 |
| 5/11/2012 | Fred Hutchinson Cancer Research Center Foundation | 1100 Fairview Avenue N Seattle WA 98109 | 501 (c) (3) | Sponsorship | 1,000 |
| 5/14/2012 | St Thomas School | 8300 N.E. 12th Street Medina WA 98039 | 501 (c) (3) | Matching Gift | 640 |
| 5/14/2012 | University of Iowa Children's Hospital | 200 Hawkins Drive, 2505 JCP Iowa City IA 52242 | 501 (c) (3) | Sponsorship | 7,350 |
| 5/14/2012 | University of Michigan | Attn: Alexandra Thebaud 3003 south S State Street 1054 Wolverine Tower Ann Arbor MI 48109-174 | 501 (c) (3) | Project Support | 19,000 |
| 5/22/2012 | Team Read | PO Box 94042 Seattle WA 98124 | 501 (c) (3) | General Operating Support | 36 |
| 5/22/2012 | Team Read | PO Box 94042 Seattle WA 98124 | 501 (c) (3) | Matching Gift | 335 |
| 5/23/2012 | Chief Seattle Council Scoutreach Foundation | Boy Scouts of America 3120 Rainier Avenue S Seattle WA 98144 | 501 (c) (3) | Sponsorship | 1,000 |
| 6/8/2012 | Northwest Harvest | PO Box 12272 Seattle WA 98102 | 501 (c) (3) | Matching Gift | 250 |
| 6/8/2012 | Sammamish Rowing Association | PO Box 3309 Redmond WA 98073 | 501 (c) (3) | Matching Gift | 150 |
| 6/8/2012 | Simple Measures | PO Box 94493 Seattle WA 98124-6793 | 501 (c) (3) | Matching Gift | 500 |
| 6/11/2012 | Newcastle University | Institute of Genetic Medicine Newcastle upon Tyne Newcastle upon tyne NE1 3BZ | Foreign Organization | General Operating Support | 6,668 |
| 6/18/2012 | Camas County Fair Board | PO Box 429 Fairfield ID 83327 | 501 (c) (3) | General Operating Support | 2,000 |

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Part XV, line 3a - Grants Paid

| Date | Organization | Address | Status | Support Type | Amount |
|-------------|---|---|----------------------|---------------------------|---------------|
| 6/18/2012 | Camas County Pre-School & Day Care | Melanie Gonsales 127 Willow Avenue East Fairfield ID 83322 | 501 (c) (3) | General Operating Support | 5,000 |
| 6/18/2012 | Forest Ridge School | 4800 139th Ave SE Bellevue WA 98006 | 501 (c) (3) | General Operating Support | 20,000 |
| 6/18/2012 | Interlake Spirit Boosters Club | 16245 NE 24th St Bellevue WA 98008 | 501 (c) (3) | Matching Gift | 150 |
| 6/18/2012 | Lakeside School | 14050 1st Avenue NE Seattle WA 98125-3025 | 501 (c) (3) | General Operating Support | 20,000 |
| 6/18/2012 | Museum of History and Industry | Elaine Ethier P.O. Box 80816 Seattle WA 98108 | 501 (c) (3) | Sponsorship | 1,000 |
| 6/18/2012 | St Thomas School | 8300 N.E. 12th Street Medina WA 98039 | 501 (c) (3) | General Operating Support | 20,000 |
| 6/18/2012 | University of Washington Foundation | UW Tower, Box 359505 Seattle WA 98195-9505 | 501 (c) (3) | Project Support | 27,873 |
| 6/18/2012 | University of Washington School of Music | Stephanie Kornfeld PO Box 353765 Seattle WA 98195 | 501 (c) (3) | General Operating Support | 24,401 |
| 6/18/2012 | Village Theatre | PO Box 2350 Issaquah WA 98027-2917 | 501 (c) (3) | General Operating Support | 60,000 |
| 6/18/2012 | YWCA of Seattle-King County-Snohomish County | 1118 Fifth Avenue Seattle WA 98101 | 501 (c) (3) | Matching Gift | 300 |
| 6/20/2012 | Harlem Children's Zone | 35 East 125th Street New York NY 10035 | 501 (c) (3) | General Operating Support | 50,000 |
| 6/20/2012 | Pacific Northwest Ballet Association | 301 Mercer St Seattle WA 98109-4600 | 501 (c) (3) | General Operating Support | 100,000 |
| 6/26/2012 | Friends of Youth | 16225 NE 87th St Suite A6 Redmond WA 98052-3536 | 501 (c) (3) | General Operating Support | 125 |
| 6/26/2012 | Pacific Science Center | 200 Second Avenue North Seattle WA 98109 | 501 (c) (3) | Membership/Subscription | 5,000 |
| 6/30/2012 | Fred Hutchinson Cancer Research Center Foundation | 1100 Fairview Avenue N Seattle WA 98109 | 501 (c) (3) | General Operating Support | 1,000 |
| 7/12/2012 | Leukemia & Lymphoma Society | 123 NW 36th St Suite 100 Seattle WA 98107 | 501 (c) (3) | Memorial Gift | 5,000 |
| 7/17/2012 | Newcastle University | Institute of Genetic Medicine Newcastle upon Tyne Newcastle upon tyne NE1 3BZ NE1 3BZ | Foreign Organization | General Operating Support | 63,987 |

