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

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

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation **THE BRAINERD FOUNDATION** A Employer identification number **91-1675591**

Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number (see page 10 of the instructions)
1601 SECOND AVE, SUITE 610 () -

City or town, state, and ZIP code C If exemption application is pending, check here
SEATTLE, WA 98101-1541 D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

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

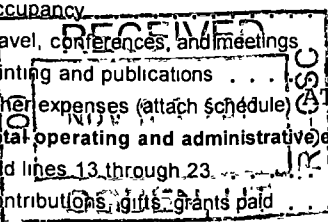
I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 31,952,478.** J Accounting method Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis) E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	14,428			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	755,171	755,171		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,526,500			
b Gross sales price for all assets on line 6a	5,337,728			
7 Capital gain net income (from Part IV, line 2)		1,449,304		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	1,629,630	21,199		ATCH 1
12 Total. Add lines 1 through 11	3,925,729	2,225,674		
13 Compensation of officers, directors, trustees, etc.	152,708	1,527		151,181
14 Other employee salaries and wages	269,550	28,031		241,519
15 Pension plans, employee benefits	119,327	8,353		110,974
16a Legal fees (attach schedule) ATCH 2	5,262	0	0	5,262
b Accounting fees (attach schedule) ATCH 3	42,055	20,848	0	21,207
c Other professional fees (attach schedule) *	325,780	130,793		194,987
17 Interest ATTACHMENT 5	18,810	18,810		
18 Taxes (attach schedule) (see page 14 of the instructions) *	36,234	11,870		521
19 Depreciation (attach schedule) and depletion	7,384	517		
20 Occupancy	65,963	11,518		54,445
21 Travel, conferences, and meetings	79,247	4,028		64,662
22 Printing and publications	555	39		516
23 Other expenses (attach schedule) ATCH 7	205,300	166,690		33,793
24 Total operating and administrative expenses. Add lines 13 through 23	1,328,175	403,024	0	879,067
25 Contributions, gifts, grants paid	2,985,986			2,985,986
26 Total expenses and disbursements. Add lines 24 and 25	4,314,161	403,024	0	3,865,053
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-388,432			
b Net investment income (if negative, enter -0-)		1,822,650		
c Adjusted net income (if negative, enter -0-)				

SCANNED NOV 28 2011 Revenue

Operating and Administrative Expenses



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,805,471.	1,636,625.	1,636,625.
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule),			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule),			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	30,307,558.	30,157,754.	30,157,754.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶	240,528. 200,998.	51,157. 39,530.	39,530.
15	Other assets (describe ▶ ATCH 9)	5,565.	118,569.	118,569.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	32,169,751.	31,952,478.	31,952,478.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 10)	9,163.	10,134.	
23	Total liabilities (add lines 17 through 22)	9,163.	10,134.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	32,160,588.	31,942,344.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)	32,160,588.	31,942,344.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	32,169,751.	31,952,478.		

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)	32,160,588.
2	Enter amount from Part I, line 27a	-388,432.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 11	170,188.
4	Add lines 1, 2, and 3	31,942,344.
5	Decreases not included in line 2 (itemize) ▶	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	31,942,344.

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	SEE PART IV SCHEDULE			
b				
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				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,449,304.
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.		} { If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.	3

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	3,436,754.	30,164,050.	0.113935
2008	4,060,925.	39,301,774.	0.103327
2007	3,401,750.	45,249,059.	0.075178
2006	2,763,311.	43,545,231.	0.063458
2005	2,711,483.	41,339,987.	0.065590
2	Total of line 1, column (d)		0.421488
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		0.084298
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		31,004,466.
5	Multiply line 4 by line 3		2,613,614.
6	Enter 1% of net investment income (1% of Part I, line 27b)		18,227.
7	Add lines 5 and 6		2,631,841.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18		3,865,053.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Total amount owed is 69,948.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and Yes/No columns. Includes questions about political campaigns, expenditures, and state registration.

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 page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address WWW.BRAINERD.ORG
14 The books are in care of CRYSTAL ANDERSON Telephone no 206-448-0676
Located at 1601 SECOND AVENUE, SEATTLE, WA ZIP + 4 98101
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes 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)? Yes X 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) Yes X 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 22 of the instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
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 2010? 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? Yes X 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 page 22 of the 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? Yes X No
b If "Yes," did it have excess business holdings in 2010 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 2010) 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 2010? 4b X

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

- 5 a During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Yes No **N/A** 5 b
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No **N/A**
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

- 6 a 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 6 b
 If "Yes" to 6b, file Form 8870 X

- ** 7 a 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 **N/A** 7 b

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 (see page 22 of the instructions).

(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
ATTACHMENT 12		152,708.	15,271.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). 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
JAMES OWENS 1601 2ND AVE, STE 610, SEATTLE	PROGRAM OFFICER 40.00	104,904.	10,490.	0.
CRYSTAL ANDERSON 1601 2ND AVE, STE 610, SEATTLE	CONTROLLER 25.24	81,372.	8,137.	0.

Total number of other employees paid over \$50,000 NONE

** See Forms 8886 attached. The foundation has an investment in Dorchester Capital Partners, L.P., which has made various protective disclosures related to its investments.

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 13		201,693.
Total number of others receiving over \$50,000 for professional services		NONE

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 (see page 24 of the instructions)

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

	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	29,218,329.
b	Average of monthly cash balances	1b	2,080,490.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	177,796.
d	Total (add lines 1a, b, and c)	1d	31,476,615.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	31,476,615.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	472,149.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,004,466.
6	Minimum investment return. Enter 5% of line 5	6	1,550,223.

Part XI Distributable Amount (see page 25 of the 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	1,550,223.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	18,227.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	5,198.
c	Add lines 2a and 2b	2c	23,425.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,526,798.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,526,798.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,526,798.

