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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 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

A Employer identification number

91-1505735

City or town, state or province, country, and ZIP or foreign postal code

SEATTLE, WA 98101-3095 3095

B Telephone number

(206) 359-8778

G Check all that apply:

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

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 ► 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 J Accounting method: Cash Accrual(from Part II, col (c), line 16) Other (specify)

► \$ 9,392,401. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	400,000.		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	222,773.	203,604.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	450,840.			
b	Gross sales price for all assets on line 6a	2,120,232.			
7	Capital gain net income (from Part IV, line 2)		450,840.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	1,980.	1,980.		STATEMENT 3
12	Total Add lines 1 through 11	1,075,790.	656,621.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 4	3,675.	36.	3,639.
c	Other professional fees				
17	Interest				
18	Taxes	STMT 5	15,863.	7,937.	7,926.
19	Depreciation and depletion				
20	Occupancy		14,251.	1,425.	12,826.
21	Travel, conferences, and meetings		4,273.	427.	3,846.
22	Printing and publications				
23	Other expenses	STMT 6	172,690.	81,642.	91,048.
24	Total operating and administrative expenses. Add lines 13 through 23		210,752.	91,467.	119,285.
25	Contributions, gifts, grants paid		874,761.		874,761.
26	Total expenses and disbursements. Add lines 24 and 25		1,085,513.	91,467.	994,046.
27	Subtract line 26 from line 12:		-9,723.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0)		565,154.		
c	Adjusted net income (if negative, enter -0)			N/A	

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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	229,164.	123,322.	123,322.
	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	6,966,867.	7,253,347.
	c	Investments - corporate bonds	STMT 8	538,617.	349,769.
	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 - see the instructions. Also, see page 1, item 1)		7,734,648.	7,726,438.
	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.
Liabilities	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		7,734,648.	7,726,438.
	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		7,734,648.	7,726,438.
	31	Total liabilities and net assets/fund balances		7,734,648.	7,726,438.

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	7,734,648.
2	Enter amount from Part I, line 27a	2	-9,723.
3	Other increases not included in line 2 (itemize) ► TIMING DIFFERENCES	3	1,513.
4	Add lines 1, 2, and 3	4	7,726,438.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,726,438.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENTS				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	2,120,232.	1,669,392.	450,840.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			450,840.		
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	450,840.	
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))
2012	888,447.	8,339,157.	.106539
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
2 Total of line 1, column (d)			.562348
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			.112470
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			8,783,118.
5 Multiply line 4 by line 3			987,837.
6 Enter 1% of net investment income (1% of Part I, line 27b)			5,652.
7 Add lines 5 and 6			993,489.
8 Enter qualifying distributions from Part XII, line 4			994,046.

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 2013 estimated tax payments and 2012 overpayment credited to 2013

b Exempt foreign organizations - tax withheld at source

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

d Backup withholding erroneously withheld

6a 5,640.

6b

6c 2,000.

6d

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

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

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

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

11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ►

1,988. Refunded ►

7,640.

8

9

10 1,988.

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

1a X

1b X

1c X

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

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

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

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 X

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.

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

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*

N/A

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

WA

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

6 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

8b X

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

9 X

10 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	<input checked="" type="checkbox"/>	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	<input checked="" type="checkbox"/>	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>	X
Website address ► WWW.BLAKEMOREFOUNDATION.ORG				
14	The books are in care of ► EUGENE LEE	Telephone no. ► (206) 359-8778		
Located at ► 1201 THIRD AVE., 49TH FLOOR, SEATTLE, WA				
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	► <input type="checkbox"/> N/A	
16	At any time during calendar year 2013, 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	<input checked="" type="checkbox"/>	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 type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" 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 ►	1b	<input checked="" type="checkbox"/> 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 2013?	1c	<input checked="" type="checkbox"/> 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)): At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
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.)	2b	<input type="checkbox"/> N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	3a	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3b	<input type="checkbox"/> N/A
b	If "Yes," did it have excess business holdings in 2013 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 2013.)	4a	<input type="checkbox"/> X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4b	<input type="checkbox"/> 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 2013?		

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		►	5b
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		►	6b
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If "Yes" to 6b, file Form 8870.	<input type="checkbox"/>			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		►	7b
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors				

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

(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

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	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Amount

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

Form 990-PF (2013)

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	8,771,336.
b	Average of monthly cash balances	1b	145,535.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,916,871.
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	8,916,871.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	133,753.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,783,118.
6	Minimum investment return. Enter 5% of line 5	6	439,156.

