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## Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>APEX FOUNDATION</b>		A Employer identification number <b>91-1950397</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 245</b>		B Telephone number <b>(425) 460-2500</b>
City or town, state or province, country, and ZIP or foreign postal code <b>BELLEVUE, WA 98009</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 135,295,092.</b> (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		240,873.	240,220.		STATEMENT 1
4 Dividends and interest from securities		1,976,116.	1,975,645.		STATEMENT 2
5a Gross rents		129,158.	114,500.		STATEMENT 3
b Net rental income or (loss)		13,256.			STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		6,483,160.			
b Gross sales price for all assets on line 6a		22,524,885.			
7 Capital gain net income (from Part IV, line 2)			6,483,160.		
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		62,680.	4,421.		STATEMENT 5
12 Total. Add lines 1 through 11		8,891,987.	8,817,946.		
13 Compensation of officers, directors, trustees, etc		386,419.	102,206.		284,213.
14 Other employee salaries and wages		424,474.	57,750.		366,724.
15 Pension plans, employee benefits		75,025.	15,413.		59,612.
16a Legal fees STMT 6		1,421.	1,421.		0.
b Accounting fees STMT 7		17,027.	0.		17,027.
c Other professional fees STMT 8		1,350.	0.		1,350.
17 Interest		436.	175.		0.
18 Taxes STMT 9		160,286.	84,341.		38,789.
19 Depreciation and depletion		40,004.	39,045.		
20 Occupancy					
21 Travel, conferences, and meetings		40,032.	0.		40,032.
22 Printing and publications					
23 Other expenses STMT 10		259,046.	96,267.		162,778.
24 Total operating and administrative expenses. Add lines 13 through 23		1,405,520.	396,618.		970,525.
25 Contributions, gifts, grants paid		3,607,640.			3,107,640.
26 Total expenses and disbursements. Add lines 24 and 25		5,013,160.	396,618.		4,078,165.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		3,878,827.			
b Net investment income (if negative, enter -0-)			8,421,328.		
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	1,938,372.	238,302.	238,301.
	2 Savings and temporary cash investments	7,967,546.	4,649,676.	4,649,676.
	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	11,839,500.		
	Less: allowance for doubtful accounts	0.	11,839,500.	11,839,500.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	STMT 11		
	c Investments - corporate bonds	2,376,596.	0.	0.
Net Assets or Fund Balances	11 Investments - land, buildings, and equipment: basis	2,755,293.		
	Less: accumulated depreciation	STMT 12 290,150.	2,506,881.	2,465,143.
	12 Investments - mortgage loans			
	13 Investments - other	STMT 13	84,461,906.	96,305,762.
	14 Land, buildings, and equipment: basis	33,608.		
	Less: accumulated depreciation	STMT 14 31,050.	1,616.	2,558.
	15 Other assets (describe)	STATEMENT 15)	7,840,114.	7,930,339.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		119,552,531.	123,431,280.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Liabilities	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)		0.	<78.>
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)		0.	<78.>
	Foundations that follow SFAS 117, check here	<input checked="" type="checkbox"/>		
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted		119,552,531.	123,431,358.
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here	<input type="checkbox"/>		
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances		119,552,531.	123,431,358.
	31 Total liabilities and net assets/fund balances		119,552,531.	123,431,280.

## Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 119,552,531.
2 Enter amount from Part I, line 27a	2 3,878,827.
3 Other increases not included in line 2 (itemize)	3 0.
4 Add lines 1, 2, and 3	4 123,431,358.
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	6 123,431,358.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 22,524,885.		16,041,725.	6,483,160.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			6,483,160.

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	6,483,160.
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	1,968,409.	94,606,734.	.020806
2011	2,900,267.	94,286,716.	.030760
2010	4,386,612.	90,655,423.	.048388
2009	3,818,691.	85,531,830.	.044646
2008	4,954,639.	108,120,304.	.045825

2 Total of line 1, column (d)	2	.190425
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.038085
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	106,165,766.
5 Multiply line 4 by line 3	5	4,043,323.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	84,213.
7 Add lines 5 and 6	7	4,127,536.
8 Enter qualifying distributions from Part XII, line 4	8	4,170,292.

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

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 **27,122.** Refunded **0.**

6a	51,335.
6b	
6c	60,000.
6d	

1	84,213.
2	0.
3	84,213.
4	0.
5	84,213.
7	111,335.
8	
9	
10	27,122.
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?

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.

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

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

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

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

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

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

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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

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

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

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

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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**Part VII-A Statements Regarding Activities (continued)**

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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☒ Yes ☐ No

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

☐ Yes ☒ No

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

☐

Organizations relying on a current notice regarding disaster assistance check here

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

☒ Yes ☐ No

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

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

☐ Yes ☒ No

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CRAIG W. STEWART P.O. BOX 245 BELLEVUE, WA 98009	PRESIDENT 30.00	182,006.	15,102.	0.
JOLENE M. MCCAWE P.O. BOX 1717 BELLEVUE, WA 98009	VICE PRESIDENT 10.00	0.	0.	0.
BRUCE R. MCCAWE P.O. BOX 1717 BELLEVUE, WA 98009	VICE PRESIDENT 10.00	0.	0.	0.
DAVID BRADY P.O. BOX 1607 BELLEVUE, WA 98009	SECRETARY/TREASURER 20.00	204,413.	9,572.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CLAUDIA MITCHELL P.O. BOX 245, BELLEVUE, WA 98009	PROGRAM DIRECTOR LGMD2I 40.00	100,550.	10,806.	0.
AURELIE MCKINSTRY P.O. BOX 245, BELLEVUE, WA 98009	SENIOR PROGRAM OFFICER 40.00	94,367.	10,401.	0.
RYAN PORTER P.O. BOX 245, BELLEVUE, WA 98009	FINANCIAL ANALYST 20.00	57,750.	5,841.	0.

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		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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
<b>1</b> N/A	
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	94,190,768.
b Average of monthly cash balances	1b	8,247,666.
c Fair market value of all other assets	1c	5,344,070.
d Total (add lines 1a, b, and c)	1d	107,782,504.
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	107,782,504.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,616,738.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	106,165,766.
6 Minimum investment return. Enter 5% of line 5	6	5,308,288.

**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	5,308,288.
2a Tax on investment income for 2013 from Part VI, line 5	2a	84,213.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	848.
c Add lines 2a and 2b	2c	85,061.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	5,223,227.
4 Recoveries of amounts treated as qualifying distributions	4	120,000.
5 Add lines 3 and 4	5	5,343,227.
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	5,343,227.

**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	4,078,165.
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	92,127.
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	4,170,292.
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	84,213.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,086,079.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				5,343,227.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			2,505,680.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 4,170,292.				
<b>a</b> Applied to 2012, but not more than line 2a			2,505,680.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				1,664,612.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:	0.			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				3,678,615.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

- (4) Gross investment income**

[illegible]

## Form 990-PF (2013)

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
SEE STATEMENT 18				3,107,640.
<b>Total</b>			<b>▶ 3a</b>	3,107,640.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	0.



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


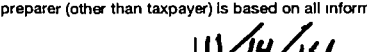
f Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a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

[illegible]

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

**b** If "Yes," complete the following schedule.

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

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.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee 	Date 11/14/14	Title Treasurer		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JANE M. SEARING		11/13/14		P00000565
	Firm's name ▶ CLARK NUBER P.S.	Firm's EIN ▶ 91-1194016			
	Firm's address ▶ 10900 NE 4TH, SUITE 1700 BELLEVUE, WA 98004			Phone no. 425-454-4919	

