

EXTENDED TO NOVEMBER 15, 2019

Return of Private Foundation

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

- ▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

2949130601205-9

OMB No 1545-0052

2018

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2018 or tax year beginning

, and ending

| | | |
|---|--|--|
| Name of foundation BLAKEMORE FOUNDATION C/O EUGENE LEE | | A Employer identification number 91-1505735 |
| Number and street (or P.O. box number if mail is not delivered to street address) 801 SECOND AVENUE, SUITE 800 | Room/suite | B Telephone number (206) 427-4838 |
| City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 98104 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,961,273. | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|------------|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received | | 300,000. | | 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 | | 123. | 123. | | STATEMENT 1 |
| 4 Dividends and interest from securities | | 198,603. | 151,913. | | STATEMENT 2 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | 443,629. | | | |
| b Gross sales price for all assets on line 6a | 3,136,208. | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 443,629. | | |
| 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 | | 1,528. | 1,528. | | STATEMENT 3 |
| 12 Total Add lines 1 through 11 | | 943,883. | 597,193. | | |
| 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 | 4,000. | 40. | | 3,960. |
| c Other professional fees | | | | | |
| 17 Interest | | | | | |
| 18 Taxes | STMT 5 | 8,841. | 4,812. | | 4,029. |
| 19 Depreciation and depletion | | | | | |
| 20 Occupancy | | 14,432. | 1,443. | | 0. |
| 21 Travel, conferences, and meetings | | 4,460. | 446. | | 0. |
| 22 Printing and publications | | | | | |
| 23 Other expenses | STMT 6 | 185,767. | 64,720. | | 5,668. |
| 24 Total operating and administrative expenses Add lines 13 through 23 | | 217,500. | 71,461. | | 13,657. |
| 25 Contributions, gifts, grants paid | | 818,198. | | | 818,198. |
| 26 Total expenses and disbursements Add lines 24 and 25 | | 1,035,698. | 71,461. | | 831,855. |
| 27 Subtract line 26 from line 12 | | -91,815. | | | |
| a Excess of revenue over expenses and disbursements | | | 525,732. | | |
| b Net investment income (if negative, enter -0-) | | | | | |
| 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 | 131,441. | 262,263. | 262,263. |
| | 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 | 7,715,926. | 7,493,289. | 7,699,010. |
| | c Investments - corporate bonds | | | |
| | 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 I) | 7,847,367. | 7,755,552. | 7,961,273. | |
| Liabilities | 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. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | |
| | 27 Capital stock, trust principal, or current funds | 7,847,367. | 7,755,552. | |
| | 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 | 7,847,367. | 7,755,552. | |
| 31 Total liabilities and net assets/fund balances | 7,847,367. | 7,755,552. | | |

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 | 7,847,367. |
| 2 Enter amount from Part I, line 27a | 2 | -91,815. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 7,755,552. |
| 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 | 7,755,552. |

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Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|--------------------------------------|----------------------------------|
| 1a MORGAN STANLEY | P | VARIOUS | 07/01/18 |
| b MORGAN STANLEY | P | VARIOUS | 07/01/18 |
| c MORGAN STANLEY | P | VARIOUS | 07/01/18 |
| d CAPITAL GAINS DIVIDENDS | | | |
| 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 891,338. | | 877,158. | 14,180. |
| b 2,100,290. | | 1,760,309. | 339,981. |
| c 115,502. | | 55,112. | 60,390. |
| d 29,078. | | | 29,078. |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|--------------------------------------|---|---|
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | 14,180. |
| b | | | 339,981. |
| c | | | 60,390. |
| d | | | 29,078. |
| e | | | |

| | | | |
|---|---|---|----------|
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | 443,629. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (G): 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 doesn't 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)) |
|---|---------------------------------------|---|--|
| 2017 | 993,899. | 8,711,016. | .114097 |
| 2016 | 934,142. | 8,277,859. | .112848 |
| 2015 | 1,070,420. | 8,987,432. | .119102 |
| 2014 | 895,364. | 9,274,035. | .096545 |
| 2013 | 988,394. | 8,783,118. | .112533 |

| | | |
|---|---|------------|
| 2 Total of line 1, column (d) | 2 | .555125 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years | 3 | .111025 |
| 4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5 | 4 | 8,706,839. |
| 5 Multiply line 4 by line 3 | 5 | 966,677. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 5,257. |
| 7 Add lines 5 and 6 | 7 | 971,934. |
| 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions | 8 | 831,855. |