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	439,156.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,652.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,652.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	433,504.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	433,504.
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	433,504.

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	994,046.
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	994,046.
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	5,652.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	988,394.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				433,504.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	758,898.			
b From 2009	432,512.			
c From 2010	326,163.			
d From 2011	590,328.			
e From 2012	477,110.			
f Total of lines 3a through e	2,585,011.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 994,046.			0.	
a Applied to 2012, 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 2013 distributable amount			433,504.	
e Remaining amount distributed out of corpus	560,542.			
5 Excess distributions carryover applied to 2013 (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:	3,145,553.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	758,898.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,386,655.			
10 Analysis of line 9:				
a Excess from 2009	432,512.			
b Excess from 2010	326,163.			
c Excess from 2011	590,328.			
d Excess from 2012	477,110.			
e Excess from 2013	560,542.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(i)(3) or 4942(i)(5)

		b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(5) or 4942(j)(6)				
		Tax year		Prior 3 years		(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2	a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
	b 85% of line 2a					
	c Qualifying distributions from Part XII, line 4 for each year listed					
	d Amounts included in line 2c not used directly for active conduct of exempt activities					
	e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	3 Complete 3a, b, or c for the alternative test relied upon:					
	a "Assets" alternative test - enter:					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
	b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
	c "Support" alternative test - enter:					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

BLAKEMORE FOUNDATION, EUGENE H. LEE, TRUSTEE, (206) 359-8778
1201 THIRD AVENUE, SUITE 4900, SEATTLE, WA 98101-3099

b. The form in which applications should be submitted and information and materials they should include.

STATEMENT ATTACHED

6. Any submission deadlines:

STATEMENT ATTACHED

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

STATEMENT ATTACHED

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				874,761.
Total			► 3a	874,761.
<i>b Approved for future payment</i>				
SEE ATTACHED SCHEDULE				267,714.
Total			► 3b	267,714.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	197.	
4 Dividends and interest from securities			14	222,773.	
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	1,980.	
8 Gain or (loss) from sales of assets other than inventory			18	450,840.	
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.	675,790.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	675,790.
(See worksheet in line 13 instructions to verify calculations.)					

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

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

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

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see instr.)?

Paid Preparer Use Only	First/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	LORI D. RUSSELL	Lori Russell, CPA	6/20/14		P00012134
	Firm's name ► SWEENEY CONRAD P.S.		Firm's EIN ► 91-1301672		
Firm's address ► 2606 116TH AVENUE NE, SUITE 200 BELLEVUE, WA 98004-1422		Phone no. (425) 629-1990			

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.
 ► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
 its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Name of the organization

BLAKEMORE FOUNDATION

Employer identification number

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 its Form 990-PF, Part I, line 2, 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) (2013)

Name of organization

BLAKEMORE FOUNDATION

Employer identification number

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	FREEMAN FOUNDATION	\$ 400,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
	C/O ROCKEFELLER TRUST COMPANY		(Complete Part II for noncash contributions.)
	ROCKEFELLER PLAZA, NEW YO, NY 10112		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)

Name of organization

Employer identification number

BLAKEMORE FOUNDATION

91-1505735

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

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

Name of organization

Employer identification number

BLAKEMORE FOUNDATION

91-1505735

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
			<p style="text-align: center;">(e) Transfer of gift</p>
			<p style="text-align: center;">Transferee's name, address, and ZIP + 4</p>
			<p style="text-align: center;">Relationship of transferor to transferee</p>

BLAKEMORE 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 PUBLICLY TRADED SECURITIES - CHARLES SCHWAB #3459					
b PUBLICLY TRADED SECURITIES - CHARLES SCHWAB #3314					
c PUBLICLY TRADED SECURITIES - CHARLES SCHWAB #3314					
d PUBLICLY TRADED SECURITIES - CHARLES SCHWAB #3314					
e PUBLICLY TRADED SECURITIES - MORGAN STANLEY #7007					
f PUBLICLY TRADED SECURITIES - MORGAN STANLEY #7007					
g PUBLICLY TRADED SECURITIES - MORGAN STANLEY #7007					
h PUBLICLY TRADED SECURITIES - MORGAN STANLEY #7007					
i CAPITAL GAINS DIVIDENDS					
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 63,854.		64,240.	-386.		
b 37,115.		24,954.	12,161.		
c 259,669.		151,430.	108,239.		
d 645,430.		331,275.	314,155.		
e 123,311.		123,384.	-73.		
f		2.	-2.		
g 369,526.		362,952.	6,574.		
h 598,009.		611,155.	-13,146.		
i 23,318.			23,318.		
j					
k					
l					
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			-386.		
b			12,161.		
c			108,239.		
d			314,155.		
e			-73.		
f			-2.		
g			6,574.		
h			-13,146.		
i			23,318.		
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	450,840.	
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	

