

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.

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

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2016 or tax year beginning , and ending

Name of foundation
**BLAKEMORE FOUNDATION
C/O EUGENE LEE**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
1201 THIRD AVE, 49TH FLOOR

City or town, state or province, country, and ZIP or foreign postal code
SEATTLE, WA 98101-3095

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 8,544,186. (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify)

A Employer identification number
91-1505735

B Telephone number
(206) 359-8778

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	400,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	179.	179.		STATEMENT 1
	4 Dividends and interest from securities	180,277.	144,027.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,253,050.			
	b Gross sales price for all assets on line 6a	5,189,666.			
	7 Capital gain net income (from Part IV, line 2)		1,253,050.		
	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	1,153.	1,153.		STATEMENT 3	
12 Total. Add lines 1 through 11	1,834,659.	1,398,409.			
Operating and Administrative Expenses	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	4,300.	43.	4,257.
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 5	2,609.	2,483.	126.
	19 Depreciation and depletion				
	20 Occupancy		14,102.	1,410.	12,692.
	21 Travel, conferences, and meetings		4,311.	431.	3,880.
	22 Printing and publications				
	23 Other expenses	STMT 6	211,497.	75,493.	136,004.
	24 Total operating and administrative expenses. Add lines 13 through 23		236,819.	79,860.	156,959.
	25 Contributions, gifts, grants paid		790,368.		790,368.
26 Total expenses and disbursements. Add lines 24 and 25		1,027,187.	79,860.	947,327.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		807,472.			
b Net investment income (if negative, enter -0-)			1,318,549.		
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	236,217.	133,809.	133,809.
	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 7,166,299.	8,083,779.	8,410,377.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment: basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶		STATEMENT 8) 7,600.	0.	0.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		7,410,116.	8,217,588.	8,544,186.
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"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	7,410,116.	8,217,588.		
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	7,410,116.	8,217,588.		
31 Total liabilities and net assets/fund balances	7,410,116.	8,217,588.		

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	7,410,116.
2 Enter amount from Part I, line 27a	2	807,472.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,217,588.
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	8,217,588.

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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 (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 5,189,666.		3,936,616.	1,253,050.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			1,253,050.

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	1,253,050.
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))
2015	1,070,420.	8,987,432.	.119102
2014	895,364.	9,274,035.	.096545
2013	988,394.	8,783,118.	.112533
2012	888,447.	8,339,157.	.106539
2011	999,089.	8,308,051.	.120256

2 Total of line 1, column (d)	2	.554975
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	.110995
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	8,277,859.
5 Multiply line 4 by line 3	5	918,801.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,185.
7 Add lines 5 and 6	7	931,986.
8 Enter qualifying distributions from Part XII, line 4	8	947,327.

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.

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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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	13,185.
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	13,185.
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	13,185.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	6,618.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	7,100.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	13,718.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		533.
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax	11	533.	Refunded
			0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	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?	6	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	7	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	8b	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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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)	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?	13	X
Website address ► WWW.BLAKEMOREFOUNDATION.ORG		
14 The books are in care of ► EUGENE LEE Telephone no. ► (206) 359-8778		
Located at ► 1201 THIRD AVE., 49TH FLOOR, SEATTLE, WA ZIP+4 ► 98101-3095		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15	N/A
and enter the amount of tax-exempt interest received or accrued during the year		
16 At any time during calendar year 2016, 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?	16	X
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)?	N/A	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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 2016 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 2016.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	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 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)? Yes No
 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). N/A

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? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). 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
SEE ATTACHED SCHEDULE				
	0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CATHERINE SCHEIBNER - 14020 SE 13TH PLACE #105, BELLEVUE, WA 98007-5555	ADMINISTRATIVE CONSULTANT	57,500.

Total number of others receiving over \$50,000 for professional services **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE ATTACHED SCHEDULE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 **0.**

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	8,257,477.
b	Average of monthly cash balances	1b	146,441.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,403,918.
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	8,403,918.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	126,059.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,277,859.
6	Minimum investment return. Enter 5% of line 5	6	413,893.

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	413,893.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	13,185.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,185.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	400,708.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	400,708.
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	400,708.

