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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 2011 or tax year beginning , 2011, and ending , 20

Name of foundation THE BRAINERD FOUNDATION
A Employer identification number 91-1675591
B Telephone number (see instructions) (206) 448-0676
C If exemption application is pending, check here
D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here
G Check all that apply
Initial return
Final return
Address change
Initial return of a former public charity
Amended return
Name change
H Check type of organization
Section 501(c)(3) exempt private foundation
Section 4947(a)(1) nonexempt charitable trust
Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 27,994,306.
J Accounting method
Cash
Accrual
Other (specify)
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses
Table with columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only)
Rows include: 1 Contributions, gifts, grants, etc., received; 2 Check; 3 Interest on savings and temporary cash investments; 4 Dividends and interest from securities; 5a Gross rents; 5b Net rental income or (loss); 6a Net gain or (loss) from sale of assets not on line 10; 6b Gross sales price for all assets on line 6a; 7 Capital gain net income; 8 Net short-term capital gain; 9 Income modifications; 10a Gross sales less returns and allowances; 10b Less: Cost of goods sold; 11 Other income; 12 Total; 13 Compensation of officers, directors, trustees, etc.; 14 Other employee salaries and wages; 15 Pension plans, employee benefits; 16a Legal fees; 16b Accounting fees; 16c Other professional fees; 17 Interest; 18 Taxes; 19 Depreciation; 20 Occupancy; 21 Travel, conferences, and meetings; 22 Printing and publications; 23 Other expenses; 24 Total operating and administrative expenses; 25 Contributions, gifts, grants paid; 26 Total expenses and disbursements; 27 Subtract line 26 from line 12; a Excess of revenue over expenses and disbursements; b Net investment income; c Adjusted net income.

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		1,636,625.	14,202,636.	14,202,636.
	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 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) <b>ATCH 8</b>		30,157,754.	13,653,712.	13,653,712.	
14	Land, buildings, and equipment basis		234,898.			
	Less accumulated depreciation (attach schedule)		196,551.	38,347.	38,347.	
15	Other assets (describe <b>ATCH 9</b> )		118,569.	99,611.	99,611.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)		31,952,478.	27,994,306.	27,994,306.	
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 <b>ATCH 10</b> )		10,134.	14,099.	
23	<b>Total liabilities</b> (add lines 17 through 22)		10,134.	14,099.		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/>		<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted		31,942,344.	27,980,207.	
	25	Temporarily restricted				
	26	Permanently restricted				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <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	<b>Total net assets or fund balances</b> (see instructions)		31,942,344.	27,980,207.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		31,952,478.	27,994,306.		

**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	31,942,344.
2	Enter amount from Part I, line 27a	2	-3,962,137.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	27,980,207.
5	Decreases not included in line 2 (itemize)	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	27,980,207.

**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			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(j) F M V as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) 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	1,337,362.
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 instructions) If (loss), enter -0- in Part I, line 8			3	0

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	3,846,826.	31,004,466.	0.124073
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
2	Total of line 1, column (d)		0.479971
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		0.095994
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		30,049,182.
5	Multiply line 4 by line 3		2,884,541.
6	Enter 1% of net investment income (1% of Part I, line 27b)		17,814.
7	Add lines 5 and 6		2,902,355.
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		4,040,723.

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

Table with 11 rows for excise tax calculation. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Total credits and payments'. Total tax due is 52,134.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political expenditures, unrelated business income, and substantial contributors. Includes 'Yes' and 'No' columns.

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)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
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 2011, 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? Yes No X

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

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

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 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 2011? 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? 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 instructions) 2b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2011 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 2011) 3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 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 instructions)  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

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

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

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

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

6b X

If "Yes" to 6b, file Form 8870

\* 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

7b N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 11		157,917.	15,792.	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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	107,945.	10,795.	0
CRYSTAL ANDERSON 1601 2ND AVE, STE 610, SEATTLE	CONTROLLER 22.00	72,833.	7,283.	0
HARRIET CAMBRIDGE 1601 2ND AVE, STE 610, SEATTLE	OFFICE MANAGER 40.00	51,251.	5,125.	0

Total number of other employees paid over \$50,000  Yes  No 0

\*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 instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 12		280,942.
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 (see 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 instructions	
3 NONE	
Total. Add lines 1 through 3	

**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	1	a 28,581,271.
b	Average of monthly cash balances		1b 1,801,886.
c	Fair market value of all other assets (see instructions)		1c 123,627.
d	<b>Total</b> (add lines 1a, b, and c)		1d 30,506,784.
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	
3	Subtract line 2 from line 1d	3	30,506,784.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	457,602.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	30,049,182.
6	<b>Minimum investment return.</b> Enter 5% of line 5.	6	1,502,459.