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Part XV, line 3a - Grants Paid

| Date | Organization | Address | Status | Support Type | Amount |
|-----------|---|---|-------------|--------------------------------|--------|
| 7/25/2012 | Community Health Africa-A Poverty Solution | PO Box 40529 Bellevue WA 98015 | 501 (c) (3) | Project Support | 10,000 |
| 7/25/2012 | Medical Teams International | 9680 153rd Ave NW Redmond WA 98052 | 501 (c) (3) | General Operating Support | 50,000 |
| 7/25/2012 | Moyer Foundation | 2426 32nd Ave W Ste 200 Seattle WA 98199-3202 | 501 (c) (3) | Sponsorship | 2,000 |
| 7/25/2012 | Petersen Automotive Museum | 6060 Wilshire Blvd Los Angeles CA 90036 | 501 (c) (3) | Membership/ Subscription | 1,200 |
| 7/30/2012 | Leukemia & Lymphoma Society | 123 NW 36th St Suite 100 Seattle WA 98107 | 501 (c) (3) | General Operating Support | 2,500 |
| 8/1/2012 | Pebble Beach Company Foundation | PO Box 1767 Pebble Beach CA 93953 | 501 (c) (3) | Greatest Need/ Unrestricted | 15,000 |
| 8/1/2012 | The Parents Union | 1416 112th Ave NE Bellevue WA 98004 | 501 (c) (3) | Membership/ Subscription | 950 |
| 8/1/2012 | The Parents Union | 1416 112th Ave NE Bellevue WA 98004 | 501 (c) (3) | General Operating Support | 4,000 |
| 8/8/2012 | Gilda's Club Seattle | 1400 Broadway Seattle WA 98122-3809 | 501 (c) (3) | Matching Gift | 50 |
| 8/8/2012 | Metropolitan Museum of Art | 1000 Fifth Ave New York, NY 10028-0198 | 501 (c) (3) | General Operating Support | 550 |
| 8/8/2012 | Shoreline Historical Museum | 18501 Linden Ave North Shoreline WA 98133 | 501 (c) (3) | General Operating Support | 1,000 |
| 8/8/2012 | Team Read | PO Box 94042 Seattle WA 98124 | 501 (c) (3) | Matching Gift | 250 |
| 8/13/2012 | Cure CMD | PO Box 701 Olathe, KS 66051 WA | 501 (c) (3) | General Operating Support | 15,000 |
| 8/28/2012 | Association of Washington Business | PO Box 658 Olympia WA 98507-0658 | 501 (c) (3) | Sponsorship | 1,000 |
| 8/28/2012 | Columbia Theatre | PO Box 1026 Longview WA 98632 | 501 (c) (3) | Sponsorship | 7,500 |
| 8/28/2012 | Fisher House Foundation | 111 Rockville Pike Suite 420 Rockville MD 20850-5168 | 501 (c) (3) | Project Support | 25,000 |
| 8/28/2012 | Kelso Babe Ruth | Po Box 824 Kelso WA 98626-0072 | 501 (c) (3) | Sponsorship | 5,000 |
| 8/28/2012 | National Center for Family Philanthropy | 1101 Connecticut Ave NW Suite 220 Washington DC 20036 | 501 (c) (3) | General Operating Support | 2,400 |