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	947,327.
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	947,327.
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	13,185.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	934,142.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				400,708.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	590,328.			
b From 2012	477,110.			
c From 2013	560,542.			
d From 2014	440,735.			
e From 2015	629,006.			
f Total of lines 3a through e	2,697,721.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$	947,327.			
a Applied to 2015, 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 2016 distributable amount				400,708.
e Remaining amount distributed out of corpus	546,619.			
5 Excess distributions carryover applied to 2016 (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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,244,340.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	590,328.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	2,654,012.			
10 Analysis of line 9:				
a Excess from 2012	477,110.			
b Excess from 2013	560,542.			
c Excess from 2014	440,735.			
d Excess from 2015	629,006.			
e Excess from 2016	546,619.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

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

NONE

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
BLAKEMORE FOUNDATION, EUGENE H. LEE, TRUSTEE, (206) 359-8778
1201 THIRD AVENUE, SUITE 4900, SEATTLE, WA 98101-3095

b The form in which applications should be submitted and information and materials they should include:
STATEMENT ATTACHED

c Any submission deadlines:
STATEMENT ATTACHED

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

BLAKEMORE FOUNDATION

Form 990-PF (2016)

C/O EUGENE LEE

91-1505735 Page 11

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p>SEE ATTACHED SCHEDULE</p>				93,461.
<p>SEE ATTACHED SCHEDULE</p>				696,907.
Total			▶ 3a	790,368.
<p>b <i>Approved for future payment</i></p> <p>SEE ATTACHED SCHEDULE</p>				44,000.
<p>SEE ATTACHED SCHEDULE</p>				372,455.
Total			▶ 3b	416,455.

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, and 13 Total.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

	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.		

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		

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.

Sign Here Signature of officer or trustee: *Eugene Lee* Date: 8/17/17 Title: OFFICER

May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Paid Preparer Use Only

Print/Type preparer's name LORI D. RUSSELL	Preparer's signature <i>Lori Russell CPA</i>	Date 8/1/17	Check <input type="checkbox"/> if self-employed	PTIN P00012134
Firm's name ▶ SWEENEY CONRAD P.S.			Firm's EIN ▶ 91-1301672	
Firm's address ▶ 2606 116TH AVENUE NE, SUITE 200 BELLEVUE, WA 98004-1422			Phone no. (425) 629-1990	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES - CHARLES SCHWAB #3314			
b PUBLICLY TRADED SECURITIES - CHARLES SCHWAB #3314			
c PUBLICLY TRADED SECURITIES - MORGAN STANLEY #1227			
d PUBLICLY TRADED SECURITIES - MORGAN STANLEY #1227			
e PUBLICLY TRADED SECURITIES - MORGAN STANLEY #1227			
f PUBLICLY TRADED SECURITIES - CHARLES SCHWAB #3459			
g PUBLICLY TRADED SECURITIES - CHARLES SCHWAB #3459			
h CAPITAL GAINS DIVIDENDS			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 156,542.		145,538.	11,004.
b 17,806.		14,850.	2,956.
c 562,950.		595,815.	-32,865.
d 2,584,427.		2,003,519.	580,908.
e 983,576.		393,072.	590,504.
f 18,270.		17,866.	404.
g 826,767.		765,956.	60,811.
h 39,328.			39,328.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			11,004.
b			2,956.
c			-32,865.
d			580,908.
e			590,504.
f			404.
g			60,811.
h			39,328.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,253,050.
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

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No. 1545-0047

2016

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

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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, 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

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.	<u>FREEMAN FOUNDATION</u> <u>C/O ROCKEFELLER TRUST COMPANY</u> <u>30 ROCKEFELLER PLAZA, NY, NY 10112</u>	\$ 400,000.	Person <input 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 BLAKEMORE FOUNDATION C/O EUGENE LEE	Employer identification number 91-1505735
--	---

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

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

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	
(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	
(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	
(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	

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
KEY BANK - INTEREST	179.	179.	
TOTAL TO PART I, LINE 3	179.	179.	

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	219,587.	39,328.	180,259.	144,009.	
MORGAN STANLEY - INTEREST	18.	0.	18.	18.	
TO PART I, LINE 4	219,605.	39,328.	180,277.	144,027.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UNIVERSITY OF WASHINGTON PRES	110.	110.	
DORADO OIL COMPANY	293.	293.	
NORTHWESTERN MUTUAL LIFE SETTLEMENT	750.	750.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,153.	1,153.	

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	4,300.	43.		4,257.
TO FORM 990-PF, PG 1, LN 16B	4,300.	43.		4,257.

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	2,468.	2,468.		0.
FEDERAL EXCISE TAX	81.	0.		81.
STATE FILING FEE	25.	0.		25.
OKLAHOMA STATE EXCISE TAXES	20.	0.		20.
OKLAHOMA STATE INCOME TAXES	15.	15.		0.
TO FORM 990-PF, PG 1, LN 18	2,609.	2,483.		126.