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
KEY BANK - INTEREST	197.	197.	
TOTAL TO PART I, LINE 3	197.	197.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	224,468.	23,318.	201,150.	181,981.	
LESS: AMORTIZATION OF BOND PREMIUMS	-14,567.	0.	-14,567.	-14,567.	
MORGAN STANLEY - INTEREST	36,190.	0.	36,190.	36,190.	
TO PART I, LINE 4	246,091.	23,318.	222,773.	203,604.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EAGLE LAND & MINERALS	188.	188.	
TYCO SEC FAIR FUND	44.	44.	
SLM SECURITIES LITIGATION	1,364.	1,364.	
ROYALTIES - AMERICAN ARTIST IN TOKYO	384.	384.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,980.	1,980.	

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	3,675.	36.		3,639.
TO FORM 990-PF, PG 1, LN 16B	3,675.	36.		3,639.

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	7,937.	7,937.		0.
FEDERAL EXCISE TAX	7,901.	0.		7,901.
TO FORM 990-PF, PG 1, LN 18	15,863.	7,937.		7,926.

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	80,921.	80,921.		0.
MEALS & ENTERTAINMENT	1,616.	0.		1,616.
OFFICE EXPENSES	1,620.	162.		1,458.
BOARD OF MANAGERS EXPENSES	2,187.	218.		1,969.
CONTRACT STAFF	82,932.	0.		82,932.
INSURANCE	3,414.	341.		3,073.
TO FORM 990-PF, PG 1, LN 23	172,690.	81,642.		91,048.

BLAKEMORE FOUNDATION

91-1505735

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION

FAIR MARKET
BOOK VALUE VALUE

CORPORATE STOCK

7,253,347. 8,909,223.

TOTAL TO FORM 990-PF, PART II, LINE 10B

7,253,347. 8,909,223.

FORM 990-PF

CORPORATE BONDS

STATEMENT

8

DESCRIPTION

FAIR MARKET
BOOK VALUE VALUE

CORPORATE BONDS

349,769. 359,856.

TOTAL TO FORM 990-PF, PART II, LINE 10C

349,769. 359,856.