Part XII Qualifying Distributions (see page 25 of the 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	3,865,053.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,865,053.
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 (see page 26 of the instructions)	5	18,227.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,846,826.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,526,798.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				271,197.
b From 2006				741,375.
c From 2007				1,214,249.
d From 2008				2,071,762.
e From 2009				3,441,408.
f Total of lines 3a through e	7,739,991.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 3,865,053.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	3,865,053.			
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	1,526,798.			1,526,798.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,078,246.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	10,078,246.			
10 Analysis of line 9				
a Excess from 2006	0.			
b Excess from 2007	700,023.			
c Excess from 2008	2,071,762.			
d Excess from 2009	3,441,408.			
e Excess from 2010	3,865,053.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

- 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 2010, 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				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 page 28 of 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))
- PAUL BRAINERD

- 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 page 28 of the 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
- ATTACHMENT 14

- b** The form in which applications should be submitted and information and materials they should include
- SEE THE WEBSITE WWW.BRAINERD.ORG FOR THE APPLICATION

- c** Any submission deadlines
- APPLICATIONS ARE ACCEPTED THROUGHOUT THE YEAR

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
- ATTACHMENT 15

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ATTACHMENT 16				
Total ▶ 3a				2,985,986.
b <i>Approved for future payment</i> ATTACHMENT 17				
Total ▶ 3b				887,000.

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

2010

Name of the organization THE BRAINERD FOUNDATION	Employer identification number 91-1675591
--	---

Organization type (check one)

Filers of:

Section:

- Form 990 or 990-EZ
 - 501(c)() (enter number) organization
 - 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 - 527 political organization
- Form 990-PF
 - 501(c)(3) *exempt private foundation*
 - 4947(a)(1) nonexempt charitable trust treated as a private foundation
 - 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE BRAINERD FOUNDATION

Employer identification number
91-1675591

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	COLLIERS INTERNATIONAL 601 UNION STREET, SUITE 5300 SEATTLE, WA 98101	\$ 14,428.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
248,536.						P	VAR 248,536.	VAR
						P	VAR 218,887.	VAR
2,091,074.						P	VAR 218,887.	VAR
						P	VAR 626.	VAR
42,243.						P	VAR 626.	VAR
						P	VAR 1.	VAR
1.						P	VAR 1.	VAR
						P	VAR 76.	VAR
503,212.						P	VAR 76.	VAR
						P	VAR -59,185.	VAR
						P	VAR -59,185.	VAR
						P	VAR -33,106.	VAR
675,781.						P	VAR -33,106.	VAR
						P	VAR 59,359.	VAR
59,359.						P	VAR 59,359.	VAR
						P	VAR 62,658.	VAR
250,004.						P	VAR 62,658.	VAR
						P	VAR 91,212.	VAR
91,212.						P	VAR 91,212.	VAR
						P	VAR -53,994.	VAR
100,000.						P	VAR -53,994.	VAR
						P	VAR 32,561.	VAR
32,561.						P	VAR 32,561.	VAR

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
43,139.		PASS-THROUGH FROM LEGACY VENTURE III PROPERTY TYPE: SECURITIES				P	VAR 43,139.	VAR
3,775.		PASS-THROUGH FROM LEGACY VENTURE IV PROPERTY TYPE: SECURITIES				P	VAR 3,775.	VAR
		PASS-THROUGH FROM PICTET NON-US EQUITY PROPERTY TYPE: SECURITIES 27,663.				P	VAR -27,663.	VAR
		PASS-THROUGH FROM METROPOLITAN REAL ESTA PROPERTY TYPE: SECURITIES 1,221.				P	VAR -1,221.	VAR
99,104.		PASS-THROUGH FROM WTC - CTF EMERGING COM PROPERTY TYPE: SECURITIES				P	VAR 99,104.	VAR
1,097,727.		WTC - CTF EMERGING COMPANIES PORTFOLIO - PROPERTY TYPE: SECURITIES 333,188.				P	VAR 764,539.	VAR
TOTAL GAIN (LOSS)							<u>1,449,304.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNREALIZED G/L ON INVESTMENTS	1,741,161.	
PASS THROUGH FROM P'SHIP- OTHER INC	-20,238.	-20,317.
GROSS RENTS	7,420.	7,420.
NON-TAXABLE PARTNERSHIP INCOME	-130,104.	
PASS THROUGH FROM P'SHIP-RENTAL LOSS	-2,401.	-3,670.
PASS THROUGH FROM P'SHIP-ORD INCOME	21,324.	25,298.
PASS THROUGH FROM P'SHIP-SEC 988 INC	12,467.	12,467.
RETURN OF CAPITAL	1.	1.
	<u>1,629,630.</u>	<u>21,199.</u>
TOTALS		

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
DAVIS WRIGHT TREMAINE	2,255.			2,255.
RIDDELL WILLIAMS, P.S.	1,140.			1,140.
OTHER	1,867.			1,867.
TOTALS	<u>5,262.</u>	<u>0.</u>	<u>0.</u>	<u>5,262.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
KING & OLIASON, P.S	23,573.	11,786.		11,787.
SWEENEY CONRAD	14,131.	7,066.		7,065.
ADP FEE	1,761.	123.		1,638.
FIDELITY INVESTMENTS	1,155.	1,155.		
ALICE CHO SNYDER	375.	188.		187.
MANLEY ADMINISTRATIVE SERVICES	1,060.	530.		530.
TOTALS	<u>42,055.</u>	<u>20,848.</u>	<u>0.</u>	<u>21,207.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
EVAL & PROGRAM CONSULTANTS	162,767.		162,767.
INVESTMENT MANAGEMENT FEES	129,834.	129,834.	
ADVISORY BOARD STIPEND	14,400.		14,400.
EXTERNAL COMMUNICATIONS	5,085.		5,085.
COMPUTER SUPPORT	13,694.	959.	12,735.
TOTALS	<u>325,780.</u>	<u>130,793.</u>	<u>194,987.</u>