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	74,255.	74,255.		0.
MEALS & ENTERTAINMENT	2,024.	0.		2,024.
OFFICE EXPENSES	5,422.	542.		4,880.
BOARD OF MANAGERS EXPENSES	3,200.	320.		2,880.
CONTRACT STAFF	121,253.	0.		121,253.
INSURANCE	3,758.	376.		3,382.
MISCELLANEOUS GRANT EXPENSES	1,585.	0.		1,585.
TO FORM 990-PF, PG 1, LN 23	211,497.	75,493.		136,004.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCK	8,083,779.	8,410,377.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,083,779.	8,410,377.	

FORM 990-PF	OTHER ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CREDITS/UNDEPOSITED FUNDS	7,600.	0.	0.
TO FORM 990-PF, PART II, LINE 15	7,600.	0.	0.

Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile, click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions. BLAKEMORE FOUNDATION C/O EUGENE LEE	Employer identification number (EIN) or 91-1505735
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 1201 THIRD AVE, 49TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SEATTLE, WA 98101-3095	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

EUGENE LEE

• The books are in the care of ▶ **1201 THIRD AVE., 49TH FLOOR - SEATTLE, WA 98101-3095**

Telephone No. ▶ **(206)359-8778**

Fax No. ▶ _____

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 6-month extension of time until **NOVEMBER 15, 2017**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year **2016** or

▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return

Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	13,718.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	6,618.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	7,100.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2016

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 12/31/2016

	<u>No. of Shares</u>	<u>Book Value</u>	<u>Fair Market Value</u>
End of Year as of 12/31/2016			
<u>Corporate Stock/Mutual Funds</u>			
Morgan Stanley - cash/money market/unsettled sales	175,750	\$175,750	\$175,750
Eaton Vance Tax Mgd Div Equ Fund	29,895	\$180,023	\$239,758
Pimco Enhanced Shrt Mtrt Exc	1,873	\$189,847	\$189,791
Vanguard Dividend Appreciation	2,286	\$132,392	\$194,721
Vanguard FTSE Developed Markets	7,828	\$299,846	\$286,035
Vanguard FTSE Emerging Markets	11,023	\$422,213	\$394,403
Vanguard FTSE Europe ETF	5,044	\$257,727	\$241,809
Vanguard Growth ETF	11,644	\$1,239,865	\$1,298,073
Vanguard Mid-Cap ETF	2,543	\$310,152	\$334,735
Vanguard Small Cap ETF	2,718	\$309,928	\$350,513
Vanguard Total Stk Mkt ETF	2,933	\$288,261	\$338,234
Vanguard Value ETF	14,875	\$1,239,653	\$1,383,524
American Cap Inc Builder F1	4,639	\$246,713	\$267,201
Center Coast MLP Focus I	23,617.181	\$188,194	\$204,761
Deutsche Enhanced Comm Strat S	14,795.142	\$207,990	\$174,287
Diamond Hill Long-Short	6,420.193	\$149,819	\$163,266
First Eagle Global I	7,642.845	\$413,909	\$416,459
Lord Abbett Sht Duration Inc. F	10,493.171	\$46,263	\$45,121
Matthews Asian Japan Inv.	14,059.291	\$249,556	\$264,736
Metropolitan West Tot Ret Bd 1	85,171.611	\$932,497	\$896,857
Principal Preferred Securities Fund	10,006.237	\$102,895	\$98,962
Voya Real Estate I	11,333.394	\$233,010	\$221,228
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		\$8,083,779	\$8,410,377

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2016

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 12/31/2016

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 (elected June 2016)	Board member 2 hours/week	0	0	0
Therese Caouette P.O. Box 11756 Bainbridge Island, WA 98110	Board member 2 hours/week	0	0	0
Mimi Gardner Gates 5161 NE 41st Street Seattle, WA 98105	Board Chair & Board member 2 hours/week	0	0	0
Lorri Hagman University of Washington Press P.O. Box 50096 Seattle, WA 98145-5096 (term expired June 2016)	Board member 2 hours/week	0	0	0
Christopher R. Helm 1201 Third Ave., Suite 2200 Seattle, WA 98101-3045	Board member 2 hours/week	0	0	0
Robert A. Kapp 851 54th Street Port Townsend, WA 98368	Board member 2 hours/week	0	0	0

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2016

(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
Heng-Pin Kiang 2021 Broadway East Seattle, WA 98102	Board member 2 hours/week			
Eugene H. Lee 7704 NE Yeomalt Point Drive NE Bainbridge Island, WA 98110	Trustee & Board member 10 hours/week	0	0	0
Joseph A. Massey P.O. Box 32 Deer Harbor, WA 98243	Board member 2 hours/week	0	0	0
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 (term expired June 2016)	Board member 2 hours/week	0	0	0
Thomas E. Woolsey 2227 Blarney Pl SE Bellevue, WA 98004-7062	Board member 2 hours/week	0	0	0

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2016

PART XV - SUPPLEMENTARY INFORMATION

Line 2a. *Name/address/telephone number of persons to whom applications were addressed for applications submitted in 2016.*

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.