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2013

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 12/31/2013

			End of Year as of 12/31/2013
			Fair Market Value
	No. of Shares	Book Value	
<u>Corporate Stock/Mutual Funds</u>			
AFLAC	2,038	\$88,609	\$136,138 40
Abbott Laboratories	1,075	\$21,536	\$41,204 75
Abbvie Inc	1,071	\$23,275	\$56,559 51
Accenture PLC	1,007	\$38,963	\$82,795 54
Amgen	1,147	\$68,496	\$130,849 76
Bank of America	8,635	\$78,922	\$134,446 95
Berkshire Hathaway Class B	765	\$44,593	\$90,698 40
Block H & R	2,855	\$46,268	\$83,480 20
Bristol-Myers Squibb	730	\$15,868	\$38,799 50
Cabela's	2,354	\$65,469	\$156,917.64
Comcast CP New Class A	2,038	\$48,368	\$101,655 44
Disney Walt Co.	1,786	\$29,417	\$137,986 36
Ebay Inc.	2,818	\$74,852	\$154,609 57
Franklin Resources Inc	1,701	\$39,146	\$98,198 73
Gannett Co	6,400	\$94,435	\$190,592 00
Home Depot Inc.	987	\$24,440	\$81,269 58
Johnson & Johnson	554	\$35,974	\$50,740.86
JPMorgan Chase	2,094	\$83,056	\$122,457 12
McDonalds	478	\$27,687	\$46,380 34
Medtronic Inc.	1,123	\$41,011	\$64,448.97
Merck & Co. Inc.	2,528	\$90,826	\$127,638 72
Mylan	1,559	\$33,217	\$67,660 60
NVR Inc	58	\$53,963	\$59,508 58
Nordstrom	1,612	\$61,606	\$99,621.60
Pfizer Incorporated	2,850	\$45,279	\$87,295.50
Starbucks	503	\$10,076	\$39,430.17
Walgreen Company	2,557	\$90,338	\$146,874 08
Wells Fargo	2,587	\$66,947	\$117,449.80
Schwab Adv Cash Reserve Prem - Smead	25,926	\$25,926	\$25,925.99
Russell Inv Grade Bond Fd Cl I	22,744	\$478,632	\$491,960
Russell Strategic Bond CL I	46,663	\$476,623	\$500,692
Russell Emerging Mkts Fd Cl S	2,658	\$30,451	\$47,788
Russell Global Equity Fund CL S	5,573	\$51,907	\$63,702
Russell International Developed Mkts CL I	3,442	\$96,386	\$127,200
Russell U.S. Core Equity	384	\$9,000	\$15,451
Russell U.S. Defensive Equity	361	\$9,000	\$15,188
Russell U.S. Small & Mid Cap	132	\$2,518	\$4,073
Schwab Int'l Equity ETF	2,287	\$63,828	\$72,109
Schwab Adv Cash Reserve Prem - Greene	17,015	\$17,015	\$17,015
Morgan Stanley - cash/money market	117,463	117,463	117,463
Eaton Vance Tax Mgd Div Equ Fund	33,227	\$279,463 61	\$332,270 00
Vanguard Dividend Appreciation	5,150	\$273,841 37	\$387,486 00
Vanguard International Equity Index Fund	11,869	\$560,199 89	\$619,362.57
Vanguard Total Stk Mkt ETF	7,310	\$649,863 17	\$701,175 20
Wisdom Tree Emerging Markets	7,476	\$415,312 56	\$381,500 28
American Cap Inc Builder F1	4,560.483	\$239,011 18	\$267,016 28
Center Coast MLP Focus I	15,902 312	\$160,356 54	\$176,038 59

BLAKEMORE FOUNDATION EIN 91-1505735 SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2013

		End of Year as of 12/31/2013	
		Book Value	Fair Market Value
<u>Corporate Stock/Mutual Funds</u>			
Fidelity Adv Floating Rt Hi Inc I	8,777 682	\$87,425.20	\$87,425.71
First Eagle Global I	5,261 764	\$288,475.56	\$283,188.14
Templeton Global Bond Fund	15,315 844	\$205,708.98	\$200,484.40
Lord Abbett Sht Duration Inc F	8,576 053	\$39,625.11	\$39,021.04
PIMCO Commodity Real Return Fund	24,435 283	\$196,141.01	\$133,905.35
Blackrock Global Allocation Fund	17,588 469	\$341,929.20	\$376,920.89
Blackrock Strategic Inc Opp	8,491.277	\$86,264.27	\$86,271.37
Putnam Absolute Return 500	31,405 132	\$341,067.95	\$362,729.27
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		\$7,253,347	\$8,909,223

BLAKEMORE FOUNDATION EIN 91-1505735 SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2013

	Face Value at Maturity	End of Year as of 12/31/2013	
		Book Value	Fair Market Value
<u>Corporate Bonds</u>			
Autozone Inc. B/E 1/15/14 CUSIP 053332AHS	50,000	\$50,044.13	\$51,596
Comcast Corp New NTS 1/15/14 CUSIP 20030NAE1	50,000	\$50,034.37	\$51,295
Duke Energy Corp NTS 2/1/14 CUSIP 264399EQ5	50,000	\$50,105.41	\$51,532
Time Warner Cable Inc 2/14/14 CUSIP 88732JAQ1	50,000	\$50,244.16	\$51,999
Paccar Inc. Nts 2/15/14 CUSIP 69373UAA5	50,000	\$50,225.56	\$51,662
Anadarko Petroleum Corp 3/15/14 CUSIP 032511BD8	48,000	\$48,358.04	\$49,716
Rio Tinto Fin USA Ltd 5/1/14 ISIN US767201AF38	50,000	<u>\$50,757.57</u>	<u>\$52,056</u>
Total		<u>\$349,769</u>	<u>\$359,856</u>