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a GS CAPITAL PARTNERS V INST.		P	VARIOUS	VARIOUS
b GSCP V INSTITUTIONAL AIV		P	VARIOUS	VARIOUS
c GS CAPITAL PARTNERS VI PARALLEL		P	VARIOUS	VARIOUS
d GS CAPITAL PARTNERS VI PARALLEL		P	VARIOUS	VARIOUS
e MORGAN STANLEY EQUITY A4480		P	VARIOUS	VARIOUS
f NORTHERN TRUST INDEX FUND 7870 LT		P	VARIOUS	VARIOUS
g NORTHERN TRUST MUTUAL FUND 7889 LT		P	VARIOUS	VARIOUS
h NORTHERN TRUST DIVIDEND FUND 7897 ST		P	VARIOUS	VARIOUS
i NORTHERN TRUST DIVIDEND FUND 7897 LT		P	VARIOUS	VARIOUS
j NORTHERN TRUST UTILITY FUND 7919 ST		P	VARIOUS	VARIOUS
k CAPITAL GAINS DIVIDENDS				
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 513,062.			513,062.
b		64,980.	<64,980.>
c 4,435.			4,435.
d 124,542.			124,542.
e 710,179.		440,868.	269,311.
f 3,088,815.		3,122,447.	<33,632.>
g 9,600,432.		7,479,127.	2,121,305.
h 306,973.		251,086.	55,887.
i 2,695,005.		1,781,382.	913,623.
j 2,991,031.		2,901,835.	89,196.
k 2,490,411.			2,490,411.
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			513,062.
b			<64,980.>
c			4,435.
d			124,542.
e			269,311.
f			<33,632.>
g			2,121,305.
h			55,887.
i			913,623.
j			89,196.
k			2,490,411.
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	6,483,160.
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
ELG LLC K-1	97.	97.	
GOLDMAN SACHS	253.	253.	
GS CAPITAL PARTNERS V INSTITUTIONAL	4,310.	4,310.	
GS CAPITAL PARTNERS VI PARALLEL	9,278.	8,625.	
MORGAN STANLEY - FIXED INCOME	22.	22.	
MUSEUM OF FLIGHT LOAN - CONTAINER PROPERTY	226,913.	226,913.	
TOTAL TO PART I, LINE 3	240,873.	240,220.	

## 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
ELG K-1	1.	0.	1.	1.	
GS CAPITAL PARTNERS V INSTITUTIONAL	1,604.	0.	1,604.	1,133.	
GS CAPITAL PARTNERS VI PARALLEL	4,208.	0.	4,208.	4,208.	
GSCP V INSTITUTIONAL AIV	10,072.	0.	10,072.	10,072.	
MORGAN STANLEY	7,501.	0.	7,501.	7,501.	
NORTHERN TRUST 7862	643.	0.	643.	643.	
NORTHERN TRUST 7870	386,273.	0.	386,273.	386,273.	
NORTHERN TRUST 7889	1,977,797.	820,536.	1,157,261.	1,157,261.	
NORTHERN TRUST 7889	1,669,875.	1,669,875.	0.	0.	
NORTHERN TRUST 7897	340,205.	0.	340,205.	340,205.	
NORTHERN TRUST 7919	68,348.	0.	68,348.	68,348.	
TO PART I, LINE 4	4,466,527.	2,490,411.	1,976,116.	1,975,645.	



FORM 990-PF	RENTAL INCOME	STATEMENT	3
KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME	
LINBROOK BUILDINGS 9 & 12	1	109,969.	
ELG LLC K-1	2	19,189.	
TOTAL TO FORM 990-PF, PART I, LINE 5A		129,158.	

FORM 990-PF	RENTAL EXPENSES	STATEMENT	4
DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		39,045.	
AMORTIZATION		4,277.	
DUES & ASSESSMENTS		14,084.	
INSURANCE		1,971.	
LINBROOK LEGAL FEES		563.	
UTILITIES		14,274.	
SECURITY MONITORING		1,537.	
GENERAL MAINTENANCE		1,647.	
REPAIRS		6,095.	
REAL ESTATE TAXES		32,034.	
LICENSING		200.	
CONTRACT LABOR		175.	
- SUBTOTAL -	1		115,902.
TOTAL RENTAL EXPENSES			115,902.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			13,256.

FORM 990-PF	OTHER INCOME	STATEMENT	5
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GS CAPITAL PARTNERS V INSTITUTIONAL	62,269.	1.	
GSCP V INSTITUTIONAL AIV	<4,101.>	0.	
GS CAPITAL PARTNERS VI PARALLEL	4,512.	4,420.	
TOTAL TO FORM 990-PF, PART I, LINE 11	62,680.	4,421.	

FORM 990-PF	LEGAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	858.	858.		0.
LINBROOK LEGAL FEES	563.	563.		0.
TO FM 990-PF, PG 1, LN 16A	1,421.	1,421.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	17,027.	0.		17,027.
TO FORM 990-PF, PG 1, LN 16B	17,027.	0.		17,027.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROGRAM CONSULTING	0.	0.		0.
WEBSITE DESIGN	0.	0.		0.
CONSULTING	1,350.	0.		1,350.
TO FORM 990-PF, PG 1, LN 16C	1,350.	0.		1,350.

FORM 990-PF	TAXES		STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES LESS REFUND	37,000.	0.		0.
PAYROLL TAX	52,707.	13,917.		38,789.
FOREIGN TAXES PAID	38,545.	38,390.		0.
REAL ESTATE TAXES	32,034.	32,034.		0.
TO FORM 990-PF, PG 1, LN 18	160,286.	84,341.		38,789.

FORM 990-PF	OTHER EXPENSES		STATEMENT	10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE & DELIVERY	142.	0.		142.
DUES & SUBSCRIPTIONS	8,034.	0.		8,034.
INSURANCE	7,635.	0.		7,635.
MILEAGE	3,143.	0.		3,143.
MISCELLANEOUS	1,178.	0.		1,178.
PARKING	1,042.	0.		1,042.
PROGRAM DEVELOPMENT	22,030.	0.		22,030.
TELEPHONE	3,376.	0.		3,376.
ACCRUAL TO CASH ADJUSTMENT	98,037.	0.		98,037.
CONTINUING EDUCATION	13,549.	0.		13,549.
OFFICE EXPENSE	1,214.	0.		1,214.
GS CAPITAL PARTNERS V INST.	14,745.	14,737.		0.
GS CAPITAL PARTNERS VI PARALLEL	12,678.	12,678.		0.
ELG INVESTMENT EXPENSE	12.	12.		0.
GSCP VI PARALLEL AIV	1,717.	1,717.		0.
GSCP V INSTITUTIONAL AIV	1,997.	1,997.		0.
TRANSPORT	618.	0.		618.
SUPPLIES	2,780.	0.		2,780.
NORTHERN TRUST INVESTMENT EXPENSE	20,703.	20,710.		0.
MORGAN STANLEY INVESTMENT EXPENSE	156.	156.		0.
DUES & ASSESSMENTS	14,084.	14,084.		0.
INSURANCE	1,971.	1,971.		0.
UTILITIES	14,274.	14,274.		0.
SECURITY MONITORING	1,537.	1,537.		0.
GENERAL MAINTENANCE	1,647.	1,647.		0.
REPAIRS	6,095.	6,095.		0.

LICENSING	200.	200.	0.
CONTRACT LABOR	175.	175.	0.
AMORTIZATION	4,277.	4,277.	0.
TO FORM 990-PF, PG 1, LN 23	259,046.	96,267.	162,778.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY SECURITIES - ALCATEL / LUCENT	0.	0.
MORGAN STANLEY SECURITIES - EMBARQ	0.	0.
MORGAN STANLEY SECURITIES - SPRINT / NEXTEL	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT 12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LINBROOK 9 LAND	650,350.	0.	650,350.
LINBROOK 9 BUILDINGS	585,638.	113,246.	472,392.
LINBROOK 12 LAND	560,511.	0.	560,511.
LINBROOK 12 BUILDING	801,099.	154,913.	646,186.
ORGANIZATION COSTS	1,540.	1,540.	0.
LINBROOK 9 TENANT IMPROVEMENTS	39,462.	5,777.	33,685.
LINBROOK 12 TENANT IMPROVEMENTS	41,398.	6,057.	35,341.
LINBROOK 12 - PERSONAL PROPERTY - FRIDGE	651.	428.	223.
LINBROOK 9 - RUN STUDIOS TI	25,000.	775.	24,225.
LINBROOK 9 - ROOF REPAIR	26,676.	998.	25,678.
LINBROOK 9 - RUN STUDIOS LC	14,256.	4,277.	9,979.
LINBROOK 9 - ROYAL COMMERCIAL LC	7,128.	2,139.	4,989.
LINBROOK 12 - LEASE COMMISSIONS	1,584.	0.	1,584.
TOTAL TO FM 990-PF, PART II, LN 11	2,755,293.	290,150.	2,465,143.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	13
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADJUSTMENT TO BASIS IN LINBROOK LLC	COST	<5,122.>	<5,122.>
ELG LLC	COST	433,099.	500,000.
GOLDMAN SACHS	COST	3,999,586.	2,214,270.
GOLDMAN SACHS GS PTRS K-1 ADJ	COST	233,291.	0.
NORTHERN TRUST	COST	89,143,793.	101,668,909.
RUSSELL PANTHEON FUNDS	COST	2,501,115.	3,791,518.
TOTAL TO FORM 990-PF, PART II, LINE 13		96,305,762.	108,169,575.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT		STATEMENT 14
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER PRINTER	700.	700.	0.
LASER PRINTER	1,336.	1,336.	0.
LAPTOP COMPUTER	1,370.	1,370.	0.
COMPUTER	1,794.	1,794.	0.
COMPUTER DELL OPTIPLEX 745	1,673.	1,673.	0.
COMPUTER DELL OPTIPLEX 745	1,873.	1,873.	0.
DELL LAPTOP / DOCKING STATION	2,594.	2,594.	0.
GRANT MANAGEMENT SOFTWARE	18,546.	18,546.	0.
MACBOOK AIR	1,821.	1,001.	820.
DELL OPTIPLEX 9010 COMPUTER - STEWART	1,311.	153.	1,158.
LEXMARK X548DE COLOR PRINTER	590.	10.	580.
TOTAL TO FM 990-PF, PART II, LN 14	33,608.	31,050.	2,558.