Blakemore Refresher Grants
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 & Blakemore Refresher Grants
Applications submitted online by 11:30 pm EST on December 30, 2016.

Art Grants
Applications received by October 1, 2016.

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2016

- 2d. *Any restrictions or limitations on awards, Osuch 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.
Blakemore Refresher Grants
See attached Grant Guidelines.

Art Grants

See attached Grant Guidelines.

Application for Blakemore Freeman Fellowship

Application Summary of : Applicant, Test

General Information

*First Name:	
Middle Initial	
*Last Name:	
*Date of Birth:	
*Primary Email Address:	
Alternate Email Address:	
*Phone Number (please include a country code if not a U.S. phone number):	
*Citizen Status:	
Mailing Address in U.S. (not required)	
Address:	
City:	
State:	
Zip Code:	

Language Study Program

*Language:	
*Approximate date that your application was or will be submitted to language program listed above:	
*I understand and acknowledge that it is my responsibility to apply to the language program of my choice. The Blakemore Foundation will not apply on my behalf.	
Previous Study of the Language	
* Highest Level Completed (example: 4th Year Chinese):	
*Will you have completed the equivalent of 3rd year language classes (300 level) at the college level by the time this fellowship would start?	
<small>Because you do not appear to meet the minimum years of formal study of the language, you will be required to submit proof that your language level is equivalent to having completed third year at the college level. Please contact Cathy Scheibner at the Blakemore Foundation at ContactUs@blakemorefoundation.org to discuss your situation.</small>	
*Please list all college-level classes taken for this language, including course titles, dates and locations of study in the space provided.	
Resume and Principal Academic or Professional Honors	
*Please list your principal academic or professional honors:	
*Please upload your curriculum vitae or resume in pdf format.	

Colleges or Universities Attended

Colleges or Universities Attended	
*I understand and acknowledge that it is my responsibility to order transcripts sent from the institutions I have attended to the Blakemore Foundation. The Blakemore Foundation will not order transcripts on my behalf.	
*Name of Institution for Bachelor's Degree:	
*Major:	
Year BA or Equivalent Received or Expected to be Received:	
*Did you receive or expect to receive another degree?	

Essays

Please discuss who you are, your career goals, and how you became interested in this language and Asian country. Your professional interests are important, but we also want to get to know you as a person.	
*Please upload your essay:	

Names of Recommenders

*I understand and acknowledge that it is my responsibility to contact my recommenders via the "Request Section" on the main application page. The Blakemore Foundation will not contact my recommenders on my behalf.	
*Name of Recommender #1:	
*Title of Recommender #1:	
*University or Company Name:	
*Email Address of Recommender #1:	
*Name of Recommender #2:	
Title of Recommender #2:	
*University or Company Name:	
*Email address of Recommender #2:	

Student Signature

<p>If you need to review the Blakemore Foundation grant guidelines, you may click on the link to open a pdf copy of them.</p>	
<p>*I have read the Blakemore Foundation's Grant Guidelines and believe that I qualify for a Blakemore Freeman Fellowship based on this information.</p>	
<p>*I understand that it is my responsibility to apply to the language program I have chosen.</p>	
<p>*I acknowledge that I am responsible for ordering my own transcripts to be sent to the Blakemore Foundation, and that these transcripts must arrive either through a digital clearinghouse or in their official sealed envelope.</p>	
<p>*I agree that I am responsible for requesting letters of recommendation on my own behalf and following up with my recommenders as necessary. The Blakemore Foundation will not attempt to pursue delinquent or negligent recommenders for me.</p>	
<p>*I confirm that I am not related to any of the current members of the Blakemore Foundation Board of Managers as of the date of this application:</p> <ul style="list-style-type: none"> Paul Atkins Therese Caouette Mimi Gardner Gates, Board Chair Christopher R. Helm Robert A. Kapp Heng-Pin Kiang Eugene H. Lee, Trustee Joseph A. Massey Lolan Song Ted Woolsey 	
<p>*I authorize the language program listed above to release information on my admittance status and results of any written or oral tests conducted as part of the program's application process directly to the Foundation.</p>	
<p>*Where did you hear about our Fellowships? (check all that apply)</p>	
<p>*Your signature here constitutes a legally binding document.</p>	