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

| | | |
|--|-----------|-----------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | 1 10,515. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b). | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) | | 2 0. |
| 3 Add lines 1 and 2 | | 3 10,515. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) | | 4 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 10,515. |
| 6 Credits/Payments: | | |
| a 2018 estimated tax payments and 2017 overpayment credited to 2018 | 6a 4,738. | |
| b Exempt foreign organizations - tax withheld at source | 6b 0. | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c 9,000. | |
| d Backup withholding erroneously withheld | 6d 0. | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 13,738. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 0. | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 3,223. | |
| 11 Enter the amount of line 10 to be: Credited to 2019 estimated tax | 11 0. | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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. | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered. See instructions. 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 | 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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

Part VII-A Statements Regarding Activities (continued)

| | Yes | No |
|--|-----|----|
| 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 | | 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 | | X |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.BLAKEMOREFOUNDATION.ORG</u> | X | |
| 14 The books are in care of ► <u>EUGENE LEE</u> Telephone no. ► <u>206-427-4838</u> Located at ► <u>801 SECOND AVENUE, SUITE 800, SEATTLE, WA</u> ZIP+4 ► <u>98104</u> | | |
| 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 | | |
| 16 At any time during calendar year 2018, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ► | | |

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 | N/A | |
| 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 2018? | | 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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? 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 | |
| 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 2018 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 2018) | N/A | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 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 2018? | | 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 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

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

☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance, check here

☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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?

N/A

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

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

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

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

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

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

0

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Part 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 | 8,709,220. |
| b | Average of monthly cash balances | 1b | 130,210. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 8,839,430. |
| 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 | 8,839,430. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 132,591. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 8,706,839. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 435,342. |

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 | 435,342. |
| 2a | Tax on investment income for 2018 from Part VI, line 5 | 2a | 10,515. |
| b | Income tax for 2018. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 10,515. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 424,827. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 424,827. |
| 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 | 424,827. |

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 | 831,855. |
| 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 | 831,855. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 0. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 831,855. |

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.

BLAKEMORE FOUNDATION

Form 990-PF (2018)

C/O EUGENE LEE

91-1505735

Page 9

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2017 | (c) 2017 | (d) 2018 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2018 from Part XI, line 7 | | | | 424,827. |
| 2 Undistributed income, if any, as of the end of 2018 | | | | |
| a Enter amount for 2017 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2018: | | | | |
| a From 2013 | 560,542. | | | |
| b From 2014 | 440,735. | | | |
| c From 2015 | 629,006. | | | |
| d From 2016 | 546,619. | | | |
| e From 2017 | 561,872. | | | |
| f Total of lines 3a through e | 2,738,774. | | | |
| 4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 831,855. | | | | |
| a Applied to 2017, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2018 distributable amount | | | | 424,827. |
| e Remaining amount distributed out of corpus | 407,028. | | | |
| 5 Excess distributions carryover applied to 2018 (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: | 3,145,802. | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| 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 2017. Subtract line 4a from line 2a Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2018. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2013 not applied on line 5 or line 7 | 560,542. | | | |
| 9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a | 2,585,260. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2014 | 440,735. | | | |
| b Excess from 2015 | 629,006. | | | |
| c Excess from 2016 | 546,619. | | | |
| d Excess from 2017 | 561,872. | | | |
| e Excess from 2018 | 407,028. | | | |

BLAKEMORE FOUNDATION

Form 990-PF (2018)

C/O EUGENE LEE

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

| Recipient Name and address (home or business) | 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 |
|--|--|--------------------------------------|-------------------------------------|----------|
| a Paid during the year | | | | |
| SEE ATTACHED SCHEDULE | | I | | 728,800. |
| SEE ATTACHED SCHEDULE | | | | 89,398. |
| Total | | | ▶ 3a | 818,198. |
| b Approved for future payment | | | | |
| SEE ATTACHED SCHEDULE | | | | 325,975. |
| SEE ATTACHED SCHEDULE | | | | 400,975. |
| Total | | | ▶ 3b | 726,950. |

Form 990-PF (2018)

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 | 123. | | |
| 4 Dividends and interest from securities | | | 14 | 198,603. | | |
| 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 | 1,528. | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 443,629. | | |
| 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. | | 643,883. | | 0. |
| 13 Total Add line 12, columns (b), (d), and (e) | | | | | | |

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

13 643,883.