**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	1,502,459.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	17,814.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	873.
c	Add lines 2a and 2b	2c	18,687.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,483,772.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,483,772.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,483,772.

**Part XII Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,036,814.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	3,909.
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	4,040,723.
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 instructions).	5	17,814.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	6	4,022,909.

**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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 . . . . .				1,483,772.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .				
b Total for prior years 20 09, 20 08, 20 07 . . . . .				
3 Excess distributions carryover, if any, to 2011				
a From 2006 . . . . .				
b From 2007 . . . . .	700,023.			
c From 2008 . . . . .	2,071,762.			
d From 2009 . . . . .	3,441,408.			
e From 2010 . . . . .	3,865,053.			
f Total of lines 3a through e . . . . .	10,078,246.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 4,040,723.				
a Applied to 2010, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	4,040,723.			
d Applied to 2011 distributable amount . . . . .				
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2011 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	1,483,772.			1,483,772.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	12,635,197.			
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 instructions . . . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	12,635,197.			
10 Analysis of line 9				
a Excess from 2007 . . . . .				
b Excess from 2008 . . . . .	1,288,013.			
c Excess from 2009 . . . . .	3,441,408.			
d Excess from 2010 . . . . .	3,865,053.			
e Excess from 2011 . . . . .	4,040,723.			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with columns: Tax year (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total

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)(ii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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 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 13

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 14

**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
<p><b>a Paid during the year</b></p> <p>ATTACHMENT 15</p>				
<b>Total</b> .....				<b>3,085,561.</b>
<p><b>b Approved for future payment</b></p> <p>ATTACHMENT 16</p>				
<b>Total</b> .....				<b>795,000.</b>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Gain or loss from sales, and Subtotal.

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

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

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 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' for both amount and description.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are currently empty.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Ann J. Hummelty, Date: 11-11-12, Title: Vice President / Exec. Director.

Paid Preparer Use Only Print/Type preparer's name: DONITA M. PITTIS, Preparer's signature: Donita M Pittis, Date: NOV 09 2012, Check self-employed: [X], PTIN: P00286017, Firm's name: KING & OLIASON PLLC, Firm's address: 514 SECOND AVE. WEST SEATTLE, WA, Firm's EIN: 27-4238573, Phone no: 206-285-7242.