Application for Blakemore Refresher Grant

Application Summary of : Applicant, Test

General Information

*First Name:	
Middle Initial	
*Last Name:	
*Date of Birth:	
*Primary Email Address:	
Alternate Email Address:	
*Phone Number (please include a country code if not a U.S. phone number):	
*Citizen Status:	
Mailing Address in U.S. (not required)	
Address:	
City:	
State:	
Zip Code:	

Language Study Program

*Language:	
Proposed Dates of Study (Minimum of one quarter, maximum of 6 months, starting no later than May 2018)	
*Approximate date that your application was or will be submitted to language program listed above:	
*I understand and acknowledge that it is my responsibility to apply to the language program of my choice. The Blakemore Foundation will not apply on my behalf.	
Previous Study of the Language	
* Highest Level Completed (example: 4th Year Chinese):	
*Please list all college-level classes taken for this language, including course titles, dates and locations of study in the space provided:	
Resume and Principal Academic or Professional Honors	
*Please list your principal academic or professional honors:	
*Please upload your curriculum vitae or resume in pdf format.	

Colleges or Universities Attended

Colleges or Universities Attended	
*I understand and acknowledge that it is my responsibility to order a transcript from the institution from which I received my latest degree to be sent to the Blakemore Foundation. The Blakemore Foundation will not order a transcript on my behalf.	
*Name of Institution for Bachelor's Degree:	
*Major:	
*Year BA or Equivalent Received:	
*Did you receive another degree?	

Essays

Please discuss who you are, your career path and goals, and how you became interested in this language and Asian country. Your professional interests are important, but we also want to get to know you as a person.	
*Please upload your essay:	

Name of Recommender

*I understand and acknowledge that it is my responsibility to contact my recommender via the "Request Section" on the main application page. The Blakemore Foundation will not contact my recommender on my behalf.	
*Name of Recommender #1:	
*Title of Recommender #1:	
*University or Company Name:	
*Email Address of Recommender #1:	

Applicant Signature

If you need to review the Blakemore Foundation Refresher Grant Guidelines, you may click on the link to open a pdf copy of them.	
*I have read the Blakemore Foundation's Refresher Grant Guidelines and believe that I qualify for a Blakemore Refresher Grant based on this information.	

<p>*I understand that it is my responsibility to apply to the language program I have chosen.</p>	
<p>*I acknowledge that I am responsible for ordering transcripts to be sent to the Blakemore Foundation for my latest degree and that these transcripts must arrive either through a digital clearinghouse or in an official sealed envelope.</p>	
<p>*I agree that I am responsible for requesting a letter of recommendation on my own behalf and following up with my recommender as necessary. The Blakemore Foundation will not attempt to pursue a delinquent or negligent recommender for me.</p>	
<p>*I confirm that I am not related to any of the current members of the Blakemore Foundation Board of Managers as of the date of this application:</p> <p>Paul Atkins Therese Caouette Mimi Gardner Gates, Board Chair Christopher R. Helm Robert A. Kapp Heng-Pin Kiang Eugene H. Lee, Trustee Joseph A. Massey Lolan Song Ted Woolsey</p>	
<p>*I authorize the language program listed above to release information on my admittance status and results of any written or oral tests conducted as part of the program's application process directly to the Foundation.</p>	
<p>*Where did you hear about our Fellowships? (check all that apply)</p>	
<p>*Your signature here constitutes a legally binding document.</p>	

**BLAKEMORE FOUNDATION
ART GRANT APPLICATION INSTRUCTIONS
FOR EXHIBITIONS
2016**

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

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

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

In addition to the proposal above, the emailed application should include:

- A copy of the applying organization's 501(c)(3) exemption letter.
- JPG files for 3 or 4 of the illustrations used in the proposal, which will be used by the Blakemore Foundation in a PowerPoint presentation to our board

Proposals must be received October 1, 2016.

Applicants will be notified of grant awards by the end of December 2016.

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

Proposals should be submitted by email to ContactUs@blakemorefoundation.org.

**ART GRANT APPLICATION INSTRUCTIONS
FOR INTERNSHIPS
2016**

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

An invited institution should submit an art grant proposal for one internship at a museum internship program for the 2017/2018 academic year, sent via email in letter format, limited to no more than five pages of text and five pages of illustrations, containing the following information:

- Basic information on the internship program
- Estimated amount of grant requested for the one intern
- Project budget, including expenses and anticipated sources of funding

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

Proposals must be received by October 1, 2016

Applicants will be notified of grant awards by the end of December 2016.

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

Proposals should be submitted by email to ContactUs@blakemorefoundation.org.