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

[illegible]

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.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Name of the organization

BLAKEMORE FOUNDATION
C/O EUGENE LEE

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 foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules☐

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.☐For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

| | |
|--|---|
| Name of organization BLAKEMORE FOUNDATION C/O EUGENE LEE | 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 C/O ROCKEFELLER TRUST COMPANY 30 ROCKEFELLER PLAZA, NY, NY 10020 | \$ 300,000. | Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

Name of organization

Employer identification number

BLAKEMORE FOUNDATION
C/O EUGENE LEE

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 |
|------------------------------|--|---|----------------------|
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |

Name of organization

BLAKEMORE FOUNDATION

C/O EUGENE LEE

Employer identification number

91-1505735

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

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

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 |
|---------------------------|-----------------------------|---------------------------------|-------------------------------|
| MORGAN STANLEY - INTEREST | 123. | 123. | |
| TOTAL TO PART I, LINE 3 | 123. | 123. | |

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 | 227,585. | 29,078. | 198,507. | 151,817. | |
| MORGAN STANLEY - INTEREST | 96. | 0. | 96. | 96. | |
| TO PART I, LINE 4 | 227,681. | 29,078. | 198,603. | 151,913. | |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| DORADO OIL COMPANY | 54. | 54. | |
| FEF SETTLEMENT FUND | 16. | 16. | |
| NONDIVIDEND DISTRIBUTION | 1,458. | 1,458. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 1,528. | 1,528. | |

| | | | |
|-------------|-----------------|-----------|---|
| 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 | 4,000. | 40. | | 3,960. |
| TO FORM 990-PF, PG 1, LN 16B | 4,000. | 40. | | 3,960. |

| | | | |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 5 |
|-------------|-------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAX PAID | 4,809. | 4,809. | | 0. |
| FEDERAL EXCISE TAX | 4,000. | 0. | | 4,000. |
| STATE FILING FEE | 25. | 0. | | 25. |
| OKLAHOMA STATE EXCISE TAXES | 4. | 0. | | 4. |
| OKLAHOMA STATE INCOME TAXES | 3. | 3. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 8,841. | 4,812. | | 4,029. |

| | | | |
|-------------|----------------|-----------|---|
| 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 | 64,123. | 64,123. | | 0. |
| MEALS & ENTERTAINMENT | 631. | 0. | | 631. |
| OFFICE EXPENSES | 2,405. | 240. | | 0. |
| BOARD OF MANAGERS EXPENSES | 3,512. | 0. | | 3,512. |
| CONTRACT STAFF | 110,000. | 0. | | 0. |
| INSURANCE | 3,571. | 357. | | 0. |
| FEES | 158. | 0. | | 158. |
| INTERNET/WEBSITE | 1,367. | 0. | | 1,367. |
| TO FORM 990-PF, PG 1, LN 23 | 185,767. | 64,720. | | 5,668. |

BLAKEMORE FOUNDATION C/O EUGENE LEE

91-1505735

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| CORPORATE STOCK | 7,493,289. | 7,699,010. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 7,493,289. | 7,699,010. |