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PASS THROUGH FROM P'SHIP	18,810.	18,810.
TOTALS	<u>18,810.</u>	<u>18,810.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
OTHER MISCELLANEOUS TAXES	560.	39.	521.
FOREIGN TAXES	12,396.	11,831.	
FEDERAL EXCISE TAXES	23,278.		
TOTALS	<u>36,234.</u>	<u>11,870.</u>	<u>521.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PASS THROUGH FROM P'SHIP - DED RELATED TO PORTFOLIO INCOME	169,116.	169,116.	2,793.
OFFICE SUPPLIES	3,003.	210.	10,563.
TELEPHONE	11,358.	795.	1,730.
POSTAGE & DELIVERY	1,860.	130.	2,975.
STAFF DEVELOPMENT	3,199.	224.	2,516.
MISC EXPENSES	2,705.	189.	3,365.
LIABILITY INSURANCE	3,618.	253.	2,838.
REPAIRS & MAINTENANCE	3,052.	214.	2,417.
DUES & SUBSCRIPTIONS	2,599.	182.	
PASS THROUGH FROM P'SHIP - CHARITABLE CONTRIBUTION	2,021.	194.	2,021.
KITCHEN SUPPLIES	2,769.	-4,817.	2,575.
EXPENSES ALLOCATED TO UBTI			
TOTALS	<u>205,300.</u>	<u>166,690.</u>	<u>33,793.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WTC - EMERGING COMPANY CTF	0.	0.
LEGACY VENTURE II, LLC	1,014,180.	1,014,180.
PIMCO COMMODITY REAL RETURN	740,380.	740,380.
METROPOLITAN REAL EST PARTNERS	487,132.	487,132.
WALDEN LARGE CAP CORE	2,621,699.	2,621,699.
LEGACY VENTURE III	947,096.	947,096.
LEGACY VENTURE IV	621,487.	621,487.
MSCI EMERGING MARKET	1,848,856.	1,848,856.
GS CORE	9,470,166.	9,470,166.
GS SOUND SHORE	1,801,003.	1,801,003.
GS REAL ESTATE SECURITIES	0.	0.
GS SNOW CAPITAL	976,011.	976,011.
GS ALETHEIA	1,269,768.	1,269,768.
DORCHESTER HEDGE	1,940,413.	1,940,413.
FORESTER LONG/SHORT	1,470,639.	1,470,639.
GS HIGH YIELD FUND	416,576.	416,576.
GS PICTET	1,652,641.	1,652,641.
GS SPRUCEGROVE	1,743,360.	1,743,360.
GS GWK SMALL CAP CORE	1,136,347.	1,136,347.
TOTALS	<u>30,157,754.</u>	<u>30,157,754.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEPOSITS	5,485.	5,485.
FIT REFUND RECEIVABLE	113,084.	113,084.
TOTALS	<u>118,569.</u>	<u>118,569.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
MASTERCARD BALANCE	10,134.
TOTALS	<u>10,134.</u>

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR PERIOD ADJUSTMENT	170,188.
TOTAL	<u>170,188.</u>

THE BRAINERD FOUNDATION

91-1675591

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PAUL BRAINERD 1601 SECOND AVE, STE 610 SEATTLE, WA 98101	PRES/TREAS 1.00	0.	0.	0.
ANN KRUMBOLTZ 1601 SECOND AVE, STE 610 SEATTLE, WA 98101	VICE PRESIDENT 40.00	152,708.	15,271.	0.
SHERRY E. BRAINERD 1601 SECOND AVE, STE 610 SEATTLE, WA 98101	VP/SECRETARY 5.00	0.	0.	0.
GRAND TOTALS		152,708.	15,271.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
KEIKI KEHOE 6548 27TH AVE NW SEATTLE, WA 98117	OVERSEES GRANT PROG	100,660.
GOLDMAN SACHS & CO 719 SECOND AVE SEATTLE, WA 98104	INVESTMENT MNGMT	101,033.
	TOTAL COMPENSATION	<u>201,693.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ANN KRUMBOLTZ, BRAINERD FOUNDATION
1601 SECOND AVE., SUITE 610
SEATTLE, WA 98101-1541
206-448-0676

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GEOGRAPHICAL RESTRICTIONS -- LIMITED TO PACIFIC NORTHWEST
CHARITABLE FIELD RESRICTIONS -- ENVIRONMENTAL

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PROGRAM GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PUBLIC CHARITIES	ENVIRONMENTAL PRESERVATION	2,462,000.
CATALYST GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PUBLIC CHARITIES	ENVIRONMENTAL PRESERVATION	255,000.
GRASSROOTS GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PUBLIC CHARITIES	ENVIRONMENTAL PRESERVATION	50,000.
OPPORTUNITY GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PUBLIC CHARITIES	ENVIRONMENTAL PRESERVATION	110,860.
EXECUTIVE DIRECTOR GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PUBLIC CHARITIES	ENVIRONMENTAL PRESERVATION	93,250.
MATCHING GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PUBLIC CHARITIES	ENVIRONMENTAL PRESERVATION	4,876.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

RECIPIENT NAME AND ADDRESS

AMOUNT

BOD DISCRETIONARY GRANTS - SEE ATTACHMENT A
ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE
ON REQUEST

N/A
PUBLIC CHARITIES

ENVIRONMENTAL PRESERVATION

10,000.

TOTAL CONTRIBUTIONS PAID

2,985,986.

THE BRAINERD FOUNDATION

91-1675591

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 17

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHMENT B

N/A

ENVIRONMENTAL PRESERVATION

887,000.

ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE
ON REQUEST

PUBLIC CHARITIES

TOTAL CONTRIBUTIONS APPROVED

887,000.

Sales of Business Property
 (Also Involuntary Conversions and Recapture Amounts
 Under Sections 179 and 280F(b)(2))

Department of the Treasury
 Internal Revenue Service (99)

▶ Attach to your tax return. ▶ See separate instructions.

Attachment
 Sequence No **27**

Name(s) shown on return THE BRAINERD FOUNDATION	Identifying number 91-1675591
---	---

1 Enter the gross proceeds from sales or exchanges reported to you for 2010 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions)	1	
--	----------	--

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year (see instructions)

2	(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
	ATTACHMENT 1						-4,243.

3 Gain, if any, from Form 4684, line 42	3	
4 Section 1231 gain from installment sales from Form 6252, line 26 or 37	4	
5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824	5	
6 Gain, if any, from line 32, from other than casualty or theft	6	0.
7 Combine lines 2 through 6 Enter the gain or (loss) here and on the appropriate line as follows	7	-4,243.

Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9 Skip lines 8, 9, 11, and 12 below

Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9 If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below

8 Nonrecaptured net section 1231 losses from prior years (see instructions)	8	
9 Subtract line 8 from line 7 If zero or less, enter -0- If line 9 is zero, enter the gain from line 7 on line 12 below If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions)	9	

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less)		

11 Loss, if any, from line 7	11	(4,243)
12 Gain, if any, from line 7 or amount from line 8, if applicable	12	
13 Gain, if any, from line 31	13	0.
14 Net gain or (loss) from Form 4684, lines 34 and 41a	14	
15 Ordinary gain from installment sales from Form 6252, line 25 or 36	15	
16 Ordinary gain or (loss) from like-kind exchanges from Form 8824	16	
17 Combine lines 10 through 16	17	-4,243.