**The Brainerd Foundation**  
**Transaction Detail By Account**  
 January through December 2011

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 05/07/12

Date	Num	Name	Paid Amount	Balance
<b>Grantmaking</b>				
<b>Program Grants</b>				
3/3/2011	11335	Alaska Center for the Environment	45,000 00	45,000.00
3/3/2011	11336	National Caucus of Enviro Legislators	45,000.00	90,000 00
3/3/2011	11337	Washington Environmental Council	75,000 00	165,000 00
3/3/2011	11338	Earthjustice	125,000 00	290,000 00
3/3/2011	11339	Sierra Club of BC Foundation	30,000 00	320,000 00
3/3/2011	11340	Wildlife Conservation Society, NA Program	40,000 00	360,000.00
3/3/2011	11341	Advocates for the West, Inc.	45,000 00	405,000.00
3/3/2011	11342	Environmental GrantMakers Association	30,000 00	435,000 00
3/3/2011	11343	Washington Bus Education Fund	27,000 00	462,000 00
3/3/2011	11344	Craighead Institute	37,000 00	499,000 00
3/3/2011	11345	Conservation Northwest	25,000 00	524,000 00
3/3/2011	11346	National Wildlife Federation	45,000 00	569,000.00
3/3/2011	11347	Oregon Natural Desert Association Inc	75,000.00	644,000 00
3/3/2011	11348	Western Environmental Law Center	75,000.00	719,000 00
3/3/2011	11349	League of Conserv Voters Ed Fnd	100,000 00	819,000 00
3/29/2011	11372	Washington Environmental Council	5,000.00	824,000 00
3/29/2011	11384	IJNR	25,000 00	849,000.00
3/31/2011	11387	Tides Foundation	18,000 00	867,000 00
4/11/2011	11391	Idaho Conservation League	5,000 00	872,000 00
4/12/2011	11406	Climate Solutions	30,000.00	902,000 00
4/21/2011	11407	Oregon Environmental Council	12,000 00	914,000 00
5/27/2011	11454	Sustainable Northwest	0 00	914,000 00
6/1/2011	11457	Climate Solutions	45,000 00	959,000 00
6/1/2011	11458	Idaho Conservation League	50,000.00	1,009,000 00
6/1/2011	11459	Alaska Conservation Alliance	45,000 00	1,054,000.00
6/1/2011	11460	Oregon Environmental Council	50,000 00	1,104,000.00
6/1/2011	11461	Salmon Valley Stewardship	45,000 00	1,149,000 00
6/1/2011	11462	Montana Audubon	30,000 00	1,179,000 00
6/1/2011	11463	Montana Conservation Voters Ed Fund	85,000 00	1,264,000 00
6/1/2011	11464	OLCV Ed Fund	75,000.00	1,339,000 00
6/1/2011	11465	Tides Foundation	28,000 00	1,367,000 00
6/1/2011	11466	Wildsight	35,000 00	1,402,000 00
6/1/2011	11467	Big Hole Watershed Committee	25,000 00	1,427,000 00
6/1/2011	11468	Clark Fork Coalition	20,000 00	1,447,000 00
6/1/2011	11469	Five Valleys Land Trust	45,000 00	1,492,000 00
6/1/2011	11470	Geos Institute	25,000.00	1,517,000 00
6/1/2011	11471	National Parks Conservation Association	30,000 00	1,547,000 00
6/1/2011	11472	Okanogan Valley Land Council	25,000 00	1,572,000 00
6/1/2011	11473	Trout Unlimited	55,000 00	1,627,000 00
6/1/2011	11474	LightHawk	20,000.00	1,647,000 00
6/1/2011	11475	Alaska Conservation Foundation	30,000 00	1,677,000 00
6/1/2011	11476	Resource Media	25,000 00	1,702,000.00
6/1/2011	11477	Sustainable Northwest	15,000.00	1,717,000.00
6/1/2011	11478	Washington Progress Fund	30,000 00	1,747,000 00
11/1/2011	11		0.00	1,747,000 00
11/1/2011	11		0.00	1,747,000 00
11/9/2011	11640	Sustainable Northwest	25,000 00	1,772,000.00
11/9/2011	11641	Ecojustice Canada	53,000 00	1,825,000 00
11/9/2011	11642	Montana Environmental Information Center	45,000.00	1,870,000.00
11/9/2011	11643	OLCV Ed Fund	20,000.00	1,890,000 00
11/9/2011	11644	Renewable Energy Alaska Project	40,000.00	1,930,000 00
11/9/2011	11645	Tides Foundation	45,000 00	1,975,000 00
11/9/2011	11646	Trustees for Alaska	30,000 00	2,005,000 00
11/9/2011	11647	Centennial Valley Association	15,000 00	2,020,000 00
11/9/2011	11648	Lemhi Regional Land Trust	45,000 00	2,065,000 00
11/9/2011	11649	Blackfoot Challenge	80,000 00	2,145,000 00
11/9/2011	11650	Center for Large Landscape Conservation	30,000 00	2,175,000 00
11/9/2011	11651	Craighead Institute	60,000.00	2,235,000 00
11/9/2011	11652	Idaho Conservation League	50,000 00	2,285,000 00
11/9/2011	11653	Montana Wilderness Association	50,000 00	2,335,000 00
11/9/2011	11654	Northern Rockies Conservation Cooperative	30,000 00	2,365,000 00
11/9/2011	11655	Gnst Magazine	25,000 00	2,390,000 00
11/9/2011	11656	Groundwire	50,000 00	2,440,000 00
11/9/2011	11657	Resource Media	75,000 00	2,515,000 00
11/9/2011	11658	Bus Project Foundatin	30,000 00	2,545,000 00
11/9/2011	11659	Green Corps	25,000 00	2,570,000 00
11/9/2011	11660	Headwaters Economics	60,000 00	2,630,000 00