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Part XV, line 3a - Grants Paid

| Date | Organization | Address | Status | Support Type | Amount |
|------------|--|---|-------------|-----------------------------|--------|
| 8/28/2012 | Pacific Science Center | 200 Second Avenue North Seattle WA 98109 | 501 (c) (3) | Sponsorship | 13,100 |
| 8/30/2012 | Leukemia & Lymphoma Society | 123 NW 36th St., Suite 100 Seattle WA 98107 | 501 (c) (3) | Matching Gift | 550 |
| 8/30/2012 | Northwest Development Officers Association | 2150 N 107th St., Suite 205 Seattle WA 98133 | 501 (c) (3) | Membership/ Subscription | 135 |
| 8/31/2012 | Friends of Youth | 16225 NE 87th St Suite A-6 Redmond WA 98052-3536 | 501 (c) (3) | Project Support | 3,544 |
| 8/31/2012 | Washington State University Foundation | Po Box 641927 Pullman WA 99164-0001 | 501 (c) (3) | Sponsorship | 110 |
| 9/14/2012 | Colorado Grand | 5286 La Quinta circle Elizabeth CO 80107 | 501 (c) (3) | General Operating Support | 4,500 |
| 9/14/2012 | Common Sense Alliance | PO Box 1249 Friday Harbor WA 98250 | 501 (c) (3) | General Operating Support | 5,000 |
| 9/14/2012 | EAA | PO Box 3086 Oshkosh WI 54903-3086 | 501 (c) (3) | Project Support | 10,000 |
| 9/14/2012 | Hydroplane and Raceboat Museum | 5917 South 196th Street Kent WA 98032 | 501 (c) (3) | General Operating Support | 5,000 |
| 9/14/2012 | Leukemia & Lymphoma Society | 123 NW 36th St., Suite 100 Seattle WA 98107 | 501 (c) (3) | Matching Gift | 200 |
| 9/14/2012 | National Automobile Museum | The Harrah Collection 10 South Lake Street Reno NV 89501-1558 | 501 (c) (3) | Membership/ Subscription | 860 |
| 9/17/2012 | Ducks Unlimited Seattle Chapter | 24 Roy Street PMB 442 Seattle WA 98109 | 501 (c) (3) | Sponsorship | 150 |
| 9/20/2012 | Museum of Flight | 9404 East Marginal Way S Seattle WA 98108-4097 | 501 (c) (3) | General Operating Support | 4,500 |
| 9/30/2012 | University of Washington | Po Box 352230 Seattle WA 98195-2230 | 501 (c) (3) | Sponsorship | 85 |
| 10/15/2012 | Leukemia & Lymphoma Society | 123 NW 36th Street Suite 100 Seattle WA 98107 | 501 (c) (3) | Matching Gift | 150 |
| 10/15/2012 | Leukemia & Lymphoma Society | 123 NW 36th St., Suite 100 Seattle WA 98107 | 501 (c) (3) | Matching Gift | 150 |
| 10/15/2012 | University of Washington Foundation | UW Tower, Box 359505 Seattle WA 98195-9505 | 501 (c) (3) | Project Support | 1,000 |
| 10/18/2012 | Recovery Cafe | 2022 Boren Ave Seattle WA 98121-2703 | 501 (c) (3) | Sponsorship | 5,000 |