18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below For individual returns, complete lines a and b below		
a If the loss on line 11 includes a loss from Form 4684, line 38, column (b)(ii), enter that part of the loss here Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23 Identify as from "Form 4797, line 18a" See instructions	18a	
b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a Enter here and on Form 1040, line 14	18b	

For Paperwork Reduction Act Notice, see separate instructions. Form **4797** (2010)

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255
(see instructions)

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)
A EXTERNAL HARD DRIVE	05/01/2003	12/31/2010
B		
C		
D		

These columns relate to the properties on lines 19A through 19D		Property A	Property B	Property C	Property D
20 Gross sales price (Note: See line 1 before completing)	20	0.			
21 Cost or other basis plus expense of sale	21	1,002.			
22 Depreciation (or depletion) allowed or allowable	22	1,002.			
23 Adjusted basis Subtract line 22 from line 21	23				
24 Total gain Subtract line 23 from line 20	24	0.			
25 If section 1245 property:					
a Depreciation allowed or allowable from line 22	25a	1,002.			
b Enter the smaller of line 24 or 25a	25b	0.			
26 If section 1250 property: If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291					
a Additional depreciation after 1975 (see instructions)	26a				
b Applicable percentage multiplied by the smaller of line 24 or line 26a (see instructions)	26b				
c Subtract line 26a from line 24. If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e	26c				
d Additional depreciation after 1969 and before 1976	26d				
e Enter the smaller of line 26c or 26d	26e				
f Section 291 amount (corporations only)	26f				
g Add lines 26b, 26e, and 26f	26g				
27 If section 1252 property: Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership)					
a Soil, water, and land clearing expenses	27a				
b Line 27a multiplied by applicable percentage (see instructions)	27b				
c Enter the smaller of line 24 or 27b	27c				
28 If section 1254 property:					
a Intangible drilling and development costs, expenditures for development of mines and other natural deposits, mining exploration costs, and depletion (see instructions)	28a				
b Enter the smaller of line 24 or 28a	28b				
29 If section 1255 property:					
a Applicable percentage of payments excluded from income under section 126 (see instructions)	29a				
b Enter the smaller of line 24 or 29a (see instructions)	29b				

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30 Total gains for all properties Add property columns A through D, line 24	30	0.
31 Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b Enter here and on line 13	31	0.
32 Subtract line 31 from line 30 Enter the portion from casualty or theft on Form 4684, line 36 Enter the portion from other than casualty or theft on Form 4797, line 6	32	0.

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less
(see instructions)

	(a) Section 179	(b) Section 280F(b)(2)
33 Section 179 expense deduction or depreciation allowable in prior years	33	
34 Recomputed depreciation (see instructions)	34	
35 Recapture amount Subtract line 34 from line 33 See the instructions for where to report	35	

**The Brainerd Foundation
Transaction Detail By Account
January through December 2010**

4:32 PM
03/10/11

Date	Num	Name	Name Address	Paid Amount
Grantmaking				
Program Grants				
3/5/2010	10832	Alaska Center for the Environment	807 G Street Suite 100 Anchorage, AK 99501	45,000.00
3/5/2010	10833	Idaho Smart Growth	910 Main Street, Ste 314 Boise, ID 83702	30,000.00
3/5/2010	10834	Washington Environmental Council	1402 Third Avenue, Ste 1400 Seattle, WA 98101	75,000.00
3/5/2010	10835	Conservation Northwest	1208 Bay Street, Suite 201 Bellingham, WA 98225	25,000.00
3/5/2010	10836	Craighead Enviro Research Institute	Institute 201 South Wallace Ave, Ste B2D Bozeman, MT 59715	34,000.00
3/5/2010	10837	Craighead Enviro Research Institute	Institute 201 South Wallace Ave, Ste B2D Bozeman, MT 59715	37,000.00
3/5/2010	10838	National Cier for Conserv Sci & Policy	84 Fourth Street Ashland, OR 97520	17,000.00
3/5/2010	10839	National Wildlife Federation	11100 Wildlife Center Drive Reston, VA 20190-5362	45,000.00
3/5/2010	10840	Oregon Natural Desert Association Inc.	33 NW Irving Avenue Bend, OR 97701	75,000.00
3/5/2010	10841	Sustainable Northwest	813 SW Alder, Suite 500 Portland, OR 97205	18,000.00
3/5/2010	10842	Trust for Public Land	West Division 1011 Western Avenue, Suite 605 Seattle, WA 98104	30,000.00
3/5/2010	10843	Western Environmental Law Center	Law Center 1216 Lincoln Street Eugene, Oregon 97401	75,000.00
3/5/2010	10844	Consultative Grp on Biological Diversity	Presidio Building 1016 PO Box 29361 San Francisco, CA 94129	10,000.00
3/5/2010	10845	Earthjustice	426 17th Street, 6th Floor Oakland, CA 94612-2820	50,000.00
3/5/2010	10846	League of Conserv Voters Ed Fnd	1920 L Street NW Suite 800 Washington, DC 20036	75,000.00
3/18/2010	10856	Tides Foundation	The Presidio PO Box 29903 San Francisco, CA 94129-0903	30,000.00
6/4/2010	10950	Alaska Conservation Alliance	PO Box 100660 Anchorage, AK 99510	45,000.00
6/4/2010	10951	Climate Solutions	1402 3rd Avenue Suite 1305 Seattle, WA 98101	45,000.00
6/4/2010	10952	Conservation Voters for ID Ed Fund	for ID Ed Fund PO Box 2802 Boise, ID 83701	28,000.00
6/4/2010	10953	Idaho Conservation League	PO Box 844 Boise, ID 83701	50,000.00
6/4/2010	10954	Montana Audubon	PO Box 595 Helena, MT 59624	30,000.00
6/4/2010	10955	Montana Conservation Voters Ed Fund	Box 853 Billings, MT 59103	45,000.00
6/4/2010	10956	Oregon Environmental Council	222 NW Davis Street, Suite 309 Portland, OR 97209-3900	60,000.00
6/4/2010	10957	OLCV Ed Fund	Voters Education Fund 320 SW Stark, Ste 530 Portland, OR 97204	50,000.00
6/4/2010	10958	Tides Foundation	The Presidio PO Box 29903 San Francisco, CA 94129-0903	15,000.00
6/4/2010	10959	American Wildlands	Northern Rockies Office PO Box 6669 Bozeman, MT 59715	30,000.00
6/4/2010	10960	Big Hole Watershed Committee	PO Box 21 Divide, MT 59727-0021	10,000.00
6/4/2010	10961	Five Valleys Land Trust	PO Box 8953 Missoula, MT 59807	30,000.00
6/4/2010	10962	Greater Yellowstone Coalition	P.O. Box 1874 Bozeman, Montana 59771	25,000.00
6/4/2010	10963	Lighthawk	PO Box 653 Lander, WY 8250-0653	20,000.00
6/4/2010	10964	Montana Trout Unlimited	PO Box 7186 Missoula, MT 59807	25,000.00
6/4/2010	10965	Mountains to Sound Greenway Trust	Greenway Trust 911 Western Ave., Suite 523 Seattle, WA 98104	25,000.00
6/4/2010	10966	National Parks Conservation Association	Conservation Association 7 E Beall Street, Ste B Bozeman, MT 59715	30,000.00
6/4/2010	10967	Salmon Valley Stewardship	513 Main Street Salmon, ID 83467	45,000.00
6/4/2010	10968	Sustainable Northwest	813 SW Alder, Suite 500 Portland, OR 97205	40,000.00
6/4/2010	10969	Trout Unlimited	1300 North 17th Street, Ste 500 Arlington, VA 22209-3801	50,000.00
6/4/2010	10970	WILD Foundation	717 Poplar Avenue Boulder, CO 80304	25,000.00
6/4/2010	10971	Wildsight	2-495 Wallinger Avenue Kimberley, BC V1A 1Z6 Canada	35,000.00
6/4/2010	10972	Ecojustice Canada	Suite 214-131 Water Street Vancouver, BC V6B 4M3 Canada	25,000.00
6/4/2010	10973	Institute for Journalism & Natural Res	& Natural Resources PO Box 1996 Missoula, MT 59806	25,000.00
6/4/2010	10974	Society of Environmental Journalists	PO Box 2492 Jenkintown, PA 19046	25,000.00
11/3/2010	11137	Yukon Conservation Society	302 Hawkins Street Whitehorse, YT Y1A 1X6 Canada	50,000.00
11/10/2010	11159	Montana Environmental Information Center	Information Center Post Office Box 1184 Helena, Montana 59624	45,000.00
11/10/2010	11160	Renewable Energy Alaska Project	308 G Street, Suite 207 Anchorage, AK99501	25,000.00
11/10/2010	11161	Sightline Institute	1402 Third Avenue, Suite 500 Seattle, WA 98101	25,000.00
11/10/2010	11162	Trustees for Alaska	1026 West 4th Avenue, Suite 201 Anchorage, AK 99501	25,000.00
11/10/2010	11163	Centennial Valley Association	215 E Helena St Dillon, MT 59725	15,000.00