FORM 990-PF	OTHER ASSETS		STATEMENT 15
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SPACE MEMORABILIA	4,185,940.	4,276,067.	4,276,067.
SPITFIRE	1,075,000.	1,075,000.	1,075,000.
NORM TAYLOR COLLECTION	717,016.	717,016.	717,016.
RARE BOOKS	1,614,380.	1,614,380.	1,614,380.
LINCOLN	247,778.	247,876.	247,876.
TO FORM 990-PF, PART II, LINE 15	7,840,114.	7,930,339.	7,930,339.

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 16

## NAME OF MANAGER

JOLENE M. MCCA  
BRUCE R. MCCA

## 2013 DEPRECIATION AND AMORTIZATION REPORT

## LINBROOK BUILDINGS 9 &amp; 12

## RENT

1

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
9	ORGANIZATION COSTS	100406195		1M 43		1,540.			1,540.	1,540.		0.
45	LINBROOK 12 - LEASE COMMISSIONS	VARIES		.000 16		1,584.			1,584.			0.
	LINBROOK 9											
5	LINBROOK 9 LAND	061506L				650,350.			650,350.			0.
6	LINBROOK 9 BUILDINGS	061506SL		39.0017		585,638.			585,638.	98,230.		15,016.
15	LINBROOK 9 TENANT IMPROVEMENTS	043008SL		39.0017		39,462.			39,462.	4,765.		1,012.
28	LINBROOK 9 - RUN STUDIOS TI	101612SL		39.0017		25,000.			25,000.	134.		641.
29	LINBROOK 9 - ROOF REPAIR	073112SL		39.0017		26,676.			26,676.	314.		684.
	LINBROOK 9 - RUN STUDIOS LC	070112		60M 43		14,256.			14,256.	1,426.		2,851.
31	LINBROOK 9 - ROYAL COMMERCIAL LC	070112		60M 43		7,128.			7,128.	713.		1,426.
	* 990-PF RENTAL TOTAL - LINBROOK 9					1348510.		0.	1348510.	105,582.	0.	21,630.
	LINBROOK 12 BUILDING											
7	LINBROOK 12 LAND	061506L				560,511.			560,511.			0.
8	LINBROOK 12 BUILDING	061506SL		39.0017		801,099.			801,099.	134,372.		20,541.
17	LINBROOK 12 TENANT IMPROVEMENTS	043008SL		39.0017		41,398.			41,398.	4,996.		1,061.
21	LINBROOK 12 PERSONAL PROPERTY	112012200DB		7.00 17		651.		326.	325.	12.		90.
	* 990-PF RENTAL TOTAL - LINBROOK 12					1403659.		326.	1403333.	139,380.	0.	21,692.
	* GRAND TOTAL 990-PF RENTAL DEPR					2755293.		326.	2754967.	246,502.	0.	43,322.

328 102  
05-01-13

(D) - Asset disposed

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

[illegible]



**Apex Foundation**

**EIN: 91-1950397**

**2013 Form 990-PF**

**Part XV, line 3a - Grants Paid**

Date	Payee Name	Organization	Status	Support Type	Amount
1/2/2013	Forest Ridge School	4800 139th Ave SE Bellevue, WA 98006	PC - 509(a)(1) or (a)(2)	General Operating Support	100,000
1/2/2013	Whim W'Him	P.O. Box 70285 Seattle, WA 98127	PC - 509(a)(1) or (a)(2)	Challenge Grant	20,000
1/2/2013	International Motor Racing Research Center	610 South Decatur Street Watkins Glen, NY 14891-1613	PC - 509(a)(1) or (a)(2)	Sponsorship	5,000
1/2/2013	Congressional Medal of Honor FOUNDATION	40 Patriots Point Road Mt. Pleasant, SC 29464	PC - 509(a)(1) or (a)(2)	Sponsorship	10,000
1/2/2013	Life Works	906 New York Street Longview, WA 98632-4132	PC - 509(a)(1) or (a)(2)	Project Support	100,000
1/2/2013	AOPA Foundation	421 Aviation Way Frederick, MD 21701	PC - 509(a)(1) or (a)(2)	Project Support	10,000
1/2/2013	Fred Rogers Center at Saint Vincent College	300 Fraser Purchase Road Latrobe, PA 15650-2690	PC - 509(a)(1) or (a)(2)	Project Support	50,000
1/4/2013	University of Washington School of Music	PO Box 353765 Seattle, WA 98195	PC - 509(a)(1) or (a)(2)	Project Support	162,579
1/4/2013	Washington Policy Center	PO Box 3643 Seattle, WA 98124	PC - 509(a)(1) or (a)(2)	Sponsorship	14,050
1/4/2013	Lakeside School	14050 1st Avenue NE Seattle, WA 98125-3025	PC - 509(a)(1) or (a)(2)	Sponsorship	10,000
1/4/2013	Washington Aerospace Scholars/AHS c/o Museum of Flight	9404 East Marginal Way South Seattle, WA 98108	PC - 509(a)(1) or (a)(2)	Project Support	150,000
1/4/2013	Samamish Rowing Association	PO Box 3309 Redmond, WA 98073	PC - 509(a)(1) or (a)(2)	Matching Gift	1,325
1/4/2013	Clyde Hill PTA Clyde Hill Elementary School	9601 NE 24th Street Bellevue, WA 98004	PC - 509(a)(1) or (a)(2)	Matching Gift	50
1/9/2013	Columbia Theatre	PO Box 1026 Longview, WA 98632	PC - 509(a)(1) or (a)(2)	Sponsorship	22,000
1/9/2013	Museum of Flight	9404 East Marginal Way South Seattle, WA 98108-4097	PC - 509(a)(1) or (a)(2)	General Operating Support	25,000
1/10/2013	University of Washington Foundation	UW Tower, Box 359505 Seattle, WA 98195-9505	PC - 509(a)(1) or (a)(2)	Memorial Gift	10,000
1/10/2013	Seattle Children's Hospital	PO Box 50020 Seattle, WA 98145	PC - 509(a)(1) or (a)(2)	Memorial Gift	5,000
1/10/2013	Museum of Flight	9404 East Marginal Way South Seattle, WA 98108-4097	PC - 509(a)(1) or (a)(2)	Memorial Gift	2,500
1/10/2013	Middlebury College	5370 Middlebury College Middlebury, VT 05753	PC - 509(a)(1) or (a)(2)	Matching Gift	7,350
1/10/2013	Overlake Hospital Foundation	1035 116th Avenue NE Bellevue, WA 98004	PC - 509(a)(1) or (a)(2)	General Operating Support	10,000
1/16/2013	Chief Seattle Council Scoutreach Foundation Boy Scouts of America	3120 Rainier Avenue S Seattle, WA 98144	PC - 509(a)(1) or (a)(2)	Matching Gift	50