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2018

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 12/31/2018

| | | | End of Year as of 12/31/2018 |
|---|---------------|-------------|---------------------------------|
| | No. of Shares | Cost Basis | Fair Market Value |
| <u>Corporate Stock/Mutual Funds</u> | | | |
| Morgan Stanley - money market | 18,763 | \$18,763 | \$18,763 |
| Eaton Vance Tax Mgd Div Equ Fund | 31,966 | \$167,231 | \$238,466.36 |
| Hartford Multifactor Develop | 8,901 | \$259,998 | \$229,645.80 |
| iShares INC MSCI JAPAN ETF | 3,470 | \$214,995 | \$175,894.30 |
| iShares MSCI EMU ETF | 3,838 | \$155,927 | \$134,560.28 |
| JPMorgan Ultra-Short Inc EFT | 3,508 | \$176,165 | \$175,856.04 |
| Vanguard Dividend Appreciation | 737 | \$50,076 | \$72,189.15 |
| Vanguard FTSE Developed Markets | 7,094 | \$272,639 | \$263,187.40 |
| Vanguard FTSE Emerging Markets | 11,115 | \$428,306 | \$423,481.50 |
| Vanguard FTSE Europe ETF | 6,015 | \$316,969 | \$292,449.30 |
| Vanguard Growth ETF | 6,844 | \$731,592 | \$919,354.52 |
| Vanguard Mid-Cap ETF | 1,938 | \$237,989 | \$267,792.84 |
| Vanguard Small Cap ETF | 2,413 | \$276,938 | \$318,491.87 |
| Vanguard Total Stk Mkt ETF | 1,525 | \$172,340 | \$194,635.75 |
| Vanguard Value ETF | 10,730 | \$898,925 | \$1,051,003.50 |
| American Cap Inc Builder F1 | 4,623 | \$249,119 | \$260,208.89 |
| Diamond Hill Long-Short | 6,708 | \$156,630 | \$156,419.72 |
| First Eagle Global I | 5,239 | \$282,372 | \$267,693.69 |
| Lord Abbett Sht Duration Inc F | 204,790 | \$866,295 | \$847,831.61 |
| Mainstay Chushing MLP Premier I | 23,875 | \$270,408 | \$232,300.14 |
| Matthews Asian Japan Inv | 13,981 | \$309,356 | \$259,060.20 |
| Metropolitan West Tot Ret Bd 1 | 46,022 | \$504,442 | \$478,167.42 |
| Principal Preferred Securities Fund | 20,384 | \$208,538 | \$191,402.36 |
| 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 | | \$7,493,289 | \$7,699,010 |

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2018

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 12/31/2018

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 (term expired June 2018) | Board member 2 hours/week | 0 | 0 | 0 |
| Heekyoung Cho University of Washington Dept. of Asian Languages & Literature Box 353521 Seattle, WA 98195-3521 | Board Member | 0 | 0 | 0 |
| Mimi Gardner Gates 5161 NE 41st Street Seattle, WA 98105 | Board Chair & Board member 2 hours/week | 0 | 0 | 0 |
| R Kent Guy 8256 - 43 rd Avenue N E Seattle, WA 98115 | Board member 2 hours/week | 0 | 0 | 0 |

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2018

| (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 Davis Wright Tremaine 920 Fifth Avenue, Suite 3300 Seattle, WA 98104-1610 | Board member 2 hours/week | 0 | 0 | 0 |
| Robert A. Kapp 851 54th Street Port Townsend, WA 98368 (term expired June 2018) | 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 322 Deer Harbor, WA 98243-0322 (term expired June 2018) | Board member 2 hours/week | 0 | 0 | 0 |
| Michael E McGowen 435 Mountain View Lakeview, OR 98243 | Board member 2 hours/week | 0 | 0 | 0 |
| Lolan Song 334 10th Avenue Seattle, WA 98033 | Board member 2 hours/week | 0 | 0 | 0 |
| Haicheng Wang University of Washington School of Art Box 353440 Seattle, WA 98195-3440 | Board member | 0 | 0 | 0 |

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2018

| (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 |
|---|--|------------------|---|---|
| Dongsheng Zang University of Washington School of Law Box 353020 Seattle, WA 98195-3020 | Board member 2 hours/week | 0 | 0 | 0 |

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2018

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 12/31/2018

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> |
|---|---|------------------------------|----------------|---------------|
|---|---|------------------------------|----------------|---------------|

GRANTS PAID TO INDIVIDUALS

| | | | | |
|--|------|----|--|-------------|
| Bailey Albrecht 1621 Reetz Road Madison, WI 53711 | None | NC | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$13,630 00 |
| John Bundschuh 15 Fox Den Road Hollis, NH 03049 | None | NC | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$37,577 00 |
| Leigh Cooper 1714 Brun Street #6 Houston, TX 77019 | None | NC | Language study at Seoul National University in Seoul, South Korea | \$21,200 00 |
| Victoria Davis 2 Fraser Street Beaufort, SC 29907 | None | NC | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$34,077 00 |