The Brainerd Foundation
Transaction Detail By Account
 January through December 2010

4:32 PM
 03/10/11

Date	Num	Name	Name Address	Paid Amount
11/10/2010	11164	Clark Fork Coalition	PO Box 7593 Missoula, MT 59807	30,000.00
11/10/2010	11165	Craighead Enviro Research Institute	Institute 201 South Wallace Ave, Ste B2D Bozeman, MT 59715	35,000.00
11/10/2010	11166	Headwaters Economics	PO Box 7059 Bozeman, MT 59771	30,000.00
11/10/2010	11167	Idaho Conservation League	PO Box 844 Boise, ID 83701	35,000.00
11/10/2010	11168	Lemhi Regional Land Trust	PO Box 871 Salmon, ID 83467	45,000.00
11/10/2010	11169	Montana Wilderness Association	30 South Ewing Helena, Montana 59601	45,000.00
11/10/2010	11170	Northwest Connections	PO Box 1309 Swan Valley, MT 59826	33,000.00
11/10/2010	11171	The Nature Conservancy	32 S Ewing St - Suite 215 Helena, MT 59601	30,000.00
11/10/2010	11172	The Wilderness Society	720 Third Avenue, Suite 1800 Seattle, WA 98104	50,000.00
11/10/2010	11173	Trust for Public Land	West Division 1011 Western Avenue, Suite 605 Seattle, WA 98104	30,000.00
11/10/2010	11174	Bus Project Foundatin	333 SE 2nd Avenue Portland, OR 97214	25,000.00
11/10/2010	11175	Green Corps	369 Broadway, Ste 200 San Francisco, CA 94133	25,000.00
11/10/2010	11176	Grist Magazine	710 2nd Ave, Ste 860 Seattle, WA 98104	25,000.00
11/10/2010	11177	Groundwire	1402 Third Ave, Suite 1000 Seattle, WA 98101	100,000.00
11/10/2010	11178	Investigate West	600 N 36th St, Ste 316 Seattle, WA 98103	60,000.00
11/10/2010	11179	Resource Media	Seattle Office 159 Western Avenue W, Ste 480 Seattle, WA 98119	75,000.00
11/29/2010	11193	League of Conserv Voters Ed Fnd	1920 L Street NW Suite 800 Washington, DC 20036	50,000.00
12/16/2010	11247	Tides Foundation	The Presidio PO Box 29903 San Francisco, CA 94129-0903	10,000.00
12/31/2010	11262	Tides Foundation	The Presidio PO Box 29903 San Francisco, CA 94129-0903	40,000.00
Total Program Grants				2,462,000.00
Catalyst Grants				
6/4/2010	10975	OLCV Ed Fund	Voters Education Fund 320 SW Stark, Ste 530 Portland, OR 97204	100,000.00
11/10/2010	11180	Alaska Conservation Foundation	441 West 5th Avenue, Suite 402 Anchorage, AK 99501-2340	55,000.00
11/10/2010	11181	Washington Environmental Council	1402 Third Avenue, Ste 1400 Seattle, WA 98101	100,000.00
Total Catalyst Grants				255,000.00
Grassroots Grants				
2/15/2010	10798	Okanogan Valley Land Council	PO Box 293 Tonasket, WA 98855	10,000.00
6/4/2010	10976	Idaho Conservation League	PO Box 844 Boise, ID 83701	10,000.00
10/19/2010	11121	Northern Rockies Conservation Cooperative	Cooperative PO Box 2705 Jackson, WY 83001	10,000.00
11/29/2010	11207	Cottonwood Environmental Law Center	Law Center 24 S Wilson Ave, Ste 6 Bozeman, MT 59715	10,000.00
11/30/2010	11212	Headwaters Montana	545 Holt Drive Bigfork, MT 59911	10,000.00
Total Grassroots Grants				50,000.00
Opportunity Grants				
1/15/2010	10766	Rogue Advocates	PO Box 443 Williams, OR 97544	3,000.00
2/3/2010	10787	Rosemere Neighborhood Assn	PO Box 406 Vancouver, WA 98666	0.00
2/15/2010	10802	WaterWatch of Oregon	213 SW Ash Suite 208 Portland, Oregon 97204	3,000.00
3/18/2010	10884	Gifford Pinchot Task Force	917 Oak Street, Suite 410 Portland, OR 97205	3,000.00
4/1/2010	10882	National Ctr for Conserv Sci & Policy	84 Fourth Street Ashland, OR 97520	3,000.00
4/30/2010	10911	Headwaters Montana	545 Holt Drive Bigfork, MT 59911	3,000.00
5/3/2010	10920	Y to Y Conservation Initiative	Unit 200, 1240 Railway Ave Canmore, AB T1W 1Pr Canada	2,500.00
5/3/2010	10921	Willamette Partnership	2550 SW Hillsboro Hwy Hillsboro, OR 97123	2,210.00
5/11/2010	10923	Umpqua Watersheds, Inc.	PO Box 101 Roseburg, OR 97470	3,000.00
5/11/2010	10924	Olympic Forest Coalition	606 Lily Road NE #115 Olympia, WA 98506	3,000.00
5/25/2010	10937	Idaho Smart Growth	910 Main Street, Ste 314 Boise, ID 83702	3,000.00
6/4/2010	10977	Earthjustice	426 17th Street, 6th Floor Oakland, CA 94612-2820	3,000.00
6/4/2010	10978	Clark Fork Coalition	PO Box 7593 Missoula, MT 59807	2,500.00