Blakemore Freeman Fellowships 2016 Grant Guidelines

Blakemore Freeman Fellowships are awarded for one academic year of full-time, intensive language study at the advanced level in East or Southeast Asia in approved language programs. For grants to be awarded in 2016, study must start between June 2016 and May 2017.

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

Selection Criteria

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

Eligibility Requirements

To be eligible for a grant, an applicant must:

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

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

Definition of Advanced Level

An applicant for a Blakemore Freeman Fellowship must have completed:

- At minimum, completed the equivalent of the 300 level of language classes at the college level (i.e., 3rd year) by the start of the grant, through classes taken at university or in combination with study abroad programs; or
- Completed a minimum of one academic year of intensive language study at the college-level in a full-time language program; or
- Speak, read and write the language with equivalent fluency

If an applicant does not have the required minimum years of academic study of the language, the applicant may provide proof of equivalent competency.

Eligible Languages

Chinese	Japanese	Korean	Thai
Vietnamese	Indonesian	Khmer	Burmese

Eligible Language Programs

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

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

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

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

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

Approval of language programs for study of Thai, Vietnamese, Indonesian, Khmer and Burmese will be considered on an individual basis during the application review process.

Application and Acceptance by Language Program

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

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

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

No grants are available for study in the United States.

Private Tutorial Programs

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

Length of Program

Blakemore Freeman Fellowships are made for one academic year of full-time intensive language study. If funds are available, this may include study in the language program's summer term immediately preceding or following the academic year program. The Foundation encourages applicants who are

applying for an academic year program to include a summer term in their application, but cannot guarantee that funding will be available. The inclusion of a summer term in an application does not affect the selection process.

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

Dates of Study and Deferral Policy

Study must start between June 2016 and May 2017, or as limited by the start dates of school terms at the language program involved. No deferrals of start dates will be permitted beyond May 2017.

Residency Requirement

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

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

Conflicting Activities

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

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

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

U.S. Income Tax Liability

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

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

Amount of Grant & Grant Disbursement

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

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

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

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

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

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

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

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

Required Reports

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

Blakemore Refresher Grants 2016 Grant Guidelines

Blakemore Refresher Grants provide individuals in mid-career an opportunity to refresh their advanced Asian language skills by attending a full-time language program for a summer or semester. Refresher Grants are not a post-doctoral program; recent PhD graduates are not appropriate candidates for a Blakemore Refresher Grant.

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

Eligibility Requirements

To be eligible for a grant, an applicant must:

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

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

Eligible Languages

Chinese	Japanese	Korean	Thai
Indonesian	Vietnamese	Khmer	Burmese

Selection Criteria

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

Application to Language Program is Applicant's Responsibility

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

Approved Language Programs

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

- For **Japanese**, we fund language study at the Inter-University Center for Japanese Language Studies in Yokohama, Japan (<http://www.stanford.edu/dept/IUC/>). We do not fund Japanese language study at any other institution.
- For **Chinese**, we fund language study at the Inter-University Program for Chinese Language Studies, located on the Tsinghua University campus in Beijing, China (<http://ieas.berkeley.edu/iup/>) and at the International Chinese Language Program at National Taiwan University in Taipei, Taiwan (<http://iclp.ntu.edu.tw/>). We do not fund Chinese language study at any other institution.
- For **Korean**, we recommend language study at Seoul National University (<http://lei.snu.ac.kr/site/en/klec/main/main.jsp>) or Sogang University (<http://klec.sogang.ac.kr/>). We will consider study at other language programs in Korea on a case-by-case basis during the application review process.
- Approval of language programs for study of Thai, Vietnamese, Indonesian, Khmer or Burmese will be considered on an individual basis during the application review process.

Private Tutorial Programs

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

Dates of Study and Deferral Policy

Study must start between June 2016 and May 2017, or as limited by the start dates of school terms at the language program involved. No deferrals of start dates will be permitted beyond May 2017.

Residency Requirement

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

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

Conflicting Activities

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

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

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

U.S. Income Tax Liability

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

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

Amount of Grant & Grant Disbursement

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

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

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

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

- Other fees or expenses required by language program or approved by the Trustee

It is up to each Fellow to budget the stipend funds to cover necessary costs. Stipend funds may not be used to cover expenses of an accompanying dependent.

The stipend for travel, living and study expenses is paid to the Fellow as a lump sum at the beginning of the grant. In the case of grants for the study of Japanese and Chinese, tuition is paid directly to the language school by the Foundation. Tuition for study of Korean and languages of SE Asia will be advanced to the grantee, who will provide the Foundation with receipts from the institution. Tutoring fees, if applicable, are reimbursed based on expense reports and receipts.