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2013

Attachment for 990-PF

Part VIII: Information about Officers, Directors et al

See attached schedule

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2013

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	Board member 2 hours/week	0	0	0
Therese Caouette P.O. Box 11756 Bainbridge Island, WA 98110	Board member 2 hours/week		0	0
William E. Franklin 2360 - 43rd Avenue East Unit #315 Seattle, WA 98112-2788 (term expired June 2013)	Board member 2 hours/week	0	0	0
Mimi Gardner Gates 1300 First Avenue Seattle, WA 98101-2003	Board Chair & Board member 2 hours/week	0	0	0
Lorri Hagman University of Washington Press P.O. Box 50096 Seattle, WA 98145-5096 (elected June 2013)	Board member 2 hours/week	0	0	0

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2013

(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
Christopher R. Helm 1201 Third Ave., Suite 2200 Seattle, WA 98101-3045 (term expired June 2013)	Board member 2 hours/week	0	0	0
Darryl N. Johnson 17409 Sylvester Road Burien, WA 98166	Board Member 2 hours/week	0	0	0
Robert A. Kapp 851 54th Street Port Townsend, WA 98368	Board member 2 hours/week	0	0	0
Eugene H. Lee 7704 NE Yeomalt Point Drive NE Bainbridge Island, WA 98110	Trustee & Board member 10 hours/week	0	0	0
Joseph A. Massey P.O. Box 32 Deer Harbor, WA 98243	Board member 2 hours/week	0	0	0
Griffith Way 1630 43rd Avenue East #1425 Seattle, WA 98112	Trustee Emeritus & Board member 2 hours/week	0	0	0
Haicheng Wang University of Washington School of Art Box 353440 Seattle, WA 98195-3440	Board member 2 hours/week	0	0	0

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2013

PART XV - SUPPLEMENTARY INFORMATION

Line 2a. Name/address/telephone number of persons to whom applications were addressed for applications submitted in 2013.

Blakemore Foundation
Eugene H. Lee, Trustee
Cathy Scheibner, Executive Assistant
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, 2013

Art Grants
Applications received by October 1, 2013

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.

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2013

**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 1st.

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2013

**BLAKEMORE FOUNDATION
ART GRANT APPLICATION INSTRUCTIONS
FOR EXHIBITIONS
2013**

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 \$25,000)
- 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, 2013.

Applicants will be notified of grant awards by the end of December 2013.

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 98101-3099

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

**ART GRANT APPLICATION INSTRUCTIONS
FOR INTERNSHIPS
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 \$45,000)
- 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, 2013.

Applicants will be notified of grant awards by the end of December 2013.

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 98101-3099

Application for 2014 Blakemore Freeman Fellowship for Advanced Asian Language Study

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, 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)

Highest Level Completed (example: 100% Prof. Chinese): _____
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 one year or more. Official electronic transcripts or documents in original unopened sealed envelopes from the issuing institution are both acceptable. See Grant Guidelines for more details.

Institution	Major	Degree & Date (received or expected)

Recommendation Letters Please enclose recommendation letters in sealed unopened envelopes with your application or have letters sent directly to the Foundation by the recommenders by mail, fax (206-359-9778) or email 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 www.blakemorefoundation.org. I believe that I qualify for a Blakemore Freeman Fellowship based on this information. I confirm that I am not related to any of the current members of the Blakemore Foundation Board of Managers as of the date of this application.

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

Date _____

Signature _____

Application Deadline: Postmarked by December 31, 2013

Send all materials to mailing address:

Blakemore Foundation
Eugene H. Lee, Trustee
1201 Third Avenue, Suite 4900
Seattle, Washington 98101-3099

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

blakemorefoundation@gmail.com or blakemore@perkinscoie.com

Grant study must start between June 2014 and May 2015, or as limited by the start dates of school terms at the language program involved. No deferrals of start dates will be permitted beyond May 2015.

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 98101-3099

For further information, please contact:

Cathy Scheibner, Executive Assistant
(206) 359-8778 or (206) 359-3684
blakemorefoundation@gmail.com or blakemore@perkinscoie.com

Approved Language Programs

- The Blakemore Foundation awards grants for study only at specific language programs as noted below.
- Only one language program may be listed on the application.
- Applicants for Blakemore language grants must 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.
- Curriculum Vitae or Resume
- 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 one or more years. 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.