The Brainerd Foundation
Transaction Detail By Account
 January through December 2010

4:32 PM
 03/10/11

Date	Num	Name	Name Address	Paid Amount
6/4/2010	10979	Yukon Conservation Society	302 Hawkins Street Whithorse, YT Y1A 1X6 Canada	3,000.00
6/9/2010	10984	Sustainable Obtainable Solutions	PO Box 1424 Helena, MT 59624	3,000.00
7/1/2010	11019	Central OR Landwatch	1539 NW Vicksburg Ave Bend, OR 97701	3,000.00
7/12/2010	11023	Rosemere Neighborhood Assn	PO Box 406 Vancouver, WA 98666	2,500.00
7/12/2010	11025	Central OR Landwatch	1539 NW Vicksburg Ave Bend, OR 97701	0.00
7/15/2010	11036	Lemhi Regional Land Trust	PO Box 871 Salmon, ID 83467	1,050.00
7/15/2010	11037	Y to Y Conservation Initiative	Unit 200, 1240 Railway Ave Canmore, AB T1W 1Pr Canada	3,000.00
7/15/2010	11038	National Wildlife Federation	11100 Wildlife Center Drive Reston, VA 20190-5362	3,000.00
7/15/2010	11039	Salmon Valley Stewardship	513 Main Street Salmon, ID 83467	1,000.00
7/15/2010	11040	Northwest Connections	PO Box 1309 Swan Valley, MT 59826	2,000.00
7/15/2010	11041	Center for Nat Resources & Enviro Policy	Resources & Enviro Policy 516 N Park Avenue Helena, MT 59601	3,000.00
8/3/2010	11045	Future Wise	814 Second Avenue, Suite 500 Seattle, WA 98104	3,000.00
8/3/2010	11048	Sierra Club of BC Foundation	302-733 Johnson Street Victoria, BC V8W 3C7 Canada	3,000.00
8/5/2010	11051	Tides Foundation	The Presidio PO Box 29903 San Francisco, CA 94129-0903	3,000.00
8/5/2010	11052	Green Fire Productions	PO Box 396 La Grande, OR 97850	3,000.00
8/20/2010	11054	Canadian Parks & Wildemess Soc	410 - 698 Seymour Street Vancouver, BC V6B 3K6 Canada	2,200.00
8/20/2010	11056	Groundwire	1402 Third Ave, Suite 1000 Seattle, WA 98101	3,000.00
8/31/2010	11064	Grist Magazine	710 2nd Ave, Ste 860 Seattle, WA 98104	3,000.00
9/1/2010	11080	Y to Y Conservation Initiative	Unit 200, 1240 Railway Ave Canmore, AB T1W 1Pr Canada	3,000.00
9/15/2010	11083	Western Environmental Law Center	Law Center 1216 Lincoln Street Eugene, Oregon 97401	3,000.00
9/15/2010	11087	Bus Project Foundatin	333 SE 2nd Avenue Portland, OR 97214	3,000.00
9/21/2010	11103	State Environmental Leadership Program	Leadership Program 612 West Main Street, Ste 302 Madison, WI 53703	2,500.00
10/4/2010	11112	EcoArts Connections	PO Box 356 Boulder, CO 80306	3,000.00
10/19/2010	11119	Conservation Northwest	1208 Bay Street, Suite 201 Bellingham, WA 98225	550.00
11/3/2010	11140	Peimbina Foundation	Box 7558 Drayton Valley, AB T7A 1S7	3,000.00
11/10/2010	11152	Bitter Root Land Trust	PO Box 1806 Hamilton, MT 59840-1806	3,000.00
11/29/2010	11192	EarthShare Washington	1402 Third Avenue, Suite 817 Seattle, WA 98101	3,000.00
11/29/2010	11194	Crag Law Center	917 SW Oak Street, Ste 417 Portland, OR 97205	3,000.00
11/29/2010	11203	Wild Fish Conservancy	PO Box 402 Duvall, WA 98019	2,850.00
11/29/2010	11208	Alaska Conservation Foundation	441 West 5th Avenue, Suite 402 Anchorage, AK 99501-2340	2,000.00
Total Opportunity Grants				110,860.00
Executive Director Grants				
1/19/2010	10773	Cook Inletkeeper	PO Box 3269 Homer, AK 99603	3,500.00
2/3/2010	10784	Sierra Club of BC Foundation	302-733 Johnson Street Victoria, BC V8W 3C7 Canada	2,000.00
2/3/2010	10786	PNW Pollution Prevention Resource Cntr	Resource Cntr 1402 Third Avenue, Suite 1420 Seattle, WA 98101	3,000.00
2/15/2010	10797	Climate Solutions	1402 3rd Avenue Suite 1305 Seattle, WA 98101	5,000.00
2/15/2010	10808	Center for Native Ecosystems	1536 Wynkoop Street, Ste 303 Denver, CO 80202	5,000.00
3/18/2010	10863	OLCV Ed Fund	Voters Education Fund 320 SW Stark, Ste 530 Portland, OR 97204	5,000.00
4/30/2010	10912	Ecojustice Canada	Suite 214-131 Water Street Vancouver, BC V6B 4M3 Canada	5,000.00
5/11/2010	10925	Oregon Natural Desert Association Inc.	33 NW Irving Avenue Bend, OR 97701	5,000.00
5/11/2010	10926	Alaska Center for the Environment	807 G Street Suite 100 Anchorage, AK 99501	10,000.00
5/11/2010	10927	Conservation Northwest	1208 Bay Street, Suite 201 Bellingham, WA 98225	5,000.00
5/26/2010	10939	Earth Island Institute	2150 Allston Way, Suite 460 Berkeley, CA 94704-1375	0.00
6/9/2010	10983	Montana Conservation Voters Ed Fund	Box 853 Billings, MT 59103	5,000.00
6/9/2010	10992	Alaska Conservation Alliance	PO Box 100660 Anchorage, AK 99510	10,000.00
6/9/2010	11000	The Wildemess Society	720 Third Avenue, Suite 1800 Seattle, WA 98104	5,000.00
6/23/2010	11006	Oregon Environmental Council	222 NW Davis Street, Suite 309 Portland, OR 97209-3900	5,000.00
8/31/2010	11062	One Percent for the Planet	PO box 650 Waitsfield, VT 05673	3,750.00