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Part XV, line 3a - Grants Paid

| Date | Organization | Address | Status | Support Type | Amount |
|------------|--|--|-------------|--------------------------------|--------|
| 10/29/2012 | Museum of Flight | 9404 East Marginal Way S Seattle WA 98108-4097 | 501 (c) (3) | Greatest Need/ Unrestricted | 1,000 |
| 10/29/2012 | Rwanda Girls Initiative | Po Box 325 Medina WA 98039 | 501 (c) (3) | Project Support | 25,000 |
| 11/14/2012 | Bellwether Housing | 1651 Bellevue Avenue Seattle WA 98122 | 501 (c) (3) | Matching Gift | 1,500 |
| 11/14/2012 | Leukemia & Lymphoma Society | 123 NW 36th St., Suite 100 Seattle WA 98107 | 501 (c) (3) | Matching Gift | 100 |
| 11/19/2012 | Center for American Values | 101 S. Main St. Suite 100 Pueblo CO 81003 | 501 (c) (3) | Sponsorship | 5,000 |
| 11/19/2012 | French American School of Puget Sound | 3795 E Mercer Way Mercer Island WA 98040-3849 | 501 (c) (3) | Matching Gift | 500 |
| 11/19/2012 | Hydroplane and Raceboat Museum | 5917 South 196th Street Kent WA 98032 | 501 (c) (3) | Sponsorship | 5,000 |
| 11/19/2012 | Mount Si Food Bank | 122 East 3rd Street North Bend WA 98045 | 501 (c) (3) | Matching Gift | 50 |
| 11/19/2012 | Northwest Harvest | PO Box 12272 Seattle WA 98102 | 501 (c) (3) | Matching Gift | 50 |
| 11/19/2012 | Seattle Children's Hospital | PO Box 50020 Seattle WA 98145 | 501 (c) (3) | Matching Gift | 150 |
| 11/19/2012 | Simple Measures | PO Box 94493 Seattle WA 98124-6793 | 501 (c) (3) | Matching Gift | 1,000 |
| 11/19/2012 | Swedish Medical Center Foundation | 747 Broadway Seattle WA 98122 | 501 (c) (3) | General Operating Support | 2,000 |
| 11/19/2012 | Team Read | PO Box 94042 Seattle WA 98124 | 501 (c) (3) | Matching Gift | 500 |
| 11/19/2012 | Washington Wind Symphony | PO Box 3743 Bellevue WA 98009 | 501 (c) (3) | Matching Gift | 1,500 |
| 11/20/2012 | Camas County Pre-School & Day Care | Melanie Gonsales 127 Willow Avenue East Fairfield ID 83322 | 501 (c) (3) | General Operating Support | 5,000 |
| 11/20/2012 | Ducks Unlimited Seattle Chapter | 24 Roy Street PMB 442 Seattle WA 98109 | 501 (c) (3) | General Operating Support | 5,000 |
| 11/20/2012 | French American School of Puget Sound | 3795 E Mercer Way Mercer Island WA 98040-3849 | 501 (c) (3) | Matching Gift | 100 |
| 11/20/2012 | Friends of the Medal of Honor Grove | PO Box 3039 West Chester PA 19381 | 501 (c) (3) | General Operating Support | 5,000 |

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Part XV, line 3a - Grants Paid

| Date | Organization | Address | Status | Support Type | Amount |
|------------|--|--|-------------|------------------------------|--------|
| 11/20/2012 | Interlake Spirit Boosters Club | 16245 NE 24th St Bellevue WA 98008 | 501 (c) (3) | Matching Gift | 50 |
| 11/20/2012 | Margaret Mead Elementary PTSA | 1725 216th Ave NE Sammamish WA 98074 | 501 (c) (3) | Matching Gift | 50 |
| 11/20/2012 | Rainier Scholars | 2100 24th Ave S. Suite 360 Seattle WA 98144 | 501 (c) (3) | General Operating Support | 1,000 |
| 12/5/2012 | Northwest Harvest | PO Box 12272 Seattle WA 98102 | 501 (c) (3) | Matching Gift | 250 |
| 12/5/2012 | Seattle Shakespeare Company | 305 Harrison Street PO Box 19595 Seattle WA 98109 | 501 (c) (3) | Matching Gift | 50 |
| 12/5/2012 | Village Theatre | PO Box 2350 Issaquah WA 98027-2917 | 501 (c) (3) | Matching Gift | 50 |
| 12/6/2012 | Hydroplane and Raceboat Museum | 5917 South 196th Street Kent WA 98032 | 501 (c) (3) | General Operating Support | 5,000 |
| 12/14/2012 | Camas County Senior Center | Po Box 217 129 West Willow Ave Fairfield ID 83327-0217 | 501 (c) (3) | General Operating Support | 2,500 |
| 12/19/2012 | Seattle Opera | PO Box 9248 Seattle WA 98109-0248 | 501 (c) (3) | General Operating Support | 50,000 |
| 12/31/2012 | From Pass Through Investment Partnerships | various locations | 501 (c) (3) | General Operating Support | 6,006 |