Application Timeline

- December 31 – Postmark deadline for applications
- January 15 – Application receipt acknowledged by email
- January/February - Applications reviewed by Foundation
- March - Finalists notified by email and interviews conducted
- Late March/early April - Grantees selected and notified of grants
- Early June – 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 98101-3099. 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
 - Documents in original unopened sealed envelopes may be included with application or sent directly to the Foundation by the issuing institution. Official electronic transcripts must be sent directly to the Foundation at blakemorefoundation@gmail.com by the issuing institution
 - Photocopies of transcripts from institutions located outside the United States will be accepted if official transcripts are not readily obtainable.
 - Transcripts are not required from universities at which the applicant has studied for less than one year.

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 98101-3099

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.)
 - If December 31 falls on a Sunday or other postal holiday in the United States, then applications may be postmarked the next business day.
 - We recommend that applications sent from overseas be shipped well before December 31 or be sent by express delivery in order to ensure that the application is received no later than January 10, 2014.

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 2014 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 2014, study must start between June 2014 and May 2015.

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 a professional, business, technical or academic 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". The 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

Who are we looking for? Superior candidates pursuing careers in fields such as STEM (science, technology, engineering, math), international business, accounting, law, medicine, journalism, architecture, teaching, social or NGO work, government service, and academia are encouraged to apply.

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 (language evaluation form at end of this document 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 2014-2015 year.

Dates of Study and Deferral Policy

Study must start between June 2014 and May 2015, or as limited by the start dates of school terms at the language program involved. No deferrals of start dates will be permitted beyond May 2015.

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 (any carrier)
- 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.

FOREIGN LANGUAGE REFERENCE FORM

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

Name of Applicant	Language
-------------------	----------

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

SPEAKING AND LISTENING (Please check one)

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

READING (Please check one)

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

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

Name of Evaluator	Institution	Position or Title
-------------------	-------------	-------------------

Signature	Date
-----------	------

Application for 2014 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 Refresher Grant, I plan to use the grant for language study at the following language program in East or Southeast Asia:

Language

Dates of study

Language Program

(See instructions for list of approved programs)

Date that your application was or will be submitted to language program listed above:

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

Principal Academic or Professional Honors

Previous study of the language for which I am applying:

Highest Level Completed (example: 4th Year Chinese)

Study abroad or other programs attended

Colleges or Universities Attended

Institution	Major	Degree & Date (received or expected)

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

Name of Recommender

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 www.blakemorefoundation.org. I believe that I qualify for a 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, 2013

Send all materials to mailing address:

Blakemore Foundation
Eugene H. Lee, Trustee
1201 Third Avenue, Suite 4900
Seattle, Washington 98101-3099

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

Grant study must start between June 2014 and May 2015, or as limited by the start dates of school terms at the language program involved. No deferrals of start dates will be permitted beyond May 2015.

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 98101-3099

For further information, please contact:

Cathy Scheibner, Executive Assistant
(206) 359-8778 or (206) 359-3684
blakemorefoundation@gmail.com or blakemore@perkinscoie.com

Approved Language Programs

- The Blakemore Foundation awards grants for study only at specific language programs as noted below.
- Only one language program may be listed on the application.
- Applicants for Blakemore language grants must 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://leas.berkeley.edu/iup/>) and at the International Chinese Language Program at National Taiwan University in Taipei, Taiwan (<http://iclp.ntu.edu.tw/>). We do not fund Chinese language study at any other institution.
- For Korean, we recommend study at Seoul National University (<http://lei.snu.ac.kr/site/en/klec/main/main.jsp>), Yonsei University (<http://www.yskli.com/index.asp>) or Sogang University (<http://klec.sogang.ac.kr/>). We will consider study at other Korean language programs on a case-by-case basis during the application review process
- Approval of language programs for study of languages of SE Asia will be considered on an individual basis during the application review process.

Materials to Be Submitted for Blakemore 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
- Official college transcript from last institution attended (applicable only to those who have not received a doctorate). Electronic transcripts or official paper documents 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 15 – Application receipt acknowledged by email
- January/February - Applications reviewed by Foundation
- March - Finalists notified by email
- Late March/early April - Grantees selected and notified of grants
- Early June – Names of grantees posted on website

Additional Information Concerning Application Materials

- Letter of Recommendation
 - No special forms are used. A letter printed on a recommender's professional letterhead is preferred.
 - Letter 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.
 - Letter of recommendation may be included with application in sealed unopened envelope or may be sent directly to the Foundation by the recommender by mail, fax or email.
 - Recommendation sent under separate cover should be addressed to: Blakemore Foundation, 1201 Third Avenue, Suite 4900, Seattle, Washington 98101-3099. Letters sent directly by the recommender may also be faxed to (206) 359-9778 or emailed to blakemorefoundation@gmail.com.
- Transcripts
 - Official transcripts from last institution attended (applicable only to those who have not received a doctorate) may be included with application or sent directly to the Foundation by the issuing institution. Official electronic transcripts must be sent directly to the Foundation at blakemorefoundation@gmail.com by the issuing institution
 - Photocopies of transcripts from institutions located outside the United States will be accepted if official transcripts are not readily obtainable.