The Brainerd Foundation
Transaction Detail By Account
January through December 2010

Date	Num	Name	Name Address	Paid Amount
8/31/2010	11068	Progressive Technology Project	2801 21st Avenue S, Ste 132 E Minneapolis, MN 55407	1,000.00
9/15/2010	11086	1000 Friends of Oregon	534 SW Third Avenue, Ste 300 Portland, OR 97204-2597	5,000.00
10/22/2010	11135	Trout Unlimited	1300 North 17th Street, Ste 500 Arlington, VA 22209-3801	5,000.00
11/29/2010	11195	Save Our Wild Salmon Coalition	406 Pueblo Boise, ID 83702	5,000.00
Total Executive Director Grants				93,250.00
BOD Discretionary				
12/8/2010	11229	Friends of Scotchman Peaks Wilderness	Wilderness PO Box 453 Sagle, ID 83860	5,000.00
12/8/2010	11230	Deschutes Land Trust	210 NW Irving St, 102 Bend, OR 97701	2,000.00
12/8/2010	11231	Oregon Natural Desert Association Inc	33 NW Irving Avenue Bend, OR 97701	1,000.00
12/8/2010	11232	Trout Unlimited	1300 North 17th Street, Ste 500 Arlington, VA 22209-3801	1,000.00
12/8/2010	11233	Trust for Public Land	West Division 1011 Western Avenue, Suite 605 Seattle, WA 98104	500.00
12/8/2010	11234	Crag Law Center	917 SW Oak Street, Ste 417 Portland, OR 97205	500.00
Total BOD Discretionary				10,000.00
Matching				
1/15/2010	10762	Amnecares	88 Hamilton Ave Stamford, CT 06902	100.00
1/15/2010	10763	Amnesty International	5 Penn Plaza - 14th Floor New York, NY 10001	100.00
1/15/2010	10764	Ploughshares Fund	Fort Mason Center Building B, Suite 330 San Francisco, CA 94123-9712	100.00
1/19/2010	10770	Greenpeace Fund	702 H Street NW, Suite 300 Washington, D.C. 20001	100.00
1/19/2010	10771	Ploughshares Fund	Fort Mason Center Building B, Suite 330 San Francisco, CA 94123-9712	100.00
1/19/2010	10774	Central Asian Institute	PO Box 7209 Bozeman, MT 59771	200.00
1/26/2010	10779	Oxfam America	PO Box 1211 Albert Lea, Minn 56007-1211	100.00
2/15/2010	10800	Washington Environmental Council	1402 Third Avenue, Ste 1400 Seattle, WA 98101	360.00
2/15/2010	10801	Idaho Conservation League	PO Box 844 Boise, ID 83701	150.00
3/5/2010	10831	The Humane Farming Association	PO Box 3577 San Rafael, CA 94912-8902	70.00
3/24/2010	10868	Public Education Center	1830 Connecticut Ave. NW Washington DC 20009	100.00
4/1/2010	10881	BHS Track & Field Boosters	Susan Fife Ferns 10606 SE 32nd St., Bellevue, WA 98004	70.00
4/20/2010	10903	KPLU FM 88.5	Pacific Lutheran University 12180 Park Ave S Tacoma, WA 98447-0885	50.00
5/11/2010	10922	People for Puget Sound	Pacific Lutheran University 12180 Park Ave S Tacoma, WA 98447-0885	72.00
5/20/2010	10933	Chinook PTSA	911 Western Ave, Ste 580 Seattle, WA 98104	100.00
5/26/2010	10941	Earth Island Institute	2001 98th Avenue NE Bellevue, WA 98004	40.00
5/28/2010	10945	PATH	2150 Allston Way, Suite 460 Berkeley, CA 94704-1375	500.00
6/28/2010	11016	Amnesty International	PO Box 900922 Seattle, WA 98109	200.00
6/28/2010	11017	Center for Biological Diversity	5 Penn Plaza - 14th Floor New York, NY 10001	200.00
7/12/2010	11032	Whitman College	Attn Membership PO Box 710 Tucson, AZ 85702-0710	300.00
9/27/2010	11096	National MS Society	345 Boyer Ave. Walla Walla, WA 99362-9912	100.00
9/27/2010	11100	BHS Cross Country Booster Club	Bike MS 5950 La Place Court, Ste 200 Carlsbad, CA 92008	100.00
10/4/2010	11114	Montana Environmental Information Center	Attn Kirsti Sheeran 924 88th Ave NE Medina, WA 98039	154.00
10/19/2010	11126	National MS Society	Information Center Post Office Box 1184 Helena, Montana 59624	100.00
11/3/2010	11139	The Michael J. Fox Foundation	Bike MS 5950 La Place Court, Ste 200 Carlsbad, CA 92008	100.00
11/3/2010	11145	Heifer International	Church Street Station PO Box 780 New York, NY 10008-0780	200.00
11/10/2010	11153	Westside School	PO Box 8058 Little Rock, AR 72203-8058	100.00
11/10/2010	11154	Washington Environmental Council	10015 28th Ave SW Seattle, WA 98146	320.00
11/10/2010	11155	Washington Environmental Council	1402 Third Avenue, Ste 1400 Seattle, WA 98101	160.00
11/29/2010	11197	Washington Environmental Council	1402 Third Avenue, Ste 1400 Seattle, WA 98101	160.00
11/29/2010	11198	Conservation Northwest	1208 Bay Street, Suite 201 Bellingham, WA 98225	100.00
11/29/2010	11204	Conservation Northwest	1208 Bay Street, Suite 201 Bellingham, WA 98225	20.00
				50.00