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Date	Payee Name	Organization	Status	Support Type	Amount
1/18/2013	RJAH Orthopaedic Hospital Trust	Gobowen Oswestry, SY10 7AG United Kingdom	NC-ER Foreign Charity	To develop and characterize new antibodies against alpha-dystroglycan protein	65,998
1/18/2013	Royal Veterinary College	Royal College Street London NW1 0TU United Kingdom	NC-ER Foreign Charity	To develop and characterize new antibodies against alpha-dystroglycan protein	85,742
1/21/2013	Seattle Symphony	PO Box 21906 Seattle, WA 98111-3906	PC - 509(a)(1) or (a)(2)	Memorial Gift	1,000
1/21/2013	Fred Hutchinson Cancer Research Center Foundation	1100 Fairview Avenue N Seattle, WA 98109	PC - 509(a)(1) or (a)(2)	Greatest Need/ Unrestricted	500
1/21/2013	Museum of Flight	9404 East Marginal Way South Seattle, WA 98108-4097	PC - 509(a)(1) or (a)(2)	Memorial Gift	1,000
1/21/2013	Seattle Public Library Foundation	1000 Fourth Avenue Seattle, WA 98104	PC - 509(a)(1) or (a)(2)	Memorial Gift	5,000
1/21/2013	Seattle Opera	1020 John Street Seattle, WA 98109	PC - 509(a)(1) or (a)(2)	Memorial Gift	5,000
1/21/2013	First Tee of South Puget Sound	717 Tacoma Ave South Tacoma, WA 98402	PC - 509(a)(1) or (a)(2)	Memorial Gift	1,000
1/21/2013	Museum of Flight	9404 East Marginal Way South Seattle, WA 98108-4097	PC - 509(a)(1) or (a)(2)	Memorial Gift	5,000
1/21/2013	Brubeck Institute University of the Pacific	3601 Pacific Avenue Stockton, CA 95211	PC - 509(a)(1) or (a)(2)	Memorial Gift	1,000
1/21/2013	United Way of King County	720 Second Avenue Seattle, WA 98104	PC - 509(a)(1) or (a)(2)	General Operating Support	200,000
1/22/2013	Program for Early Parent Support	4649 Sunnyside Avenue N #324 Seattle, WA 98103	PC - 509(a)(1) or (a)(2)	Challenge Grant	10,000
1/30/2013	Swedish Medical Center Foundation	747 Broadway Seattle, WA 98122	PC - 509(a)(1) or (a)(2)	General Operating Support	10,000
1/30/2013	Kelso Babe Ruth	Po Box 824 Kelso, WA 98626-0072	PC - 509(a)(1) or (a)(2)	General Operating Support	10,000
1/30/2013	Heritage Foundation	214 Massachusetts Avenue NE Washington, DC 20002	PC - 509(a)(1) or (a)(2)	General Operating Support	15,000
1/30/2013	National Air and Space Museum	MRC 321, PO Box 37012 Washington, DC 20013-7012	PC - 509(a)(1) or (a)(2)	General Operating Support	10,000
1/30/2013	Museum of History and Industry	P.O. Box 80816 Seattle, WA 98108	PC - 509(a)(1) or (a)(2)	General Operating Support	5,000

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Date	Payee Name	Organization	Status	Support Type	Amount
1/30/2013	Woodland Park Zoo	601 N 59th Street Seattle, WA 98103	PC - 509(a)(1) or (a)(2)	Project Support	10,000
1/30/2013	Colorado College	14 E Cache La Poudre Colorado Springs, CO 80903	PC - 509(a)(1) or (a)(2)	General Operating Support	10,000
2/1/2013	Sun Valley Summer Symphony Inc	PO Box 1914 Sun Valley, ID 83353-1914	PC - 509(a)(1) or (a)(2)	General Operating Support	1,000
2/6/2013	Long Live The Kings	1326 fifth Ave, Suite 450 Seattle, WA 98101	PC - 509(a)(1) or (a)(2)	General Operating Support	1,000
2/6/2013	Douglas County Fire Protection District #3	1333 State Route 174 Grand Coulee, WA 99133	PC - 509(a)(1) or (a)(2)	General Operating Support	10,000
2/6/2013	Reed College	3203 SE Woodstock Blvd Portland, OR 97202-8138	PC - 509(a)(1) or (a)(2)	Matching Gift	500
2/6/2013	Lakeside School	14050 1st Avenue NE Seattle, WA 98125-3025	PC - 509(a)(1) or (a)(2)	Memorial Gift	5,000
2/6/2013	A Future & A Hope	PO Box 58114 Renton, WA 98058	PC - 509(a)(1) or (a)(2)	Matching Gift	5,000
2/6/2013	Second Amendment Foundation	12500 NE 10th Pl Bellevue, WA 98005-2532	PC - 509(a)(1) or (a)(2)	General Operating Support	1,000
2/8/2013	University Medical Center Freiburg Albert Ludwig University Medical Faculty	ZKJ Klinik II: Neuropadiatrie und Muskelekrankungen Mathildenstr. 1 79106 Freiburg Germany	NC-ER Foreign Charity	Development of a clinical protocol for an international prednisone trial in the LGMD2I population	13,568
2/8/2013	Arthritis Foundation Great West Region	115 NE 100th St., Suite 350 Seattle, WA 98125	PC - 509(a)(1) or (a)(2)	Matching Gift	289
2/8/2013	Allergy And Asthma Network- Mothers Of Asthmatics Inc	8201 Greensboro Drive, Ste 301 McLean, VA 22102	PC - 509(a)(1) or (a)(2)	General Operating Support	2,000
2/8/2013	Sanford-Burnham Medical Research Institute	10901 North Torrey Pines Road La Jolla, CA 92037-1005	PC - 509(a)(1) or (a)(2)	General Operating Support	50,000
2/15/2013	GuideStar	4801 Courthouse St, Suite 220 Williamsburg, VA 23188-2678	PC - 509(a)(1) or (a)(2)	General Operating Support	1,500
2/28/2013	Fibrous Dysplasia Foundation	15 Browns Court SE Washington, DC 20003	PC - 509(a)(1) or (a)(2)	General Operating Support	500
2/28/2013	DonorsChoose.org	134 W. 37th St. Floor 11 New York, NY 10018	PC - 509(a)(1) or (a)(2)	Matching Gift	200
2/28/2013	National Pancreatic Cancer Foundation	PO Box 1848 Longmont, CO 80502	PC - 509(a)(1) or (a)(2)	Memorial Gift	1,000

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Date	Payee Name	Organization	Status	Support Type	Amount
2/28/2013	TisBest Philanthropy	506 Second Ave, 29th Floor Seattle, WA 98133	PC - 509(a)(1) or (a)(2)	Matching Gift	310
2/28/2013	Global Medical Brigades - Vanderbilt	2301 Vanderbilt PMB 354284 Nashville, TN 37235	PC - 509(a)(1) or (a)(2)	General Operating Support	207
3/8/2013	Congressional Medal of Honor FOUNDATION	40 Patriots Point Road Mt. Pleasant, SC 29464	PC - 509(a)(1) or (a)(2)	Sponsorship	25,000
3/8/2013	Common Sense Alliance	PO Box 1249 Friday Harbor, WA 98250	PC - 509(a)(1) or (a)(2)	General Operating Support	10,000
3/8/2013	Philanthropy Northwest	2101 Fourth Avenue Suite 650 Seattle, WA 98121	PC - 509(a)(1) or (a)(2)	Membership/ Subscription	6,420
3/8/2013	Philanthropy Roundtable	1730 M St NW, Suite 601 Washington, DC 20036	PC - 509(a)(1) or (a)(2)	General Operating Support	2,500
3/8/2013	Dartmouth College	6066 Development Office Hanover, NH 03755	PC - 509(a)(1) or (a)(2)	Matching Gift	50
3/8/2013	Stand for Children	3240 Eastlake Ave East, Ste 100 Seattle WA 98102	PC - 509(a)(1) or (a)(2)	Sponsorship	10,000
3/15/2013	Fred Hutchinson Cancer Research Center Foundation	1100 Fairview Avenue N Seattle, WA 98109	PC - 509(a)(1) or (a)(2)	Matching Gift	50
3/15/2013	University of Minnesota	130 Humphrey Center 301 19th Ave South Minneapolis, MN 55455	PC - 509(a)(1) or (a)(2)	Project Support	147,441
3/15/2013	Chief Seattle Council Scoutreach Foundation/Boy Scouts of America	3120 Rainier Avenue S Seattle, WA 98144	PC - 509(a)(1) or (a)(2)	Sponsorship	5,000
3/15/2013	KEXP 90.3	113 Dexter Ave N Seattle, WA 98109	PC - 509(a)(1) or (a)(2)	Matching Gift	50
3/15/2013	Race for the Cure	26800 S. Tamiami Trail #210 Bonita Springs, FL 34134	PC - 509(a)(1) or (a)(2)	General Operating Support	1,000
3/15/2013	Saratoga Automobile Museum	110 Avenue of the Pines Saratoga Springs, NY 12866	PC - 509(a)(1) or (a)(2)	Membership/ Subscription	1,000
3/15/2013	Kansas Cosmosphere & Space Center	1100 North Plum Street Hutchinson, KS 67501	PC - 509(a)(1) or (a)(2)	Membership/ Subscription	1,000
3/15/2013	Castle Air Museum Foundation	5050 Santa Fe Drive Atwater, CA 95301	PC - 509(a)(1) or (a)(2)	Membership/ Subscription	60
3/15/2013	American Museum of Natural History	Membership Department Central Park West at 79th Street New York, NY 10024-9981	PC - 509(a)(1) or (a)(2)	Membership/ Subscription	500
3/15/2013	Junior Achievement	1700 Westlake Ave N. Suite 400 Seattle, WA 98109	PC - 509(a)(1) or (a)(2)	Sponsorship	1,620
3/15/2013	NPR	635 Massachusetts Ave NW Washington DC, DC 20002	PC - 509(a)(1) or (a)(2)	Matching Gift	50
3/15/2013	Union Gospel Mission	PO Box 202 Seattle, WA 98111-0202	PC - 509(a)(1) or (a)(2)	Matching Gift	1,456