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 98101-3099

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.)
 - If December 31 falls on a Sunday or other postal holiday in the United States, then applications may be postmarked the next business day.
 - We recommend that applications sent from overseas be shipped well before December 31 or be sent by express delivery in order to ensure that the application is received no later than January 10, 2014.

Blakemore Refresher Grants **2014 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:
 - Professors who are teaching in an Asian field at a university or college in the United States
 - Professionals working in an Asian field
 - Former Blakemore Freeman Fellows
- Be pursuing a professional, business, technical or academic 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

Superior candidates pursuing careers in fields such as STEM (science, technology, engineering, math), international business, accounting, law, medicine, journalism, architecture, teaching, social or NGO work, government service, and academia are encouraged to apply.

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 BLAKEMORE FOUNDATION
1201 Third Avenue, Suite 4900 Seattle, Washington 98101-3266
Telephone (206) 359-8778 Facsimile (206) 359-9778
email blakemorefoundation@gmail.com or blakemore@perkinscole.com
<http://www.blakemorefoundation.org>

- The potential to make a significant contribution to a field of study or area of professional or business activity in an Asian country
- Prior experience in the Asian country or involvement or participation in activities related to the country
- Good academic, professional or business background, appropriate to the career program

Application to Language Program is Applicant's Responsibility

It is the applicant's individual responsibility to apply to the language program 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.
- 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.

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 2014 and May 2015, or as limited by the start dates of school terms at the language program involved. No deferrals of start dates will be permitted beyond May 2015.

Residency Requirement

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

We encourage Blakemore 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

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

The stipend for travel, living and study expenses is paid to the Fellow as a lump sum at the beginning of 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 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

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 is enrolled for each academic period covered by a Blakemore Refresher Grant. The transcript should list courses taken and grades received or progress made.

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2013

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 12/31/2013
GRANTS PAID DURING THE YEAR

a. Paid during the year

Recipient <u>Name & Address</u>	If individual, relationship to any foundation manager or substantial contributor	Foundation Status	Purpose	<u>Amount</u>
GRANTS PAID TO INDIVIDUALS				
Thomas Bochert 481 Main Street Burlington, VT 05405	None	n/a	Language study at the Advanced Study of Thai Program at Chiang Mai University, Thailand	\$10,000.00
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	\$26,053.00
Michaela Campbell 1574 Gulf Road, PMB 252 Point Roberts, WA 98281	None	n/a	Language study at ILCIC Program at Sanata Dharma University, Indonesia	\$18,260.00
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

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2013
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	Amount
Dominic DeSapio 511 West Main St #203 Madison, WI 53703	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$35,600.00
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	\$34,300.00
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
Peter Hick 107 McFarland Court, Apt. 108 Stanford, CA 94305	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$40,400.00
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	\$21,300.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2013
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>
Nathaniel Kingdon 785 Weyburn Terrace C22 Los Angeles, CA 90024	None	n/a	Language study in at Seoul National University in Seoul, South Korea	\$30,750.00
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	\$19,575.00
Joanna Linzer 11 Summer Road, Apt. 3 Cambridge, MA 02138	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$60,407.00
Scott McGinnis 1520 Madison Street, Apt. 116 Oakland, CA 94612	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$22,400.00
Nathan McGovern 719 College Avenue #1 Lancaster, PA 17603	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$31,100.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2013
GRANTS PAID DURING THE YEAR