The Brainerd Foundation
Transaction Detail By Account
 January through December 2010

4:32 PM
 03/10/11

Date	Num	Name	Name Address	Paid Amount
12/16/2010	11251	Overlake Service League	PO Box 53203 Bellevue, WA 98015-3203	200.00
Total Matching				4,876.00
Total Grantmaking				2,985,986.00
TOTAL				2,985,986.00

THE BRAINERD FOUNDATION
 GRANTS APPROVED BUT UNPAID
 AS OF 12/31/2010

<u>Status/Date</u>	<u>Amount</u>	<u>Payee/Reference</u>
Scheduled Scheduled: 11/12/2011	\$50,000	Groundwire Request [9504304/9501203]
Scheduled Scheduled: 11/11/2011	\$15,000	Centennial Valley Association Request [9504318/9501189]
Scheduled Scheduled: 11/11/2011	\$75,000	Resource Media, Seattle Office Request [9504305/9501205]
Scheduled Scheduled: 11/11/2011	\$25,000	Gnst Magazine Request [9504303/9501202]
Scheduled Scheduled: 11/11/2011	\$45,000	Lemhi Regional Land Trust Request [9504315/9501194]
Scheduled Scheduled: 6/3/2011	\$50,000	Oregon Environmental Council Request [9504219/9501128]
Scheduled Scheduled: 6/3/2011	\$45,000	Climate Solutions Request [9504213/9501123]
Scheduled Scheduled: 6/3/2011	\$50,000	Idaho Conservation League Request [9504214/9501125]
Scheduled Scheduled: 6/3/2011	\$45,000	Salmon Valley Stewardship Request [9504207/9501140]
Scheduled Scheduled: 6/3/2011	\$25,000	Institutes for Journalism and Natural Resources Request [9504188/9501146]
Scheduled Scheduled: 6/3/2011	\$20,000	LightHawk Request [9504211/9501136]
Scheduled Scheduled: 6/3/2011	\$35,000	Wildsight Request [9504204/9501144]
Scheduled Scheduled: 3/12/2011	\$75,000	Oregon Natural Desert Association Request [9504165/9501105]
Scheduled Scheduled: 3/12/2011	\$100,000	League of Conservation Voters Education Fund Request [9504159/9501109]
Scheduled Scheduled: 3/11/2011	\$75,000	Western Environmental Law Center Request [9504170/9501107]
Scheduled Scheduled: 3/11/2011	\$45,000	National Wildlife Federation Request [9504164/9501104]
Scheduled Scheduled: 3/11/2011	\$37,000	Future West Request [9504160/9501102]
Scheduled Scheduled: 3/11/2011	\$25,000	Conservation Northwest Request [9504166/9501100]

SCHEDULED
 2012 \$50,000 Oregon Natural Desert
 Association
 TOTAL \$887,000

The Brainerd Foundation

91-1675591

Form 990-PF

**Election Under Regulations Section 53.4942(a)-3(d)(2) to Treat
Excess Qualifying Distributions as Distributions Out of Corpus**

Pursuant to IRC Section 4942(h)(2) and Regulations 53.4942(a)-3(d)(2), The Brainerd Foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of corpus.

Signed: Ann Kumboltz

Name and Title: Ann Kumboltz / Exec. Director
Vice President

Application for Extension of Time To File an Exempt Organization Return

▶ 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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

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.

Type or print	Name of exempt organization THE BRAINERD FOUNDATION	Employer identification number 91-1675591
	Number, street, and room or suite no. If a P O box, see instructions 1601 SECOND AVE, SUITE 610	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SEATTLE, WA 98101-1541	

Enter the Return code for the return that this application is for (file a separate application for each return)

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

• The books are in the care of ▶ CRYSTAL ANDERSON

Telephone No. ▶ 206 448-0676 FAX No. ▶ _____

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

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ calendar year 2010 or
▶ tax year beginning _____, 20____, and ending _____, 20____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	56,192.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	88,175.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print <small>File by the extended due date for filing your return See instructions</small>	Name of exempt organization THE BRAINERD FOUNDATION	Employer identification number 91-1675591
	Number, street, and room or suite no If a P O box, see instructions 1601 SECOND AVE, SUITE 610	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. SEATTLE, WA 98101-1541	

Enter the Return code for the return that this application is for (file a separate application for each return)

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **CRYSTAL ANDERSON**
Telephone No. **206 448-0676** FAX No
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until 11/15, 2011
- For calendar year 2010, or other tax year beginning _____, 20____, and ending _____, 20____
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN. AN EXTENSION OF TIME IN WHICH TO FILE IS RESPECTFULLY REQUESTED.**

8a 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.	8a \$	56,192.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	88,175.
c Balance Due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature *DeLiam* Title CPA Date 8/11/11