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Date	Payee Name	Organization	Status	Support Type	Amount
3/15/2013	Humane Society For Seattle-King Co	13212 SE Eastgate Way Bellevue, WA 98005-4408	PC - 509(a)(1) or (a)(2)	Matching Gift	50
3/15/2013	The Northwest School	1415 Summit Ave Seattle, WA 98122	PC - 509(a)(1) or (a)(2)	Matching Gift	100
3/26/2013	Children's Research Institute	111 Michigan Ave NW Washington, DC 20010	PC - 509(a)(1) or (a)(2)	General Operating Support	45,000
3/29/2013	Evergreen Aviation & Space Museum	500 NE Captain Michael King Smith Way McMinnville, OR 97128	PC - 509(a)(1) or (a)(2)	Membership/ Subscription	2,500
3/29/2013	Behind the Badge Foundation	22525 SE 64th PL Ste. 140 Issaquah, WA 98027	PC - 509(a)(1) or (a)(2)	Sponsorship	5,000
3/29/2013	Social Venture Partners	1601 2nd Avenue Suite 615 Seattle, WA 98101-1539	PC - 509(a)(1) or (a)(2)	General Operating Support	6,000
3/29/2013	League of Education Voters	2734 N Westlake Ave Seattle, WA 98109	PC - 509(a)(1) or (a)(2)	Sponsorship	2,500
3/29/2013	LeMay Museum	PO Box 1117 Tacoma, WA 98401-1117	PC - 509(a)(1) or (a)(2)	Sponsorship	10,000
3/29/2013	Seattle Opera	1020 John Street Seattle, WA 98109	PC - 509(a)(1) or (a)(2)	General Operating Support	10,000
4/5/2013	St Thomas School	8300 N.E. 12th Street Medina, WA 98039	PC - 509(a)(1) or (a)(2)	General Operating Support	5,000
4/5/2013	The Children's Hearing Institute	380 2ND Ave, 9th Floor New York, NY 10010	PC - 509(a)(1) or (a)(2)	Sponsorship	4,125
4/5/2013	St Thomas School	8300 N.E. 12th Street Medina, WA 98039	PC - 509(a)(1) or (a)(2)	General Operating Support	10,000
4/12/2013	Museum of Flight	9404 East Marginal Way South Seattle, WA 98108-4097	PC - 509(a)(1) or (a)(2)	Memorial Gift	1,000
4/12/2013	ArtsFund	P.O. Box 19780 Seattle, WA 98109-6780	PC - 509(a)(1) or (a)(2)	Sponsorship	5,000
4/12/2013	Paw Pals Assistance Dogs, Inc	8635 Champie Rd Falcon, CO 80831	PC - 509(a)(1) or (a)(2)	Memorial Gift	1,000
4/12/2013	Museum of Flight	9404 East Marginal Way South Seattle, WA 98108-4097	PC - 509(a)(1) or (a)(2)	Memorial Gift	1,000
4/12/2013	Museum of Flight	9404 East Marginal Way South Seattle, WA 98108-4097	PC - 509(a)(1) or (a)(2)	Memorial Gift	1,000
4/12/2013	Museum of Flight	9404 East Marginal Way South Seattle, WA 98108-4097	PC - 509(a)(1) or (a)(2)	Memorial Gift	1,000
4/12/2013	American Friends of the Bugatti Trust	136 Village Ave., Dedham, MA 02026	PC - 509(a)(1) or (a)(2)	General Operating Support	1,000
4/12/2013	Leukemia & Lymphoma Society	123 NW 36th Street, Suite 100 Seattle, WA 98107	PC - 509(a)(1) or (a)(2)	Sponsorship	1,000

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Date	Payee Name	Organization	Status	Support Type	Amount
4/12/2013	Hands for Peacemaking Foundation	PO Box 964 Everett, WA 98206	PC - 509(a)(1) or (a)(2)	General Operating Support	1,000
4/12/2013	Lakeside School	14050 1st Avenue NE Seattle, WA 98125-3025	PC - 509(a)(1) or (a)(2)	Memorial Gift	5,000
4/12/2013	Seattle Children's Hospital	PO Box 50020 Seattle, WA 98145	PC - 509(a)(1) or (a)(2)	Memorial Gift	5,000
4/12/2013	Chief Seattle Council, Boy Scouts of America	PO Box 440408 Seattle, WA 98144	PC - 509(a)(1) or (a)(2)	Memorial Gift	5,000
4/12/2013	Amelia Island Concours d'Elegance Foundation Inc	3016 Mercury Rd S Jacksonville, FL 32207-7976	PC - 509(a)(1) or (a)(2)	General Operating Support	1,000
4/12/2013	Lakeside School	14050 1st Avenue NE Seattle, WA 98125-3025	PC - 509(a)(1) or (a)(2)	General Operating Support	20,000
4/12/2013	Congressional Medal of Honor Society	40 Patriots Point Road Mt. Pleasant, SC 29464	PC - 509(a)(1) or (a)(2)	Project Support	50,000
4/12/2013	Forest Ridge School	4800 139th Ave SE Bellevue, WA 98006	PC - 509(a)(1) or (a)(2)	Sponsorship	500
4/12/2013	Forest Ridge School	4800 139th Ave SE Bellevue, WA 98006	PC - 509(a)(1) or (a)(2)	General Operating Support	20,000
4/12/2013	Seattle Art Museum	1300 First Avenue Seattle, WA 98101	PC - 509(a)(1) or (a)(2)	Memorial Gift	5,000
4/19/2013	The Carolinas Healthcare Foundation, Inc	1221 E. Morehead St Charlotte, NC 28204	PC - 509(a)(1) or (a)(2)	General Operating Support	35,110
4/19/2013	French American School of Puget Sound	3795 E Mercer Way Mercer Island, WA 98040-3849	PC - 509(a)(1) or (a)(2)	Matching Gift	1,550
4/26/2013	Museum of Flight	9404 East Marginal Way South Seattle, WA 98108-4097	PC - 509(a)(1) or (a)(2)	Sponsorship	5,000
4/26/2013	Museum of Flight	9404 East Marginal Way South Seattle, WA 98108-4097	PC - 509(a)(1) or (a)(2)	General Operating Support	11,000
4/26/2013	Sammamish Rowing Association	PO Box 3309 Redmond, WA 98073	PC - 509(a)(1) or (a)(2)	Matching Gift	50
5/3/2013	Moyer Foundation	2426 32nd Ave West, Ste 200 Seattle, WA 98199-3202	PC - 509(a)(1) or (a)(2)	Sponsorship	1,650
5/3/2013	Camas County Fair Board	PO Box 429 Fairfield, ID 83327	PC - 509(a)(1) or (a)(2)	General Operating Support	2,000
5/3/2013	Northwest Amateur Sailing And Racing Association	1807 E Hamlin St Seattle, WA 98112	PC - 509(a)(1) or (a)(2)	General Operating Support	1,000
5/13/2013	Simple Measures	PO Box 94493 Seattle, WA 98124-6793	PC - 509(a)(1) or (a)(2)	Matching Gift	1,000
5/17/2013	St Thomas School	8300 N.E. 12th Street Medina, WA 98039	PC - 509(a)(1) or (a)(2)	Matching Gift	796

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Date	Payee Name	Organization	Status	Support Type	Amount
5/17/2013	Sonoma County Humane Society	PO Box 1296 Santa Rosa, CA 95402	PC - 509(a)(1) or (a)(2)	Memorial Gift	2,000
5/21/2013	Swedish Medical Center Foundation	747 Broadway Seattle, WA 98122	PC - 509(a)(1) or (a)(2)	Project Support	25,000
5/24/2013	5th Avenue Theatre	1326 5th Ave Seattle, WA 98101-2602	PC - 509(a)(1) or (a)(2)	General Operating Support	5,000
5/24/2013	Moyer Foundation	2426 32nd Ave West ste 200 Seattle, WA 98199-3202	PC - 509(a)(1) or (a)(2)	General Operating Support	5,000
5/31/2013	Crohn's & Colitis Foundation of America, Inc.	9 Lake Bellevue Drive #203 Bellevue, WA 98005	PC - 509(a)(1) or (a)(2)	Matching Gift	150
6/3/2013	Pacific Science Center	200 Second Avenue North Seattle, WA 98109	PC - 509(a)(1) or (a)(2)	General Operating Support	5,000
6/3/2013	Sammamish Rowing Association	PO Box 3309 Redmond, WA 98073	PC - 509(a)(1) or (a)(2)	Matching Gift	250
6/3/2013	Association of Small Foundations	1720 N Street NW Washington, DC 20036	PC - 509(a)(1) or (a)(2)	General Operating Support	1,000
6/3/2013	Camas County Pre-School & Day Care	127 Willow Avenue East Fairfield, ID 83322	PC - 509(a)(1) or (a)(2)	General Operating Support	5,000
6/3/2013	Seattle Police Foundation	PO Box 456 Seattle, WA 98111	PC - 509(a)(1) or (a)(2)	Sponsorship	1,000
6/10/2013	University of Iowa Children's Hospital	200 Hawkins Drive, 2505 JCP Iowa City, IA 52242	PC - 509(a)(1) or (a)(2)	Sponsorship	9,800
6/14/2013	KUOW	4518 University Way NE Seattle, WA 98105	PC - 509(a)(1) or (a)(2)	Matching Gift	50
6/14/2013	Pacific Northwest Ballet Association	301 Mercer St Seattle, WA 98109-4600	PC - 509(a)(1) or (a)(2)	Project Support	100,000
6/19/2013	The Parents Union	1416 112th Ave NE Bellevue, WA 98004	PC - 509(a)(1) or (a)(2)	General Operating Support	20
6/21/2013	William D Ruckelshaus Center Foundation	PO Box 646248 Pullman, WA 99164	PC - 509(a)(1) or (a)(2)	Sponsorship	110
6/21/2013	Community Health Africa-A Poverty Solution	PO Box 40529 Bellevue, WA 98015	PC - 509(a)(1) or (a)(2)	Matching Gift	5,000
6/21/2013	Lakeside School	14050 1st Avenue NE Seattle, WA 98125-3025	PC - 509(a)(1) or (a)(2)	Sponsorship	10,000
6/25/2013	United Way Kitsap County	647 4th Street Bremerton, WA 98337	PC - 509(a)(1) or (a)(2)	Project Support	100
6/28/2013	StolenYouth	PO Box 296 Seattle, WA 98111	PC - 509(a)(1) or (a)(2)	General Operating Support	5,000
6/28/2013	National Air and Space Museum	MRC 321 PO Box 37012 Washington, DC 20013-7012	PC - 509(a)(1) or (a)(2)	Project Support	3,000

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Date	Payee Name	Organization	Status	Support Type	Amount
6/28/2013	St Thomas School	8300 N.E. 12th Street Medina, WA 98039	PC - 509(a)(1) or (a)(2)	General Operating Support	20,000
7/9/2013	Seattle Children's Hospital	PO Box 50020 Seattle, WA 98145	PC - 509(a)(1) or (a)(2)	Sponsorship	9,750
7/12/2013	Metropolitan Museum of Art	1000 Fifth Ave New York, NY 10028	PC - 509(a)(1) or (a)(2)	Membership/ Subscription	1,200
7/12/2013	Petersen Automotive Museum	6060 Wilshire Blvd Los Angeles, CA 90036	PC - 509(a)(1) or (a)(2)	Membership/ Subscription	1,500
7/12/2013	Seattle Art Museum	1300 First Avenue Seattle, WA 98101	PC - 509(a)(1) or (a)(2)	Membership/ Subscription	1,000
7/19/2013	Museum of History and Industry	P.O. Box 80816 Seattle, WA 98108	PC - 509(a)(1) or (a)(2)	General Operating Support	2,000
8/2/2013	Newcastle University Institute of Genetic Medicine	Newcastle upon Tyne United Kingdom	NC-ER Foreign Charity	General Operating Support	64,554
8/2/2013	Children's Research Institute	111 Michigan Ave NW Washington, DC 20010	PC - 509(a)(1) or (a)(2)	Project Support	40,422
8/2/2013	SOVREN Guild	5606 NE 198th PL Kenmore, WA 98028	PC - 509(a)(1) or (a)(2)	Matching Gift	300
8/2/2013	Leukemia & Lymphoma Society	123 NW 36th Street, Suite 100 Seattle, WA 98107	PC - 509(a)(1) or (a)(2)	Matching Gift	50
8/16/2013	Classical KING FM 98.1	10 Harrison Street, Ste 100 Seattle, WA 98109	PC - 509(a)(1) or (a)(2)	Matching Gift	120
8/16/2013	Union Gospel Mission	PO Box 202 Seattle, WA 98111	PC - 509(a)(1) or (a)(2)	Matching Gift	50
8/16/2013	Hydroplane and Raceboat Museum	5917 South 196th Street Kent, WA 98032	PC - 509(a)(1) or (a)(2)	General Operating Support	5,000
8/20/2013	Village Theatre	PO Box 2350 Issaquah, WA 98027-2917	PC - 509(a)(1) or (a)(2)	General Operating Support	60,000
8/23/2013	Village Theatre	PO Box 2350 Issaquah, WA 98027-2917	PC - 509(a)(1) or (a)(2)	Matching Gift	50
8/26/2013	Leukemia & Lymphoma Society	123 NW 36th Street, Suite 100 Seattle, WA 98107	PC - 509(a)(1) or (a)(2)	Matching Gift	50
8/26/2013	Nordic Heritage Museum Foundation	3014 NW 67th St Seattle, WA 98117-6215	PC - 509(a)(1) or (a)(2)	Matching Gift	250
8/26/2013	Leukemia & Lymphoma Society	123 NW 36th Street, Suite 100 Seattle, WA 98107	PC - 509(a)(1) or (a)(2)	Matching Gift	50
9/2/2013	National Aviation Hall of Fame	1100 Spaatz Street Wright Patter, OH 45433	PC - 509(a)(1) or (a)(2)	Sponsorship	940
9/6/2013	Pebble Beach Company Foundation	PO Box 1767 Pebble Beach, CA 93953	PC - 509(a)(1) or (a)(2)	Greatest Need/ Unrestricted	5,000
9/6/2013	Leukemia & Lymphoma Society	123 NW 36th Street, Suite 100 Seattle, WA 98107	PC - 509(a)(1) or (a)(2)	Matching Gift	50



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Date	Payee Name	Organization	Status	Support Type	Amount
9/6/2013	Seattle Children's Hospital Foundation	PO Box 5371 Ms CI 01 SEATTLE, WA 98105	PC - 509(a)(1) or (a)(2)	Greatest Need/ Unrestricted	1,000
9/6/2013	Seattle Children's Hospital Foundation	PO Box 5371 Ms CI 01 SEATTLE, WA 98105	PC - 509(a)(1) or (a)(2)	Greatest Need/ Unrestricted	1,200
9/6/2013	Overlake Hospital Foundation	1035 116th Avenue NE Bellevue, WA 98004	PC - 509(a)(1) or (a)(2)	Sponsorship	230
9/9/2013	CAFAmerica	1800 Diagonal Rd, Suite 150 Alexandria, VA 22314	PC - 509(a)(1) or (a)(2)	Greatest Need/ Unrestricted	8,000
9/13/2013	Leukemia & Lymphoma Society	123 NW 36th Street, Suite 100 Seattle, WA 98107	PC - 509(a)(1) or (a)(2)	Matching Gift	257
9/13/2013	Leukemia & Lymphoma Society	123 NW 36th Street, Suite 100 Seattle, WA 98107	PC - 509(a)(1) or (a)(2)	General Operating Support	2,500
9/20/2013	Leukemia & Lymphoma Society	123 NW 36th Street, Suite 100 Seattle, WA 98107	PC - 509(a)(1) or (a)(2)	Matching Gift	500
9/20/2013	Leukemia & Lymphoma Society	123 NW 36th Street, Suite 100 Seattle, WA 98107	PC - 509(a)(1) or (a)(2)	Matching Gift	250
9/20/2013	Bellwether Housing	1651 Bellevue Avenue Seattle, WA 98122	PC - 509(a)(1) or (a)(2)	Matching Gift	1,650
9/20/2013	Leukemia & Lymphoma Society	123 NW 36th Street, Suite 100 Seattle, WA 98107	PC - 509(a)(1) or (a)(2)	Matching Gift	100
9/20/2013	Leukemia & Lymphoma Society	123 NW 36th Street, Suite 100 Seattle, WA 98107	PC - 509(a)(1) or (a)(2)	Matching Gift	50
9/20/2013	Leukemia & Lymphoma Society	123 NW 36th Street, Suite 100 Seattle, WA 98107	PC - 509(a)(1) or (a)(2)	Matching Gift	50
9/22/2013	YMCA of Greater Seattle	909 4th Ave. Seattle, WA 98104	PC - 509(a)(1) or (a)(2)	Sponsorship	69
10/4/2013	Leukemia & Lymphoma Society	123 NW 36th Street, Suite 100 Seattle, WA 98107	PC - 509(a)(1) or (a)(2)	Matching Gift	50
10/4/2013	Museum of Flight	9404 East Marginal Way South Seattle, WA 98108-4097	PC - 509(a)(1) or (a)(2)	General Operating Support	7,000
10/4/2013	Seafair Foundation	2200 6TH Ave Ste , 400 Seattle, WA 98121	PC - 509(a)(1) or (a)(2)	General Operating Support	2,500
10/4/2013	Bellevue Lifespring	Po Box 53203 Bellevue, WA 98015-3203	PC - 509(a)(1) or (a)(2)	General Operating Support	1,000
10/4/2013	Cornish College of the Arts	1000 Lenora Street Seattle 98121	PC - 509(a)(1) or (a)(2)	General Operating Support	5,000
10/4/2013	National Center for Family Philanthropy	1101 Connecticut Ave NW Ste 220 Washington, DC 20036	PC - 509(a)(1) or (a)(2)	General Operating Support	2,500
10/16/2013	Congressional Medal of Honor FOUNDATION	40 Patriots Point Road Mt. Pleasant, SC 29464	PC - 509(a)(1) or (a)(2)	Sponsorship	10,000
10/17/2013	Friends of Garfield Orchestra	400 23rd Ave Seattle, WA 98122	PC - 509(a)(1) or (a)(2)	Matching Gift	100

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Part XV, line 3a - Grants Paid

Date	Payee Name	Organization	Status	Support Type	Amount
10/17/2013	Susan G Komen 3-Day	205 N. Michigan Ave, Suite 2630 Chicago, IL 60601	PC - 509(a)(1) or (a)(2)	Matching Gift	50
10/17/2013	Susan G Komen 3-Day	205 N. Michigan Ave, Suite 2630 Chicago, IL 60601	PC - 509(a)(1) or (a)(2)	Matching Gift	50
10/17/2013	Susan G Komen 3-Day	205 N. Michigan Ave, Suite 2630 Chicago, IL 60601	PC - 509(a)(1) or (a)(2)	Matching Gift	50
10/17/2013	Association Of Fundraising Professionals	2150 N 107th Street Suite 205 Seattle, WA 98133-9009	PC - 509(a)(1) or (a)(2)	Sponsorship	725
10/17/2013	National Automobile Museum The Harrah Collection	10 South Lake Street Reno, NV 89501-1558	PC - 509(a)(1) or (a)(2)	Membership/ Subscription	1,000
10/17/2013	Interlake Spirit Boosters Club	16245 NE 24th St Bellevue, WA 98008	PC - 509(a)(1) or (a)(2)	Matching Gift	100
10/18/2013	French American School of Puget Sound	3795 E Mercer Way Mercer Island, WA 98040-3849	PC - 509(a)(1) or (a)(2)	Matching Gift	1,000
10/21/2013	GuideStar	4801 Courthouse St Suite 220 Williamsburg, VA 23188-2678	PC - 509(a)(1) or (a)(2)	General Operating Support	1,000
10/25/2013	Lakeside School	14050 1st Avenue NE Seattle, WA 98125-3025	PC - 509(a)(1) or (a)(2)	Sponsorship	10,000
10/25/2013	Kidney Auxiliary of Puget Sound	P.O Box 2803 WA 98203 Everett,	PC - 509(a)(1) or (a)(2)	Matching Gift	800
10/25/2013	Samantha J. Brazzo Foundation	590 Centerville Road, #340 Lancaster, PA 17601	PC - 509(a)(1) or (a)(2)	Project Support	10,000
10/25/2013	University of Washington Foundation	UW Tower, Box 359505 Seattle, WA 98195-9505	PC - 509(a)(1) or (a)(2)	Sponsorship	410
10/25/2013	Fred Hutchinson Cancer Research Center Foundation	1100 Fairview Avenue N Seattle, WA 98109	PC - 509(a)(1) or (a)(2)	Matching Gift	100
10/25/2013	University of Washington Foundation	UW Tower, Box 359505 Seattle, WA 98195-9505	PC - 509(a)(1) or (a)(2)	Project Support	1,000
11/1/2013	Colorado Grand	5286 La Quinta circle Elizabeth, CO 80107	PC - 509(a)(1) or (a)(2)	Greatest Need/ Unrestricted	10,000
11/4/2013	Crosscuts Public Media	105 S Main St Suite 330 Seattle, WA 98104	PC - 509(a)(1) or (a)(2)	General Operating Support	1,000
11/11/2013	CityClub	1333 5th Ave, Suite 24 Seattle, WA 98101-2600	PC - 509(a)(1) or (a)(2)	Membership/ Subscription	250
11/11/2013	Northwest Harvest	PO Box 12272 Seattle, WA 98102	PC - 509(a)(1) or (a)(2)	Matching Gift	50
11/11/2013	Margaret Mead Elementary PTSA	1725 216th Ave NE Sammamish, WA 98074	PC - 509(a)(1) or (a)(2)	Matching Gift	100
11/11/2013	Museum of Flight	9404 East Marginal Way South Seattle, WA 98108-4097	PC - 509(a)(1) or (a)(2)	Matching Gift	400
11/15/2013	Whim W'Him	P O Box 70285 Seattle, WA 98127	PC - 509(a)(1) or (a)(2)	General Operating Support	7,600

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Part XV, line 3a - Grants Paid

Date	Payee Name	Organization	Status	Support Type	Amount
11/18/2013	Rwanda Girls Initiative	Po Box 325 Medina, WA 98039	PC - 509(a)(1) or (a)(2)	Project Support	25,000
11/21/2013	A Future & A Hope	PO Box 58114 Renton, WA 98058	PC - 509(a)(1) or (a)(2)	Matching Gift	5,000
11/22/2013	Edmonds Chamber of Commerce	PO Box 146 Edmonds, WA 98020	PC - 509(a)(1) or (a)(2)	General Operating Support	65
12/6/2013	Scandinavian Language Institute	616 Fir St. Edmonds, WA 98020	PC - 509(a)(1) or (a)(2)	Matching Gift	50
12/6/2013	University of Washington Foundation	UW Tower, Box 359505 Seattle, WA 98195-9505	PC - 509(a)(1) or (a)(2)	Sponsorship	205
12/6/2013	Seattle Chamber Music Society	10 Harrison St Ste 306 Seattle, WA 98109-4509	PC - 509(a)(1) or (a)(2)	Matching Gift	50
12/6/2013	Arthritis Foundation Great West Region	115 NE 100th St , Suite 350 Seattle, WA 98125	PC - 509(a)(1) or (a)(2)	Matching Gift	50
12/6/2013	Arthritis Foundation	115 NE 100th St., Suite 350 Seattle, WA 98125	PC - 509(a)(1) or (a)(2)	Matching Gift	50
12/12/2013	Arthritis Foundation	115 NE 100th St., Suite 350 Seattle, WA 98125	PC - 509(a)(1) or (a)(2)	Matching Gift	125
12/12/2013	Inspire Youth Project	417 23RD Ave S Seattle, WA 98144	PC - 509(a)(1) or (a)(2)	Matching Gift	1,000
12/12/2013	Skyline Camp	1669 West Maple Road Birmingham, MI 48009	PC - 509(a)(1) or (a)(2)	Matching Gift	750
12/12/2013	Global Surgical Outreach	600 Broadway Ste 280 Seattle, WA 98122	PC - 509(a)(1) or (a)(2)	General Operating Support	10,000
12/16/2013	Bellevue Lifespring	Po Box 53203 Bellevue, WA 98015-3203	PC - 509(a)(1) or (a)(2)	Matching Gift	50
12/17/2013	Rainier Club Historic Foundation	820 Fourth Avenue Seattle, WA 98104-1653	PC - 509(a)(1) or (a)(2)	General Operating Support	150
12/18/2013	United Way of King County	720 Second Avenue Seattle, WA 98104	PC - 509(a)(1) or (a)(2)	General Operating Support	300,000
12/18/2013	Washington Aerospace Scholars/AHS c/o Museum of Flight	9404 East Marginal Way South Seattle, WA 98108	PC - 509(a)(1) or (a)(2)	Project Support	150,000
12/18/2013	Village Theatre	PO Box 2350 Issaquah, WA 98027-2917	PC - 509(a)(1) or (a)(2)	General Operating Support	60,000
12/18/2013	Forest Ridge School	4800 139th Ave SE Bellevue, WA 98006	PC - 509(a)(1) or (a)(2)	General Operating Support	100,000
12/20/2013	Sammamish Rowing Association	PO Box 3309 Redmond, WA 98073	PC - 509(a)(1) or (a)(2)	Matching Gift	763
12/20/2013	University of Washington School of Music	PO Box 353765 Seattle, WA 98195	PC - 509(a)(1) or (a)(2)	Project Support	185,000

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Part XV, line 3a - Grants Paid

Date	Payee Name	Organization	Status	Support Type	Amount
12/20/2013	KNHC Radio- Seattle Public Schools	10750 30th Ave NE Seattle, WA 98125	PC - 509(a)(1) or (a)(2)	Matching Gift	170
12/20/2013	Moyer Foundation	2426 32nd Avenue West Ste 200 Seattle, WA 98199-3202	PC - 509(a)(1) or (a)(2)	General Operating Support	5,000
12/20/2013	Lakeside School	14050 1st Avenue NE Seattle, WA 98125-3025	PC - 509(a)(1) or (a)(2)	General Operating Support	10,000
12/20/2013	AOPA Foundation	421 Aviation Way Frederick, MD 21701	PC - 509(a)(1) or (a)(2)	Project Support	10,000
12/20/2013	Northwest Harvest	PO Box 12272 Seattle, WA 98102	PC - 509(a)(1) or (a)(2)	Matching Gift	250
12/20/2013	Treehouse	2100 24th Avenue S Suite #200 Seattle, WA 98144	PC - 509(a)(1) or (a)(2)	Matching Gift	1,000
12/27/2013	Lakeside School	14050 1st Avenue NE Seattle, WA 98125-3025	PC - 509(a)(1) or (a)(2)	Matching Gift	250
12/27/2013	Middlebury College	5370 Middlebury College Middlebury, VT 05753	PC - 509(a)(1) or (a)(2)	Matching Gift	1,500
12/27/2013	Wilder Elementary PTSA	22130 NE 133rd St Woodinville, WA 98077	PC - 509(a)(1) or (a)(2)	Matching Gift	100
12/27/2013	TisBest Philanthropy	506 Second Ave, 29th Floor Seattle, WA 98133	PC - 509(a)(1) or (a)(2)	Matching Gift	210
<b>Grand Totals</b>					<b>3,107,640</b>

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**Part VII-B, Question 5c – Expenditure Responsibility**

Expenditure Responsibility Statement

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

- |                         |  |
|-------------------------|--|
| (i) Grantee:            | Talaris Research Institute<br>P.O. Box 45040<br>Seattle, WA 98145  |
| (ii) Amount of Grants:  | \$ 322,223 Various dates in 2012   |
| (iii) Purpose of Grant: | General support for the Talaris Research Institute, a private operating foundation engaged in conducting research and collecting research information from experts in the areas of mind, brain and learning research in the amount of \$322,223. |
| (iv) & (vi) Reports:    | All expenditure responsibility and out of corpus reports have been received. Final reports received in 2013.   |
| (v) Diversions:         | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.  |

**Apex Foundation**

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**2013 Form 990-PF**

**Part VII-B, Question 5c – Expenditure Responsibility**

Expenditure Responsibility Statement

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

- |                         |   |
|-------------------------|---|
| (i) Grantee:            | Newcastle University<br>Institute of Genetic Medicine<br>Newcastle upon Tyne<br>United Kingdom NE1 3BZ  |
| (ii) Amount of Grants:  | \$ 70,655 in 2012   |
| (iii) Purpose of Grant: | General support for the Newcastle University, a foreign charitable organization engaged in education and conducting research.                 |
| (iv) & (vi) Reports:    | Interim reports were received during 2012. Annual report received on March 12 <sup>th</sup> 2013.   |
| (v) Diversions:         | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |

**Apex Foundation**

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**2013 Form 990-PF**

**Part VII-B, Question 5c – Expenditure Responsibility**

Expenditure Responsibility Statement

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

- |                         |   |
|-------------------------|---|
| (i) Grantee:            | Newcastle University<br>Institute of Genetic Medicine<br>Newcastle upon Tyne<br>United Kingdom NE1 3BZ  |
| (ii) Amount of Grants:  | \$ 64,554 in 2013   |
| (iii) Purpose of Grant: | General support for the Newcastle University, a foreign charitable organization engaged in education and conducting research.                 |
| (iv) & (vi) Reports:    | Annual report received on January 29 <sup>th</sup> 2014.  |
| (v) Diversions:         | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |

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

Expenditure Responsibility Statement

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

- |                          |   |
|--------------------------|---|
| (i) Grantee:             | RJAH Orthopaedic Hopital<br>Gobowen Oswestry<br>United Kingdom SY10 7AG   |
| (ii) Amount of Grants:   | \$65,998 in 2013  |
| (iii) Purpose of Grants: | To develop and characterize new antibodies against alpha-dystroglycan protein   |
| (iv) & (vi) Reports:     | Interim reports were received during 2013. Annual report sent on March 17 <sup>th</sup> 2014. Grant extension agreement signed on that date for an additional period of 12 months |
| (v) Diversions:          | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grants were originally made.                                   |



**Apex Foundation**

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**Part VII-B, Question 5c – Expenditure Responsibility**

Expenditure Responsibility Statement

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

- |                         |   |
|-------------------------|---|
| (i) Grantee:            | Royal Veterinary College<br>Royal College Street<br>London, NW1 0TU   |
| (ii) Amount of Grants:  | \$85,742 in 2013  |
| (iii) Purpose of Grant: | To develop and characterize new antibodies against alpha-dystroglycan protein   |
| (iv) & (vi) Reports:    | Interim reports were received during 2013. Final report received on February 26 <sup>th</sup> , 2014.   |
| (v) Diversions:         | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |

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

Expenditure Responsibility Statement

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

- |                         |   |
|-------------------------|---|
| (i) Grantee:            | University Medical Center Freiburg Albert Ludwig University<br>Medical Faculty<br>ZKJ Klinik II: Neuropadiatrie und Muskelekrankungen<br>Mathildenstr<br>1 79106 Freiburg Germany |
| (ii) Amount of Grants:  | \$13,568 in 2013  |
| (iii) Purpose of Grant: | Development of a clinical protocol for an international prednisone trial in the LGMD2I population   |
| (iv) & (vi) Reports:    | Final protocol delivered on January 29 <sup>th</sup> 2013.  |
| (v) Diversions:         | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.                                     |