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2018

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> |
|--|---|------------------------------|--|---------------|
| Matthew DeButts c/o 3512 N Nottingham Street Arlington, VA 22207 | None | NC | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$33,600 00 |
| Susan Eberhard 1400 Constitution Drive Bethlehem, PA 18015 | None | NC | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$21,950 00 |
| Hilary Faxon 104 Chequessett Knolls Drive Wellfleet MA 02667 | None | NC | Language study with tutors in Yangon, Myanmar | \$40,000 00 |
| Daniel Friedman 514 28th Street, Apartment 6 Oakland, CA 94609 | None | NC | Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan | \$31,200 00 |
| Samuel Galler Schwarzman College, Tsinghua University, Haidian District Beijing, China 100084 | None | NC | Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan | \$27,800 00 |

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2018

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> |
|--|---|------------------------------|--|---------------|
| Bennett Harrold 5463 University Avenue Chicago, IL 60615 | None | NC | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$33,600 00 |
| Stephanie Hohlios 5239 Claremont Avenue, Unit #47, Oakland, CA 94618 | None | NC | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$23,005 00 |
| Michel Holtz Xibahe Zhongli 15-5-603 Beijing 100028, China | None | NC | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$33,600 00 |
| Elise Huerta 1522 Henry Street, Apt D Berkeley, CA 94709 | None | NC | Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan | \$26,800 00 |
| Isadora Jaffee 175 Eastern Parkway 6J Brooklyn, New York 11238 | None | NC | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$13,630 00 |

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2018

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| <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> |
|---|---|------------------------------|--|---------------|
| Samuel Kay 2202 Acacia Park Drive Apt 2711 Lyndhurst, OH 44124 | None | NC | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$33,600 00 |
| Julia Keblinska 2815 Telegraph Avenue #B Berkeley, CA 94705 | None | NC | Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan | \$26,350 00 |
| Elena Lesley 207 Gettysburg Place Atlanta, GA 30350 | None | NC | Language study at the Royal University of Phnom Penh and with private tutors in Cambodia | \$48,500 00 |
| Austen Chase Matsui 39 Hickory Hollow Drive Madison WI 53705 | None | NC | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$23,276 00 |
| Mari McClelland Floor 3, Alley 39, Lane 661, No 24 Wenlin Road, Shilin District Taipei, Taiwan 10087 | None | NC | Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan | \$27,150 00 |

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2018

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| <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> |
|--|---|------------------------------|--|---------------|
| James Meador University of Michigan Department of Anthropology 101 West Hall Ann Arbor, MI 48109 | None | NC | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$33,600 00 |
| Paolo Menezes Kitahara-biru 206, Nishidori 41, Fukutomi-cho, Naka-ku Yokohama 231-0042 Japan | None | NC | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$23,955 00 |
| Benjamin Pham 3525 Country Estates Drive Suwanee, GA 30024 | None | NC | Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan | \$27,000 00 |
| William Sack 693 Palisade Drive Alexandria, VA 41001 | None | NC | Language study at Sogang University in Seoul, South Korea | \$20,500 00 |

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2018

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> |
|--|---|------------------------------|--|---------------|
| Yevgen Sautin 8338 SW 75th Road Gainesville, FL 32608 | None | NC | Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan | \$26,400 00 |
| Jamison Watson 1903 N Lincoln Avenue, Apt 208 Urbana, IL 61801 | None | NC | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$21,950 00 |
| Camila YaDeau 628 31st Street, Apt A Oakland, CA 94609 | None | NC | Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan | \$24,850 00 |
| | | | SUBTOTAL - Paid to individuals | \$728,800 00 |

GRANTS PAID TO ORGANIZATIONS

| | | | | |
|---|-----|----|--|-------------|
| Asian Art Museum Foundation 200 Larkin Street San Francisco, CA 94102 | n/a | PC | Funds to support the exhibition <i>Divine Bodies</i> | \$10,000 00 |
|---|-----|----|--|-------------|

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2018

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> |
|--|---|------------------------------|--|---------------|
| The Trustees of Princeton University Princeton University Princeton, NJ 08544-1018 | n/a | PC | Funds to support the exhibition <i>Bridging Life and the Afterlife Banqueting in Chinese Art</i> at the Princeton University Art Museum | \$15,000 00 |
| Seattle Art Museum P O Box 22000 Seattle, WA 98122-9700 | n/a | PC | Museum internship for University of Washington student during 2018/2019 academic year | \$39,398 00 |
| Smithsonian Institution P O Box 37012 Washington, DC 20013-7012 | n/a | PC | Funds to support the exhibition <i>The Last Empresses of China</i> at the Freer Sackler galleries | \$25,000 00 |
| | | | SUBTOTAL - Paid to organizations | \$89,398 00 |
| | | | GRAND TOTAL DISBURSED | \$818,198 00 |