a. Paid during the year

<u>Recipient Name & Address</u>	If individual, relationship to any foundation manager or substantial contributor	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
William McGrath 104 Clarke Court, Apt. A Charlottesville, VA 22903	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$11,000.00
Kimberly McNelly 8582 Cartier Street Unit 103 Vancouver, BC V6P 4T8 Canada	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$67,007.00
Lucas Schoen 2719 "N" Street SE Washington, DC 20019	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$30,200.00
Richard Sleboda 4-51-35-448 Nishigahara Kitaku, Tokyo 114-0024 Japan	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$50,900.00
Benjamin E. Spitz 695 Tasman Drive, Apt. 3403 Sunnyvale, CA 94089	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$67,007.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2013
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>
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	\$11,000.00
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	\$26,053.00
Aubrey Kenton Thibaut 2057 West Magna Carta Place Baton Rouge, LA 70815	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$22,400.00
Adrian Thieret c/o 847 Park Avenue Worland, WY 82401-4031	None	n/a	Language study at Sogang University in Seoul, South Korea	\$12,758.00
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	\$16,214.00
Beth Tucker 1612 Lancaster Street Baltimore, MD 21231	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$67,007.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2013
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>
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	\$16,214.00
			SUBTOTAL - Paid to individuals	\$784,105.00

GRANTS PAID TO ORGANIZATIONS

China Institute in America 125 East 65th Street New York, NY 10021-7088	None	Public	Funds to support 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	None	Public	Funds to support exhibition of <i>Edo Pop. The Graphic Impact of Japanese Prints</i>	\$10,000.00
Nelson-Atkins Museum of Art 4525 Oak Street Kansas City, MO 64111	None	Public	Funds to support exhibition of <i>Journey through Mountains and Rivers: Chinese Landscapes Ancient and Modern</i>	\$15,000.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2013
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>
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	\$40,656.00
University of Michigan Museum of Art 915 East Washington Street Suite 0540 Rackham Building Ann Arbor, MI 48109-1070	n/a	Public	Funds to support exhibition of <i>Isamu Noguchi and Qi Baishi: Beijing 1930</i>	\$5,000.00
			SUBTOTAL - Paid to organizations	\$90,656.00
			GRAND TOTAL DISBURSED 2012	\$874,761.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2013
 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				
Michaela Campbell 1574 Gulf Road, PMB 252 Point Roberts, WA 98281	None	n/a	Language study at ILCIC Program at Sanata Dharma University, Indonesia	\$14,960.00
Dominic DeSapio 511 West Main St #203 Madison, WI 53703	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$15,600.00
Peter Hick 107 McFarland Court, Apt. 108 Stanford, CA 94305	None	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$10,800.00
Nathaniel Kingdon 785 Weyburn Terrace C22 Los Angeles, CA 90024	None	n/a	Language study in at Seoul National University in Seoul, South Korea	\$12,250.00
Joanna Linzer 11 Sumner Road, Apt. 3 Cambridge, MA 02138	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$15,762.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2013
 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>
Scott McGinnis 1520 Madison Street, Apt. 116 Oakland, CA 94612	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$23,400.00
Nathan McGovern 719 College Avenue #1 Lancaster, PA 17603	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$14,450.00
Kimberly McNelly 8582 Cartier Street Unit 103 Vancouver, BC V6P 4T8 Canada	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$15,762.00
Lucas Schoen 2719 "N" Street SE Washington, DC 20019	n/a	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$10,800.00
Benjamin E. Spitz 695 Tasman Drive, Apt. 3403 Sunnyvale, CA 94089	None	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$15,762.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2013
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>
Aubrey Kenton Thibaut 2057 West Magna Carta Place Baton Rouge, LA 70815	None	n/a	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$23,400.00
Beth Tucker 1612 Lancaster Street Baltimore, MD 21231	None	n/a	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$15,762.00
			SUBTOTAL - Approved for future payment to individuals	\$188,708.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2013
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				
The Asia Society 725 Park Avenue New York, NY 10021-5088	n/a	Public	Funds to support exhibition <i>Golden Visions of Densatil: A Tibetan Buddhist Monastery</i>	\$15,000.00
Los Angeles County Museum of Art 15905 Wilshire Boulevard Los Angeles, CA 90036	n/a	Public	Funds to support exhibition <i>Chinese Paintings from Japanese Collections</i>	\$20,000.00
Minneapolis Institute of Arts 2400 Third Avenue South Minneapolis, MN 55404	n/a	Public	Funds to support research, publication and exhibition of the museum's collection of archaic Chinese bronzes	\$25,000.00
Seattle Art Museum P. O. Box 22000 Seattle, WA 98122-9700	n/a	Public	Museum internship for a University of Washington art history graduate student during 2014/2015 academic year	\$19,006.00
			SUBTOTAL - Approved for future payment to organizations	\$79,006.00
			GRAND TOTAL APPROVED FOR FUTURE PAYMENT	\$267,714.00