| | | | | | |
|---------|--|---------------|-----------------------|------------------------------|-----------|
| Various | Talaris Research Institute | P.O. Box 1607 | Private Foundation | General Operating Support | 322,223 |
| | Less Grants Paid to Talaris Research Institute treated as a distribution of corpus under Treas. Reg. 53.4942(a)-3 | | | | (322,223) |

| | |
|---------------------|------------------|
| Grand Totals | 1,064,726 |
|---------------------|------------------|

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Part VII-B, Question 5c – Expenditure Responsibility

Expenditure Responsibility Statement

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

- | | |
|-------------------------|--|
| (i) Grantee: | Talaris Research Institute P.O. Box 45040 Seattle, WA 98145 |
| (ii) Amount of Grants: | \$ 322,223 (general support) |
| (iii) Purpose of Grant: | General support for the Talaris Research Institute, a private operating foundation engaged in conducting research and collecting research information from experts in the areas of mind, brain and learning research in the amount of \$322,223. |
| (iv) & (vi) Reports: | All expenditure responsibility and out of corpus reports have been received. |
| (v) Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |
| (vii) Verification: | Verification of the report was made by contacting the research organization associated with the University of Washington, a public institution of higher learning, to confirm receipt of grant funds from Talaris Research Institute. |

Apex Foundation
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Part VII-B, Question 5c – Expenditure Responsibility

Expenditure Responsibility Statement

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

- | | |
|-------------------------|---|
| (i) Grantee: | Newcastle University Institute of Genetic Medicine Newcastle upon Tyne United Kingdom NE1 3BZ |
| (ii) Amount of Grants: | \$ 70,655 (general support) |
| (iii) Purpose of Grant: | General support for the Newcastle University, a foreign charitable organization engaged in education and conducting research. |
| (iv) & (vi) Reports: | Interim reports were received during 2012. Final reports are expected in 2013. |
| (v) Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |

Apex Foundation

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2012 Form 990-PF

Part VII-B, Question 5c – Expenditure Responsibility

Expenditure Responsibility Statement

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

- | | |
|--------------------------|--|
| (i) Grantee: | Queensland Museum Foundation PO Box 3300 South Bank, Queensland Australia 4101 |
| (ii) Amount of Grants: | \$5,000 (general support) \$1,000 (general support) |
| (iii) Purpose of Grants: | General support for Queensland Museum Foundation, a foreign charitable organization, which formed to financially support the Queensland Museum in achieving its goals and ensure continuity of the high standard of research, care of the State collections, and service delivery. |
| (iv) & (vi) Reports: | The grants to Queensland Museum Foundation was made during 2006. The reports for the 2006 grants are expected during 2013. |
| (v) Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grants were originally made. |

Apex Foundation
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2012 Form 990-PF
Part VII-B, Question 5c – Expenditure Responsibility

Expenditure Responsibility Statement

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

- | | |
|-------------------------|---|
| (i) Grantee: | Workshops Rail Museum North Street PO Box 2234 North Ipswich, Queensland Australia 4305 |
| (ii) Amount of Grants: | \$1,000 (general support) |
| (iii) Purpose of Grant: | General support for Workshops Rail Museum, a foreign charitable organization, which formed for the objective of preserving the history of the first rail site in Queensland and educating the public on its influence in Australia. |
| (iv) & (vi) Reports: | The grant to Workshops Rail Museum was made during 2006. The reports for the 2006 grant are expected during 2013. |
| (v) Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |