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**Return of Private Foundation**  
**or Section 4947(a)(1) Nonexempt Charitable Trust**  
**Treated as a Private Foundation**

**2008**

Department of the Treasury  
Internal Revenue Service

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

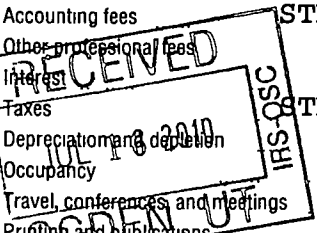
For calendar year **2008**, or tax year beginning **DEC 1, 2008**, and ending **NOV 30, 2009**

**G** Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>THE BAMFORD FOUNDATION</b> Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>PO BOX 2274</b> City or town, state, and ZIP code <b>TACOMA, WA 98401</b>	<b>A</b> Employer identification number <b>91-1504193</b> <b>B</b> Telephone number <b>253-383-2584</b>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 1,458,938.</b> (Part I, column (d) must be on cash basis.)		
<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))			<b>N/A</b>	
<b>1</b> Contributions, gifts, grants, etc., received				
<b>2</b> Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities	32,890.	32,658.		<b>STATEMENT 2</b>
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	<123,155.>			<b>STATEMENT 1</b>
<b>b</b> Gross sales price for all assets on line 6a	872,476.			
<b>7</b> Capital gain net income (from Part IV, line 2)		0.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit or (loss)				
<b>11</b> Other income				
<b>12 Total.</b> Add lines 1 through 11	<90,265.>	32,658.		
<b>13</b> Compensation of officers, directors, trustees, etc	3,560.	0.		3,560.
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees <b>STMT 3</b>	1,880.	0.		1,880.
<b>b</b> Accounting fees <b>STMT 4</b>	3,216.	1,608.		1,608.
<b>c</b> Other professional fees				
<b>17</b> Interest				
<b>18</b> Taxes <b>STMT 5</b>	2,000.	0.		0.
<b>19</b> Depreciation and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses <b>STMT 6</b>	1,401.	1,376.		25.
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	12,057.	2,984.		7,073.
<b>25</b> Contributions, gifts, grants paid	183,167.			183,167.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	195,224.	2,984.		190,240.
<b>27 Subtract line 26 from line 12:</b>				
<b>a</b> Excess of revenue over expenses and disbursements	<285,489.>			
<b>b</b> Net investment income (if negative, enter -0-)		29,674.		
<b>c</b> Adjusted net income (if negative, enter -0-)			<b>N/A</b>	

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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	1 Cash - non-interest-bearing	343.	865.	865.	
	2 Savings and temporary cash investments	112,649.	11,255.	11,255.	
	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>STMT 7</b>	113,943.	245,680.	256,651.	
	b Investments - corporate stock				
	c Investments - corporate bonds				
11 Investments - land, buildings, and equipment basis ▶					
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other <b>STMT 8</b>	1,257,103.	940,749.	1,190,167.		
14 Land, buildings, and equipment: basis ▶					
Less accumulated depreciation ▶					
15 Other assets (describe ▶)					
<b>16 Total assets (to be completed by all filers)</b>	<b>1,484,038.</b>	<b>1,198,549.</b>	<b>1,458,938.</b>		
<b>Liabilities</b>	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 ▶)					
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>	<b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	1,484,038.	1,198,549.			
<b>30 Total net assets or fund balances</b>	<b>1,484,038.</b>	<b>1,198,549.</b>			
<b>31 Total liabilities and net assets/fund balances</b>	<b>1,484,038.</b>	<b>1,198,549.</b>			

**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	1,484,038.
2 Enter amount from Part I, line 27a	2	<285,489.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,198,549.
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	1,198,549.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	872,476.	995,631.	<123,155.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) 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			<123,155.>	
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 <123,155.>
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 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))
2007	152,053.	1,753,996.	.086689
2006	130,857.	2,063,112.	.063427
2005	130,869.	1,901,359.	.068829
2004	157,212.	1,828,908.	.085959
2003	154,763.	1,783,466.	.086777
2 Total of line 1, column (d)			2 .391681
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 .078336
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 1,229,078.
5 Multiply line 4 by line 3			5 96,281.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 297.
7 Add lines 5 and 6			7 96,578.
8 Enter qualifying distributions from Part XII, line 4			8 190,240.

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.

<b>Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)</b>	
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 letter: _____ (attach copy of ruling 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	1 297.
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	3 297.
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-	5 297.
6 Credits/Payments:	
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a
b Exempt foreign organizations - tax withheld at source	6b
c Tax paid with application for extension of time to file (Form 8868)	6c
d Backup withholding erroneously withheld	6d
7 Total credits and payments. Add lines 6a through 6d	7 0.
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	9 297.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11

<b>Part VII-A Statements Regarding Activities</b>		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?			X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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</i>			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? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV.</i>	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>WA</u>			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14	The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 206-383-2584 Located at ▶ PO BOX 2274, TACOMA, WA, TACOMA, WA ZIP+4 ▶ 98401		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A		

**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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <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	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2008 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 2008.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

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

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

(1) Carry on propoganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  Yes  No

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 you answered "Yes" to 6b, also 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

**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 STATEMENT 9		3,560.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
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	
3 All other program-related investments. See instructions.	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	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	1,217,796.
b	Average of monthly cash balances	1b	29,999.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,247,795.
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	1,247,795.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,717.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,229,078.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	61,454.

**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	61,454.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	297.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	297.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	61,157.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	61,157.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	61,157.

**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	190,240.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	190,240.
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	297.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	189,943.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				61,157.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	72,584.			
b From 2004	67,859.			
c From 2005	38,071.			
d From 2006	29,395.			
e From 2007	66,297.			
f Total of lines 3a through e	274,206.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$	190,240.			
a Applied to 2007, 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 2008 distributable amount				61,157.
e Remaining amount distributed out of corpus	129,083.			
5 Excess distributions carryover applied to 2008 (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:	403,289.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	72,584.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	330,705.			
10 Analysis of line 9:				
a Excess from 2004	67,859.			
b Excess from 2005	38,071.			
c Excess from 2006	29,395.			
d Excess from 2007	66,297.			
e Excess from 2008	129,083.			

**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 2008, 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) 2008	(b) 2007	(c) 2006	(d) 2005	
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 the 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).)

**SEE STATEMENT 10**

- 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 of the person to whom applications should be addressed:  
**N/A**

b The form in which applications should be submitted and information and materials they should include:  
**N/A**

c Any submission deadlines:  
**N/A**

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

**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)				
<b>a Paid during the year</b>				
SEE STATEMENT 11				
<b>Total</b>			▶ 3a	183,167.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			▶ 3b	0.



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...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with columns Yes and No. Rows 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c. All 'No' boxes are checked (X).

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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... [ ] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Declaration section: Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: [Signature], Date: 7/12/2010, Title: Director. Preparer's Use Only: Preparer's signature: [Signature], Date: 5/11/10, Firm name: MOSS ADAMS LLP, address: 999 THIRD AVENUE, SUITE 2800 SEATTLE, WA 98104, Phone no: 206-302-6500.

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

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

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

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization <b>THE BAMFORD FOUNDATION</b>	Employer identification number <b>91-1504193</b>
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. <b>PO BOX 2274</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>TACOMA, WA 98401</b>	

**Check type of return to be filed** (file a separate application for each return):

- |   |   |                                    |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

**THE FOUNDATION**

- The books are in the care of ▶ **PO BOX 2274, TACOMA, WA - TACOMA, WA 98401**

Telephone No ▶ **206-383-2584** 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 will cover.

**1** I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **JULY 15, 2010**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

- ▶  calendar year \_\_\_\_\_ or
- ▶  tax year beginning **DEC 1, 2008**, and ending **NOV 30, 2009**

**2** If this tax year is for less than 12 months, check reason.  Initial return  Final return  Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	0.
<b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	0.
<b>c</b> <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 4-2009)

70092820000144882296 4/15/10

THE BAMFORD FOUNDATION

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a ARTIO GLOBAL	P	02/13/09	VARIOUS
b BUFFALO SMALL CAP	P	03/18/02	02/13/09
c DRIEHAUS INTERNATIONAL	P	02/13/09	09/24/09
d EATON VANCE TAX MANAGED	P	02/13/09	09/01/09
e HARBOR INTERNATIONAL	P	VARIOUS	09/02/09
f LONGLEAF PARTNERS	P	VARIOUS	02/13/09
g NORTHERN GLOBAL	P	VARIOUS	09/15/09
h SCOUT INTERNATIONAL	P	VARIOUS	09/24/09
i VANGUARD EMERGING MKTS	P	12/19/07	02/13/09
j VANGUARD EMERGING MKTS	P	06/20/05	09/01/09
k VANGUARD EUROPEAN	P	VARIOUS	02/13/09
l VANGUARD INT TERM TREAS	P	VARIOUS	02/13/09
m VANGUARD PACIFIC	P	12/23/99	02/13/09
n VANGUARD TOTAL STOCK MKT	P	VARIOUS	VARIOUS
o WISDOM TREE INTERNATIONAL	P	02/13/09	09/24/09

(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 77,680.		60,000.	17,680.
b 40,000.		52,270.	<12,270.>
c 1,353.		942.	411.
d 4,950.		3,208.	1,742.
e 36,000.		33,882.	2,118.
f 50,000.		79,142.	<29,142.>
g 11,377.		8,000.	3,377.
h 27,000.		28,791.	<1,791.>
i 11,461.		26,207.	<14,746.>
j 27,780.		19,958.	7,822.
k 49,731.		80,299.	<30,568.>
l 128,491.		113,943.	14,548.
m 25,918.		43,487.	<17,569.>
n 370,000.		442,513.	<72,513.>
o 2,916.		1,989.	927.

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			17,680.
b			<12,270.>
c			411.
d			1,742.
e			2,118.
f			<29,142.>
g			3,377.
h			<1,791.>
i			<14,746.>
j			7,822.
k			<30,568.>
l			14,548.
m			<17,569.>
n			<72,513.>
o			927.

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
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

823591  
04-25-08



THE BAMFORD FOUNDATION

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a DRIEHAUS INTERNATIONAL	P	05/02/08	09/24/09
b CAPITAL GAINS DIVIDENDS			
c			
d			
e			
f			
g			
h			
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 647.		1,000.	<353.>
b 7,172.			7,172.
c			
d			
e			
f			
g			
h			
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			<353.>
b			7,172.
c			
d			
e			
f			
g			
h			
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	<123,155.>
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

823591  
04-25-08

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
ARTIO GLOBAL	77,680.	60,000.	0.	PURCHASED	02/13/09	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BUFFALO SMALL CAP	40,000.	52,270.	0.	PURCHASED	03/18/02	02/13/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DRIEHAUS INTERNATIONAL	1,353.	942.	0.	PURCHASED	02/13/09	09/24/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EATON VANCE TAX MANAGED	4,950.	3,208.	0.	PURCHASED	02/13/09	09/01/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
HARBOR INTERNATIONAL	36,000.	33,882.	0.	PURCHASED	VARIOUS	09/02/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
LONGLEAF PARTNERS	50,000.	79,142.	0.	PURCHASED	VARIOUS	02/13/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
NORTHERN GLOBAL	11,377.	8,000.	0.	PURCHASED	VARIOUS	09/15/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SCOUT INTERNATIONAL	27,000.	28,791.	0.	PURCHASED	VARIOUS	09/24/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
VANGUARD EMERGING MKTS	11,461.	26,207.	0.	PURCHASED	12/19/07	02/13/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
VANGUARD EMERGING MKTS	27,780.	19,958.	0.	PURCHASED	06/20/05	09/01/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
VANGUARD EUROPEAN	49,731.	80,299.	0.	PURCHASED	VARIOUS	02/13/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD INT TERM TREAS	128,491.	113,943.	0.	0.	14,548.	PURCHASED	VARIOUS	02/13/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD PACIFIC	25,918.	43,487.	0.	0.	<17,569.>	PURCHASED	12/23/99	02/13/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD TOTAL STOCK MKT	370,000.	442,513.	0.	0.	<72,513.>	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WISDOM TREE INTERNATIONAL	2,916.	1,989.	0.	0.	927.	PURCHASED	02/13/09	09/24/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED 05/02/08	(F) DATE SOLD 09/24/09
DRIEHAUS INTERNATIONAL	647.	1,000.	0.			
						7,172.
CAPITAL GAINS DIVIDENDS FROM PART IV						
TOTAL TO FORM 990-PF, PART I, LINE 6A						<123,155.>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHWAB INSTITUTIONAL	32,916.	26.	32,890.
SCHWAB INSTITUTIONAL	7,146.	7,146.	0.
TOTAL TO FM 990-PF, PART I, LN 4	40,062.	7,172.	32,890.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,880.	0.		1,880.
TO FM 990-PF, PG 1, LN 16A	1,880.	0.		1,880.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,216.	1,608.		1,608.
TO FORM 990-PF, PG 1, LN 16B	3,216.	1,608.		1,608.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2008 FEDERAL EXCISE TAXES	2,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,000.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER/ASSET MANAGEMENT FEES	1,376.	1,376.		0.
STATE REGISTRATION FEE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	1,401.	1,376.		25.

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**FORM 990-PF**                      **U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS**                      **STATEMENT**      **7**


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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
VANGUARD INT-TERM TREASURY	X		0.	0.
PIMCO TOTAL RETURN	X		245,680.	256,651.
<b>TOTAL U.S. GOVERNMENT OBLIGATIONS</b>			<b>245,680.</b>	<b>256,651.</b>
<b>TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS</b>				
<b>TOTAL TO FORM 990-PF, PART II, LINE 10A</b>			<b>245,680.</b>	<b>256,651.</b>

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**FORM 990-PF**                                      **OTHER INVESTMENTS**                                      **STATEMENT**      **8**


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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
US SMALL/MICRO CAP EQUITY	COST	51,311.	51,446.
EMERGING MARKETS	COST	55,139.	97,552.
INTERNATIONAL EQUITY	COST	405,417.	589,404.
US LARGE/MID-CAP EQUITY	COST	399,505.	416,421.
GLOBAL REITS	COST	11,377.	11,314.
NATURAL RESOURCES	COST	18,000.	24,030.
<b>TOTAL TO FORM 990-PF, PART II, LINE 13</b>		<b>940,749.</b>	<b>1,190,167.</b>



FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CALVIN D. BAMFORD, JR. PO BOX 2274 TACOMA, WA 98401-2274	PRES/TREAS 1.00	0.	0.	0.
JOANNE W. BAMFORD PO BOX 2274 TACOMA, WA 98401-2274	VICE PRES/DIRECTOR 1.00	0.	0.	0.
DREW BAMFORD PO BOX 2274 TACOMA, WA 98401-2274	DIRECTOR 1.00	0.	0.	0.
HOLLY BAMFORD HUNT PO BOX 2274 TACOMA, WA 98401-2274	DIRECTOR/SECRETARY 20.00	3,560.	0.	0.
HEATHER BAMFORD PO BOX 2274 TACOMA, WA 98401-2274	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		3,560.	0.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 10

NAME OF MANAGER  
 CALVIN D. BAMFORD, JR.  
 JOANNE W. BAMFORD

FORM 990-PF GRANTS AND CONTRIBUTIONS STATEMENT 11  
PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ANNIE WRIGHT SCHOOL, 827 TACOMA AVE N, TACOMA, WA 98403	N/A EDUCATION	170(B)(1)(A) (II) SCHOOL	8,000.
CHARLES WRIGHT ACADEMY, 7723 CHAMBERS CREEK RD. W, TACOMA, WA 98467	N/A EDUCATION	170(B)(1)(A) (II) SCHOOL	1,500.
CHILDREN'S MUSEUM OF TACOMA, 936 BROADWAY, TACOMA, WA 98402	N/A SUPPORT ARTS	509(A)(1) PUBLIC CHARITY	37,000.
COMMUNITY HEALTH CARE, 101 E. 26TH ST., SUITE 101, TACOMA, WA 98421	N/A GENERAL SUPPORT	509(A)(1) PUBLIC CHARITY	11,000.
FOSS WATERWAY SEAPORT, 705 DOCK ST., TACOMA, WA 98402	N/A GENERAL SUPPORT	509(A)(1) PUBLIC CHARITY	13,000.
FRANCISCAN FOUNDATION PO BOX 1502, TACOMA, WA 98421-1502	N/A GENERAL SUPPORT	HOSPITAL	16,667.
GOODWILL INDUSTRIES, 714 S. 27TH ST., TACOMA, WA 98409	N/A GENERAL SUPPORT	509(A)(1) PUBLIC CHARITY	10,000.
GREATER TACOMA COMMUNITY FOUNDATION 950 PACIFIC AVE, STE. 1220, TACOMA, WA 98402	N/A FUND FOR WOMEN AND GIRLS	509(A)(1) PUBLIC CHARITY	1,000.

MARY BRIDGE CHILDRENS FOUNDATION PO BOX 5296, TACOMA, WA 98415-0296	N/A GENERAL SUPPORT	HOSPITAL	1,000.
MUSEUM OF GLASS, 1801 DOCK ST, TACOMA, WA 98402	N/A GENERAL SUPPORT	509(A)(2) PUBLIC CHARITY	25,000.
ST LUKE'S MEMORIAL EPISCOPAL CHURCH 5710 22ND AVE NW, SEATTLE, WA 98107	N/A RELIGIOUS	CHURCH	6,000.
TACOMA ART MUSEUM, 1123 PACIFIC AVE TACOMA, WA, TACOMA, WA 98402	N/A SUPPORT ARTS	509(A)(2) PUBLIC CHARITY	2,500.
THE NONPROFIT CENTER, 1501 PACIFIC AVE, STE. 320, TACOMA, WA 98402	N/A STRENGTHEN NONPROFIT ORGANIZATIONS FOR A BETTER COMM	509(A)(1) PUBLIC CHARITY	1,000.
TOY RESCUE MISSION, P.O. BOX 64547, TACOMA, WA 98464-0547	N/A GENERAL SUPPORT	509(A)(1) PUBLIC CHARITY	500.
UNITED WAY OF PIERCE COUNTY, 1501 PACIFIC AVE., 4TH FLOOR, TACOMA, WA 98402	N/A GENERAL SUPPORT	509(A)(1) PUBLIC CHARITY	10,000.
UNIVERSITY OF WASHINGTON FOUNDATION BOX 358240, SEATTLE, WA 98195-8240	N/A EDUCATION	170(B)(1)(A (II) UNIVERSITY	36,000.

THE BAMFORD FOUNDATION

91-1504193

YMCA OF TACOMA-PIERCE COUNTY,  
1002 S. PEARL ST., TACOMA, WA  
98465

N/A

509(A)(1)  
PUBLIC  
CHARITY

3,000.

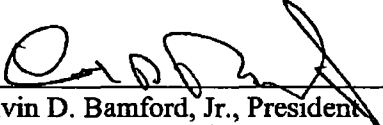
SUPPORT ARTS

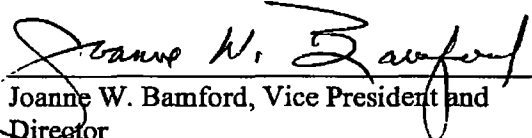
TOTAL TO FORM 990-PF, PART XV, LINE 3A


183,167.

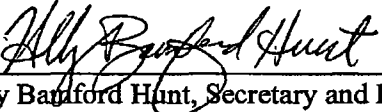
**THE BAMFORD FOUNDATION  
CONSENT OF DIRECTORS IN LIEU OF MEETING  
ADOPTING AMENDMENT OF BYLAWS  
Effective April 23, 2009**

The undersigned, constituting all of the Officers and Directors of The Bamford Foundation, hereby acknowledge the adoption of Amended and Restated Bylaws of The Bamford Foundation in the form attached hereto as Exhibit A by unanimous action of the Directors, effective April 23, 2009. This Consent of Directors may be signed in counterparts.

  
\_\_\_\_\_  
Calvin D. Bamford, Jr., President

  
\_\_\_\_\_  
Joanne W. Bamford, Vice President and  
Director

  
\_\_\_\_\_  
Drew Bamford, Treasurer and Director

  
\_\_\_\_\_  
Holly Bamford Hunt, Secretary and Director

  
\_\_\_\_\_  
Heather Bamford Gallimore, Director

**EXHIBIT A**

**AMENDED AND RESTATED  
BYLAWS  
OF  
THE BAMFORD FOUNDATION**

**Incorporated under the laws of the State of Washington**

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**AMENDED AND RESTATED  
BYLAWS  
OF  
THE BAMFORD FOUNDATION**

**Incorporated under the laws of the State of Washington**

**ARTICLE I**

**Name, Location, and Offices**

**1.1 Name**

The name of this corporation is "The Bamford Foundation."

**1.2 Registered Office and Agent**

The corporation shall maintain a registered office in the State of Washington and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Washington Nonprofit Corporation Act.

**1.3 Other Offices**

The principal office of the corporation shall be located in Washington. The corporation may have other offices at such place or places, within or outside the State of Washington, as the Board of Directors may determine from time to time or the affairs of the corporation may require or make desirable.

**ARTICLE II**

**Purposes and Governing Instruments**

**2.1 Nonprofit Corporation**

The corporation shall be organized and operated as a nonprofit corporation under the provisions of the Washington Nonprofit Corporation Act.

**2.2 Charitable Purposes**

The purposes of the corporation, as set forth in the articles of incorporation, are exclusively charitable, religious, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the corporation shall have full power and authority:

(a) To make gifts, grants, and contributions for any charitable, religious, scientific, literary, or educational purpose within the meaning of section 501(c)(3) of the Internal Revenue Code;

(b) To receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the corporation, as the same shall be amended from time to time; and

(c) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors in its discretion, to carry out any of the purposes of the corporation, as set forth in the articles of incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Washington Nonprofit Corporation Act (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

### **2.3 Governing Instruments; Amendments**

The corporation shall be governed by its articles of incorporation and these bylaws. The articles of incorporation and these bylaws may be amended from time to time by the affirmative vote of two-thirds (2/3rds) of all of the directors then in office, provided that at least two-thirds (2/3rds) of all directors then in office are Founding Directors. If less than two-thirds (2/3rd) of all directors then in office are Founding Directors, then the articles of incorporation and these bylaws may be amended by a majority of all of the directors then in office, provided that two-thirds (2/3rd) of all Founding Directors who are then living and who are not incapacitated, if any, must consent, in writing, to the amendment before it shall be effective and if there is no Founding Director then living with capacity to consent, then at least one (1) then serving Family Director must vote in favor of the amendment. Notwithstanding the foregoing, neither Calvin D. Bamford, Jr. nor Joanne W. Bamford shall have any power or authority, acting alone or with the other directors of the corporation, to amend Article 7.2 of these bylaws, and both Calvin D. Bamford, Jr. and Joanne W. Bamford shall be disqualified from any discussion or vote concerning the amendment, modification or repeal of Article 7.2.

## **ARTICLE III**

### **Board of Directors**

#### **3.1 Authority and Responsibility of the Board of Directors**

(a) The supreme authority of the corporation and the government and management of the affairs of the corporation shall be vested in the Board of Directors; and all the powers, duties, and functions of the corporation conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.

(b) The governing body of the corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs

and property of the corporation; shall determine its policies or changes therein; and shall actively pursue its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws; and the fundamental and basic purposes of the corporation, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.

(c) The Board of Directors shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any member, director, officer, trustee, or other private person or individual.

(d) The Board of Directors is authorized to employ such person or persons, including an executive director, or officers, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

### **3.2 Founding Directors**

The Founding Directors of the corporation are Calvin D. Bamford, Jr., Joanne W. Bamford, Holly A. Bamford, Drew C. Bamford, and Heather M. Bamford. The Founding Directors are entitled to lifetime terms on the Board of Directors of the corporation, and each shall serve as a director until his or her death, resignation, retirement or removal in accordance with Article 3.6 below. If a Founding Director is no longer serving on the Board of Directors, he or she will retain the right to consent to any amendment of the articles of incorporation or these bylaws as provided in, but subject to the limitations set forth in, Article 2.3.

### **3.3 Board of Directors; Family Directors**

The Board of Directors of the corporation shall consist of not less than two (2) and no more than five (5) directors. The Board of Directors is authorized to fix the precise number of directors by resolution adopted from time to time by a majority of all the directors then in office. At all times, at least two (2) of the directors shall be Founding Directors or persons who are descendants of Calvin D. Bamford, Jr. and Joanne W. Bamford ("Family Directors").

### **3.4 Manner of Appointment and Term of Office**

Directors shall be elected at the annual meeting of the Board of Directors of the corporation by a vote of the directors as provided in Article IV of these bylaws. Each director shall take office at the time and on the date specified by the Board of Directors and, except with respect to the Founding Directors, shall continue in office for a term of three (3) years and thereafter until his or her successor has been elected and has qualified or until his or her earlier death, resignation, retirement, or removal. Directors who have served two (2) consecutive three-year terms shall not be eligible for re-election to the Board of Directors until one (1) year has passed since the conclusion of their last term of office.

### **3.5 Qualifications and Nomination**

Only persons who are at least twenty-one (21) years of age and hold a degree from a four-year college or university are eligible to serve as directors of the corporation. In making nominations, preference shall be given to persons related by blood, adoption or marriage to a Founding Director who have demonstrated an interest in the work of the corporation, who have employment experience, and whose community standing, experience and knowledge of the communities and institutions supported by the corporation will help the Board of Directors carry out its functions. The slate of nominees shall be created by the Nominating Committee in accordance with Article 7.1 below.

### **3.6 Removal**

Any director, other than a Founding Director, may be removed, either for or without cause, at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of all of the other directors then in office, if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A Founding Director may be removed at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of all of the other directors then in office, if notice of intention to act upon such matter shall have been given in the notice calling such meeting and furthermore, only under the following circumstances:

- (a) If there is documented evidence that such director has breached his or her fiduciary duty to the corporation and it is determined that his or her continuing to serve as a director will jeopardize the corporation's status as a Washington nonprofit corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code; or
- (b) If the other directors have received the written opinion of such director's primary care physician that he or she is incapacitated. For purposes hereof, the term "incapacitated" shall include mental or physical disability, incompetence, or senility, or any combination thereof, which renders the individual in question incapable of managing the affairs of the corporation.

### **3.7 Vacancies**

Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the directors then in office. Each director so elected shall hold office until the expiration of his or her term, or the unexpired term of his or her predecessor, as the case may be, and until his or her successor is elected and qualifies, or until his or her earlier death, resignation, retirement, removal or disqualification.

### **3.8 Compensation**

Nothing contained in the governing instruments of the corporation shall be construed to prevent any director from serving the corporation in any other capacity and receiving reasonable compensation for services rendered to, and in furtherance of the purposes and functions of, the

corporation. No stated salary shall be paid directors, as such, for their services, but any director may receive reimbursement for expenditures incurred on behalf of the corporation.

## **ARTICLE IV**

### **Meetings of the Board of Directors**

#### **4.1 Place of Meetings**

Meetings of the Board of Directors may be held at any place within or outside the State of Washington as set forth in the notice thereof or, in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the corporation.

#### **4.2 Annual Meeting; Notice**

An annual meeting of the Board of Directors shall be held at the principal office of the corporation or at such other place as the Board of Directors may determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Article 5.2, notice of the time and place of such annual meeting shall be given by the secretary, in accordance with Article 5.1, not less than ten (10) days before such meeting.

#### **4.3 Regular Meetings; Notice**

Regular meetings of the Board of Directors may be held from time to time at such times and at such places as the Board of Directors may prescribe. Unless waived as contemplated in Article 5.2, notice of the time and place of any regular meeting shall be given by the secretary, in accordance with Article 5.1, not less than ten (10) days before such meeting.

#### **4.4 Special Meetings; Notice**

Special meetings of the Board of Directors may be called by or at the request of the president or by any two (2) of the directors in office at that time. Unless waived as contemplated in Article 5.2, notice of the time, place, and purpose of any special meeting of the Board of Directors shall be given by the secretary, in accordance with Article 5.1, at least twenty-four (24) hours before such meeting; provided that notice shall be given at least seven (7) days prior to any special meeting the purpose of which is to remove a director or to approve a matter which would require the approval of members, if the corporation had members.

#### **4.5 Quorum**

At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business.

#### **4.6 Vote Required for Action**

Except as otherwise provided in these bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors.

#### **4.7 Presumption of Assent**

A director who is present at a meeting of the Board of Directors when action is taken is deemed to have assented to the action unless (a) the director objects to holding or transacting business at the beginning of the meeting or promptly upon the director's arrival; (b) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the director delivers written notice of the director's dissent or abstention to the person acting as secretary of the meeting before its adjournment or by registered mail to the secretary of the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

#### **4.8 Action by Directors Without a Meeting**

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in the form of a record, setting forth the action so taken, is signed by all of the directors then in office. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called. The signed consent, or a signed copy thereof, shall be placed in the minute book. For purposes of these bylaws, a "record" means information inscribed on a writing, a copy of a writing, a facsimile, or a physical reproduction, each on paper or other tangible medium or contained in an electronic transmission as defined by RCW 24.03.005(12).

#### **4.9 Telephone and Similar Meetings**

Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express-purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

#### **4.10 Adjournments**

A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

## ARTICLE V

### Notice and Waiver

#### 5.1 Procedure

Whenever these bylaws require notice to be given, the notice shall be given in accordance with this Article 5.1. Notice under these bylaws shall be in writing and may be transmitted in person, by mail or private carrier or, if all of the directors then in office consent in writing in accordance with RCW 24.03.009, by electronic transmission (such as facsimile or email). Notice, if in a comprehensible form, is effective at the earliest of the following:

- (a) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- (b) Five (5) days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed;
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
- (d) When successfully transmitted, if sent by electronic transmission to an address, location or system designated by the recipient for such purpose;  
or
- (e) When posted on an electronic network and a separate record of the posting has been delivered to the recipient with comprehensible instructions regarding how to obtain access to the posting.

In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

#### 5.2 Waiver

Any notice may be waived before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing or in an electronic transmission, executed by the person entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A person's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless such person at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

## ARTICLE VI

### Officers

#### 6.1 Number and Qualifications

The executive officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer. The Board of Directors may from time to time create and establish the duties of such other officers or assistant officers, as it deems necessary for the efficient management of the corporation, but the corporation shall not be required to have at any time any officers other than a president, a vice president, a secretary and a treasurer. Any two (2) or more offices may be held by the same person, except the offices of president and secretary.

#### 6.2 Appointment and Term of Office

The executive officers of the corporation shall be elected by the Board of Directors and shall serve for terms of one (1) year and thereafter until their successors have been elected and have qualified, or until their earlier death, resignation, removal, or retirement.

#### 6.3 Other Agents

The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

#### 6.4 Removal

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed. Election or appointment of an officer or agent shall not itself create contract rights.

#### 6.5 Vacancies

A vacancy in any executive office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors. A vacancy in any other office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

#### 6.6 President

(a) The president, subject to the control of the Board of Directors, shall be the chief executive officer of the corporation. He or she shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, and statements and reports required to be filed with government



officials or agencies; and he or she shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the secretary, any instrument or other writing.

(b) The president shall have the right to supervise and direct the management and operation of the corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers, employees, if any, and agents of the corporation shall be under his or her supervision and control during such interim.

(c) The president shall see that all orders and resolutions of the Board of Directors are carried into effect. The president shall keep the Board of Directors and all officers and committees of the corporation fully informed as to the business and affairs of the corporation and shall consult freely with them concerning the business and affairs of the corporation.

(d) The president shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

#### **6.7 Vice President**

The vice president shall perform the duties and have the authority and exercise the powers of the president in the absence or disability of the president. The vice president shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

#### **6.8 Secretary**

(a) The secretary shall attend all meetings of the Board of Directors and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose.

(b) The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors.

(c) The secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

#### **6.9 Treasurer**

(a) The treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board of Directors.

(b) The treasurer shall disburse the funds of the corporation as ordered by the Board of Directors and present financial statements each month or at such other intervals as the Board of Directors shall direct.

(c) The treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

## **ARTICLE VII**

### **Committees**

#### **7.1 Nominating Committee**

The Board of Directors shall appoint a nominating committee consisting of at least two (2) current or former directors of the corporation. The nominating committee shall solicit suggestions for those directorships which are vacant or which are about to expire. The nominating committee shall then nominate qualified and eligible candidates for the required directorships and report such nominations to the Board of Directors at least seven (7) days before the meeting at which such new directors are to be elected. Nominations also may be received by the Board of Directors from the floor; provided, however, that the consent of any nominee to his or her election has been obtained in advance and a resume of the nominee's background and credentials is made available to the Board of Directors at or before the meeting at which the election occurs. Said nominations shall be voted on by the directors in accordance with these bylaws.

#### **7.2 CLAT Grant Committee**

The corporation may be the recipient of distributions from one or more charitable lead annuity trusts established by Calvin D. Bamford, Jr. and/or Joanne W. Bamford. In the event that any such distributions are received, these receipts and all interest, dividends, other income and future appreciation thereon (collectively referred to as the "CLAT Funds") shall be accounted for separately on the books of the corporation. Notwithstanding any other provision of these bylaws, so long as either Calvin D. Bamford, Jr. or Joanne W. Bamford remains on the Board of Directors of the corporation or serves as an officer or director of the corporation, all decisions concerning the distribution by the corporation of the CLAT Funds shall be made exclusively by the CLAT Grant Committee, and the Board of Directors of the corporation hereby expressly delegates such authority to the CLAT Grant Committee. Directors Holly A. Bamford, Drew C. Bamford, and Heather M. Bamford shall constitute the initial members of the CLAT Grant Committee. If any member of the CLAT Grant Committee is at any time unable or unwilling to serve, he or she shall be authorized to appoint his or her successor, provided such successor is then serving as a director of the corporation. In the absence of an appointment by an outgoing committee member, the Board of Directors of the corporation may appoint a successor to fill the vacancy, provided, however, that if Calvin D. Bamford, Jr. or Joanne W. Bamford is then serving as a director, he or she shall be disqualified from the discussion and vote on the appointment of a successor. Neither Calvin D. Bamford, Jr. nor Joanne W. Bamford shall serve on the CLAT Grant Committee at any time nor shall either of them have any authority to appoint any member to the CLAT Grant Committee.

### **7.3 Other Committees of Directors**

Other committees, each consisting of two (2) or more directors, not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution of the Board of Directors and members of each such committee shall be appointed by the Board of Directors. Any member of any committee may be removed whenever in the judgment of the Board of Directors the best interests of the corporation shall be served by such removal.

### **7.4 Term of Appointment**

Each member of a committee, other than the CLAT Grant Committee, shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof. Vacancies in the membership of any committee, other than the CLAT Grant Committee, may be filled by appointments made in the same manner as provided in the case of the original appointments. Each member of the CLAT Grant Committee shall continue as such until his or her death, resignation or retirement, and vacancies in the membership of this committee shall be filled in the manner described in Article 7.2 above.

### **7.5 Chair**

One (1) member of each committee shall be appointed chair thereof.

### **7.6 Quorum**

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

## **ARTICLE VIII**

### **Distributions and Disbursements**

#### **8.1 Distributions and Disbursements**

The Board of Directors, not less frequently than annually, shall (a) determine all distributions to be made from net income and principal of the corporation (including funds held by trustees, custodians, or agents of the corporation) pursuant to provisions of the articles of incorporation, these bylaws, and the donors' directions if and to the extent applicable as provided herein; (b) make, or authorize and direct the respective trustees, custodians, or agents having custody of funds of the corporation to make payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the charitable purposes and in the manner intended; and (c) determine all disbursements to be made for administrative expenses incurred by the corporation and direct the respective trustees, custodians, or agents having

custody of funds of the corporation as to payments thereof and funds to be charged. Notwithstanding the foregoing, all decisions concerning the CLAT Funds shall be made by the CLAT Grant Committee in accordance with Article 7.2 above.

## **8.2 Vote Required for Determinations**

All such determinations shall be made by the affirmative vote of a majority of directors present at a meeting duly called at which a quorum is present, unless otherwise expressly provided in these bylaws or by direction of the donor as a condition of the gift.

## **8.3 Distribution of Capital**

Determinations may be made by the Board of Directors to distribute capital from funds given without directions as to principal or income, as well as pursuant to directions expressly permitting use of principal; but the Board of Directors shall inform the trustee, custodian, or agent having custody of the funds of the corporation as far in advance as the Board of Directors deems practicable so as to permit the trustee, custodian, or agent to adjust its investment policies accordingly, and may, upon advice from the trustee, custodian, or agent as to how the desired distribution and any necessary liquidation of investment can be accomplished most economically, adjust its directions for distributions so far as it deems practicable accordingly.

## **8.4 Determination of Effective Agencies and Means for Carrying Out the Charitable Purposes of the Corporation**

The Board of Directors shall gather and analyze fact and conduct such investigation and research as from time to time may be necessary or desirable in order to determine the most effective agencies and means for carrying out the charitable purposes and functions of the corporation, and may direct disbursements for such fact-gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose. Disbursements for other proper administrative expenses incurred by the Board of Directors, including salaries for such professional and other assistance as it from time to time deems necessary or desirable, shall be directed to be paid so far as possible, first from any funds designated for such purposes, and any balance out of income of the funds of the corporation or such of its principal as is not specifically restricted against such use.

## **8.5 Furtherance of Charitable Purposes**

In furtherance of the charitable purposes and functions of the corporation, the Board of Directors may direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board of Directors can best carry out such purposes and functions or help create new qualified charitable organizations to carry out such purposes and functions.

## **ARTICLE IX**

### **Contracts, Checks, Deposits and Funds**

#### **9.1 Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confined to specific instances.

#### **9.2 Checks, Drafts, Notes, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer of the corporation.

#### **9.3 Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

#### **9.4 Gifts**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

## **ARTICLE X**

### **Indemnification and Insurance**

#### **10.1 Right to Indemnification**

Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation or, while a director or officer, he or she is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such

person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Article 10.2 below with respect to proceedings seeking solely to enforce rights to indemnification, the corporation shall indemnify such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation. The right to indemnification conferred in this Article 10.1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of any undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article 10.1 or otherwise.

#### **10.2 Right of Claimant to Bring Suit**

If a claim for which indemnity is required under Article 10.1 is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its Board of Directors or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is so entitled.

#### **10.3 Nonexclusivity of Rights**

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the articles of incorporation, bylaws, agreement, vote of disinterested directors or otherwise.

#### **10.4 Insurance, Contracts and Funding**

The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture,

trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act as it has been made applicable to nonprofit corporations.

## **ARTICLE XI**

### **Miscellaneous**

#### **11.1 Books and Records**

The corporation shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of the Board of Directors. The corporation shall keep at its registered or principal office a record giving the names and addresses of the officers and directors and any other information required under Washington and federal law.

#### **11.2 Fiscal Year**

The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

#### **11.3 Internal Revenue Code**

All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue law and to all regulations issued under such sections and provisions.

#### **11.4 Construction**

Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible (a) the remainder of these bylaws shall be considered valid and operative and (b) effect shall be given to the intent manifested by the portion held invalid or inoperative.

#### **11.5 Table of Contents; Headings**

The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

#### **11.6 Relation to Articles of Incorporation**

These bylaws are subject to, and governed by, the articles of incorporation of the corporation, as they may be amended from time to time.

**ARTICLE XII**

**Tax-Exempt Status**

The affairs of the corporation at all times shall be conducted in such a manner as to assure the corporation's status as an organization qualifying for exemption from taxation pursuant to section 501(c)(3) of the Internal Revenue Code.

**ARTICLE XIII**

**Adoption of Bylaws**

These amended and restated bylaws were adopted by the unanimous resolution of the Board of Directors of the corporation effective April 23, 2009.

**APPROVED:**

By: 

Calvin D. Bamford, Jr.  
President

**ATTEST:**

  
Holly Bamford Hunt, Secretary