Required Reports

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

BLAKEMORE FOUNDATION ART GRANT GUIDELINES

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

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

BLAKEMORE FOUNDATION EIN 91-1505735
SCHEDULE OF INFORMATION FOR FORM 990-PF
TAX YEAR ENDING 12/31/2016

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 12/31/2016

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>
John Alexna 118 Lakeside Road Princeton, NJ 08540	None	NC	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$24,167.00
Jesse Appell 14 Russell Road Newton, MA 02458	None	NC	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$10,800.00
Kathryn Appelman 2013 Breaker Lane Flower Mound, TX 75022	None	NC	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$22,300.00
Jason Arterburn 111 Brickstone Place Madison, AL 35756	None	NC	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$22,300.00

GRANTS PAID TO INDIVIDUALS

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2016

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>
Max Balhorn 27 Peck Street Stevens Point, WI 54481	None	NC	Language study at Inter-University Center for Korean Language Studies at Sungkyukwan University in Seoul, South Korea	\$58,900.00
Jing Cao 365 Hanover Avenue, Apt 203 Oakland, CA 94606	None	NC	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$19,809.00
My Ket Chau 1206 East 23rd Street Oakland, CA 94606	None	NC	Language study at Vietnamese Language Studies (VLS) program in Ho Chi Minh City, Vietnam	\$17,358.00
Allison B. Cottrell W4274 Wege Road Appleton, WI 54913	None	NC	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$39,108.00
Samuel Galler Magdalen College Oxford OX1 4AU, UK	None	NC	Tuition deposit for International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$500.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2016

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>
Stephen R. Halsey 800 West Avenue #429 Miami Beach, FL 33139	None	NC	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$5,400.00
Dina Hassan 3140 Linden Drive Lawrenceville, GA 30044	None	NC	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$38,804.00
Kate Huh 1633 Kingham Way Fullerton, CA 92833	None	NC	Language study at Inter-University Center for Korean Language Studies at Sungkyukwan University in Seoul, South Korea	\$28,941.00
Wesley Jacks 1745 S 650 E Lafayette, IN 47905	None	NC	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$21,200.00
Christopher Kessler 15115 Stone Lane N, Apt M103 Shoreline, WA 98133	None	NC	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$35,304.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2016

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>
Abigail MacBain 511 W. 113th St. #82 New York, NY 10025	None	NC	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$23,479.00
Shayan Momin 2158 Haverford Troy, MI 48098	None	NC	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$21,200.00
Anthony Morreale 417 Avon Street Oakland, CA 94618	None	NC	Language study at Vietnamese Language Studies (VLS) program in Ho Chi Minh City, Vietnam	\$29,714.00
Jennifer Aya Myers PO Box 740067 Arvada, CO 80006	None	NC	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$24,019.00
Matthew Portwood 3961 Ben Hill Road Valdosta, GA 31606	None	NC	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$14,450.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2016

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>
Dominic Romeo 3571 Brookstone Drive Turlock, CA 95382	None	NC	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$26,300.00
Kevin Shaw 4720 117th PL NE Kirkland, WA 98033	None	NC	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$24,050.00
Froylán Sifuentes 2707 Hillegass Avenue Berkeley, CA 94705	None	NC	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$22,300.00
Samik N. Sikand 41 Heritage Road East Lyme, CT 06333	None	NC	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$12,683.00
Tobias Smith 3025 Dana Street Berkeley, CA 94705	None	NC	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$21,200.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2016

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>
Felicia Sonmez 33 Prospect Ave, Apt 1B Hackensack, NJ 07601	None	NC	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$22,300.00
Lindsey Stirek 25598 Buena Vista Road Rockbridge, OH 43149	None	NC	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$23,479.00
Nicholas Tsai Izumi Garden Tower, 21st Floor 1-6-1 Roppongi Minato-ku, Tokyo 106-6021 Japan	None	NC	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$38,804.00
James Utley 821 W. 56th Street Kansas City, MO 64113	None	NC	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$24,019.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2016

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>
Richard E. Wells 260 South Taylor Avenue Eagle, ID 83616	None	NC	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$24,019.00
SUBTOTAL - Paid to individuals				\$696,907.00

GRANTS PAID TO ORGANIZATIONS

Asia Society 725 Park Avenue New York NY 10021	n/a	PC	Funds to support the exhibitions <i>Unknown Tibet: The Tucci Expeditions and Tibetan Painting and Kamakura: Realism and Spirituality in the Sculpture of Japan</i>	\$20,000.00
The Cleveland Museum of Art 11150 East Boulevard Cleveland, OH 44106-1797	n/a	PC	Funds to support the exhibition <i>Encountering the Gods</i>	\$10,000.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2016

GRANTS PAID DURING THE YEAR

a. Paid during the year

<u>Recipient Name & Address</u>	<u>If individual, relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Seattle Art Museum P. O. Box 22000 Seattle, WA 98122-9700	n/a	PC	Museum internships for University of Washington students during 2016/2017 academic year	\$23,460.84
The J. Paul Getty Trust 1200 Getty Center Drive, Suite 400 Los Angeles, CA 90049	n/a	POF	Funds to support the exhibition <i>Cave Temples of Dunhuang: Buddhist Art on China's Silk Road</i>	\$25,000.00
Portland Art Museum 1219 SW Park Avenue Portland, OR 97205	n/a	PC	Funds to support publication of a catalogue of the Asian art in the exhibition <i>John Yeon: A Quest for Beauty</i>	\$15,000.00
			SUBTOTAL - Paid to organizations	\$93,460.84
			GRAND TOTAL DISBURSED	\$790,367.84

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2016

GRANTS APPROVED FOR FUTURE PAYMENT

b. Approved for future payment

<u>Recipient Name & Address</u>	<u>If individual, relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
John Alexna 118 Lakeside Road Princeton, NJ 08540	None	NC	Language study at International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$14,250.00
Kathryn Appelman 2013 Breaker Lane Flower Mound, TX 75022	None	NC	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$19,800.00
Jason Arterburn 111 Brickstone Place Madison, AL 35756	None	NC	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$30,200.00
Allison B. Cottrell W4274 Wege Road Appleton, WI 54913	None	NC	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$31,142.00

GRANTS APPROVED FOR FUTURE PAYMENT TO INDIVIDUALS

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2016

GRANTS APPROVED FOR FUTURE PAYMENT

b. Approved for future payment

<u>Recipient Name & Address</u>	<u>If individual, relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Samuel Galler Magdalen College Oxford OX1 4AU, UK	None	NC	Tuition deposit for International Chinese Language Program at National Taiwan University in Taipei, Taiwan	\$45,950.00
Dina Hassan 3140 Linden Drive Lawrenceville, GA 30044	None	NC	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$29,672.19
Kate Huh 1633 Kingham Way Fullerton, CA 92833	None	NC	Language study at Inter-University Center for Korean Language Studies at Sungkyukwan University in Seoul, South Korea	\$23,184.00
Christopher Kessler 15115 Stone Lane N, Apt M103 Shoreline, WA 98133	None	NC	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$37,323.19
Anthony Morreale 417 Avon Street Oakland, CA 94618	None	NC	Language study at Vietnamese Language Studies (VLS) program in Ho Chi Minh City, Vietnam	\$31,061.00

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2016

GRANTS APPROVED FOR FUTURE PAYMENT

b. Approved for future payment

<u>Recipient Name & Address</u>	<u>If individual, relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Dominic Romeo 3571 Brookstone Drive Turlock, CA 95382	None	NC	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$30,200.00
Froylán Sifuentes 2707 Hillegass Avenue Berkeley, CA 94705	None	NC	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$19,800.00
Felicia Sonmez 33 Prospect Ave, Apt 1B Hackensack, NJ 07601	None	NC	Language study at Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing, China	\$30,200.00
Nicholas Tsai Izumi Garden Tower, 21st Floor 1-6-1 Roppongi Minato-ku, Tokyo 106-6021 Japan	None	NC	Language study at Inter-University Center for Japanese Language Studies in Yokohama, Japan	\$29,672.19
SUBTOTAL - Approved for future payment to individuals				\$372,454.57

BLAKEMORE FOUNDATION EIN 91-1505735
 SCHEDULE OF INFORMATION FOR FORM 990-PF
 TAX YEAR ENDING 12/31/2016

GRANTS APPROVED FOR FUTURE PAYMENT

b. Approved for future payment

<u>Recipient Name & Address</u>	<u>If individual, relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Seattle Art Museum P. O. Box 22000 Seattle, WA 98122-9700	n/a	PC	Museum internships for University of Washington students during 2017/2018 academic year	\$24,000.00
Freer Sackler Smithsonian Institution P.O. Box 37012, MRC 707 Washington, D.C. 20013-7012	n/a	EO	Funds to support the exhibition <i>Unveiling the Invisible: Sui Dynasty Lacquer Buddha Sculptures</i> .	\$20,000.00
			SUBTOTAL - Approved for future payment to organizations	\$44,000.00
			GRAND TOTAL APPROVED FOR FUTURE PAYMENT	\$416,454.57

GRANTS APPROVED FOR FUTURE PAYMENT TO ORGANIZATIONS