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2018

GRANTS APPROVED FOR FUTURE PAYMENT

b Approved for future payments

| <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 | | | | |
| John Bundschuh 15 Fox Den Road Hollis, NH 03049 | None | NC | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$31,000 00 |
| Leigh Cooper 1714 Brun Street #6 Houston, TX 77019 | None | NC | Language study at Seoul National University in Seoul, South Korea | \$18,750 00 |
| Victoria Davis 2 Fraser Street Beaufort, SC 29907 | None | NC | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$27,500 00 |
| Matthew DeButts c/o 3512 N Nottingham Street Arlington, VA 22207 | None | NC | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$12,000 00 |

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2018

GRANTS APPROVED FOR FUTURE PAYMENT

b Approved for future payments

| <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> |
|--|---|------------------------------|--|---------------|
| Bennett Harrold 5463 University Avenue Chicago, IL 60615 | None | NC | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$12,000 00 |
| Michel Holtz Xibahe Zhongli 15-5-603 Beijing 100028, China | None | NC | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$12,000 00 |
| Elise Huerta 1522 Henry Street, Apt D Berkeley, CA 94709 | None | NC | Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan | \$12,600 00 |
| Samuel Kay 2202 Acacia Park Drive Apt 2711 Lyndhurst, OH 44124 | None | NC | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$12,000 00 |
| Austen Chase Matsui 39 Hickory Hollow Drive Madison WI 53705 | None | NC | Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan | \$46,500 00 |

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2018

GRANTS APPROVED FOR FUTURE PAYMENT

b Approved for future payments

| <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> |
|--|---|------------------------------|--|---------------|
| James Meador University of Michigan Department of Anthropology 101 West Hall Ann Arbor, MI 48109 | None | NC | Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China | \$12,000 00 |
| Elizabeth Rhoads 1421 Salem Woods Lane Cincinnati, OH 45230 | None | NC | Language study with tutors in Yangon, Myanmar | \$51,325 00 |
| William Sack 693 Palisade Drive Alexandria, VA 41001 | None | NC | Language study at Sogang University in Seoul, South Korea | \$20,500 00 |
| Matthew Schissler 502 East Kingsley, Apt 1 Ann Arbor, MI 48014 | None | NC | Language study with tutors in Yangon, Myanmar | \$43,000 00 |

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2018

GRANTS APPROVED FOR FUTURE PAYMENT

b Approved for future payments

| <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> |
|--|---|------------------------------|--|---------------|
| Camila YaDeau 628 31st Street, Apt A Oakland, CA 94609 | None | NC | Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan | \$14,800 00 |
| | | | SUBTOTAL - Approved for future payment to individuals | \$325,975 00 |

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2018

GRANTS APPROVED FOR FUTURE PAYMENT

b Approved for future payments

| <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 Rubin Museum of Art 150 West 17th Street New York, NY 10011 | n/a | PC | Funds to support the exhibition <i>Faith and Empire Art and Politics in Tibetan Buddhism</i> | \$20,000 00 |
| UC Regents c/o UC Berkeley Art Museum & Pacific Film Archive 2120 Oxford Street #2250 Berkeley, CA 94720 | n/a | PC | Funds to support the exhibition <i>Hinges Sakaki Hyakusen and the Birth of Nanga Painting</i> | \$15,000 00 |
| Seattle Art Museum P O Box 22000 Seattle, WA 98122-9700 | n/a | PC | Museum internship for University of Washington student during 2019/2020 academic year | \$40,000 00 |
| SUBTOTAL - Approved for future payment to organizations | | | | \$75,000 00 |
| GRAND TOTAL APPROVED FOR FUTURE PAYMENT | | | | \$400,975 00 |

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2018

PART XV - SUPPLEMENTARY INFORMATION

Line 2a. *Name/address/telephone number of persons to whom applications were addressed for applications submitted for 2018 grants.*

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
Applications are prepared and submitted online at:
<https://blakemorefoundation.communityforce.com>
See attached application summary.

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
Applications submitted online by 11:30 pm PST on December 30, 2017.

Art Grants
Applications received by October 1, 2018.

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
See attached Grant Guidelines.

Art Grants

See attached Grant Guidelines.