**The Brainerd Foundation**  
**Transaction Detail By Account**  
 January through December 2011

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Date	Num	Name	Paid Amount	Balance
11/9/2011	11661	Social Venture Partners	20,000 00	2,650,000 00
11/9/2011	11662	Society of Environmental Journalists	45,000.00	2,695,000 00
11/9/2011	11663	Sightline Institute	30,000.00	2,725,000 00
11/9/2011	11664	Washington Environmental Council	75,000 00	2,800,000 00
11/9/2011	11665	Investigate West	44,000 00	2,844,000 00
11/29/2011	11698	Washington Environmental Council	10,000.00	2,854,000 00
<b>Total Program Grants</b>			<b>2,854,000 00</b>	<b>2,854,000 00</b>
<b>Grassroots Grants</b>				
4/26/2011	11415	Hells Canyon Preservation Council	5,400 00	5,400 00
4/26/2011	11416	Friends of Mat-Su	10,000 00	15,400 00
9/16/2011	11579	Yaak Valley Forest Council	10,000 00	25,400 00
12/2/2011	11707	Soda Mountain Wilderness Council	10,000 00	35,400 00
12/2/2011	11708	Elk River Land Trust	10,000 00	45,400 00
12/20/2011	11736	Friends of Scotchman Peaks Wilderness	10,000 00	55,400 00
<b>Total Grassroots Grants</b>			<b>55,400 00</b>	<b>55,400 00</b>
<b>Opportunity Grants</b>				
1/6/2011	11263	Earth Island Institute	3,000 00	3,000 00
1/6/2011	11264	Olympic Environmental Council	3,000 00	6,000 00
1/6/2011	11265	Ecotrust	3,000 00	9,000 00
1/6/2011	11266	Idaho Smart Growth	650 00	9,650 00
2/11/2011	11317	Blackfoot Challenge	3,000 00	12,650 00
2/11/2011	11318	Trout Unlimited	3,000 00	15,650 00
3/16/2011	11351	Canadian Parks & Wilderness Soc	0 00	15,650 00
3/16/2011	11356	National Audobon Society, Alaska Office	2,000 00	17,650 00
3/16/2011	11363	Canadian Parks & Wilderness Soc	3,000 00	20,650 00
3/29/2011	11368	Swan Ecosystem Center	3,000 00	23,650 00
3/29/2011	11369	Central OR Landwatch	3,000 00	26,650 00
4/1/2011	11388	Canadian Parks & Wilderness Soc	3,000 00	29,650.00
4/1/2011	4		-3,000 00	26,650 00
4/11/2011	11390	Conservation Northwest	3,000 00	29,650.00
4/11/2011	11403	Y to Y Conservation Initiative	3,000 00	32,650.00
4/21/2011	11408	Washington Wilderness Coalition	1,200 00	33,850.00
5/3/2011	11422	WildEarth Guardians	3,000 00	36,850 00
5/12/2011	11433	Yellowstone to Yukon	3,000 00	39,850 00
5/12/2011	11435	Nature Conservancy of Canada	3,000 00	42,850.00
5/27/2011	11453	Trout Unlimited	3,000 00	45,850 00
6/1/2011	11480	National Parks Conservation Association	2,610 00	48,460 00
6/9/2011	11490	Salmon Valley Stewardship	750.00	49,210 00
6/23/2011	11505	Yukon Conservation Society	3,000 00	52,210 00
6/23/2011	11506	Friends of White Salmon River	3,000 00	55,210 00
6/23/2011	11507	Craighead Institute	3,000 00	58,210 00
7/14/2011	11527	Jefferson Land Trust	3,000 00	61,210 00
8/24/2011	11561	Montana Audubon	3,000 00	64,210 00
8/24/2011	11566	Oregon Wild	3,000.00	67,210 00
8/24/2011	11567	Long Live the Kings	0 00	67,210 00
8/24/2011	11568	Alaska Conservation Foundation	1,200 00	68,410 00
8/24/2011	11569	Future Wise	3,000 00	71,410.00
8/24/2011	11570	Siskiyou Project	3,000.00	74,410 00
8/24/2011	11575	Long Live the Kings	3,000 00	77,410 00
9/16/2011	11581	Winter Wildlands Alliance	3,000 00	80,410 00
9/21/2011	11588	T Roosevelt Conservation Partnership	3,000 00	83,410 00
9/21/2011	11589	Craighead Institute	3,000.00	86,410 00
9/21/2011	11590	American Rivers, Inc , Northwest Office	3,000.00	89,410 00
9/29/2011	11597	Gifford Pinchot Task Force	3,000 00	92,410 00
11/7/2011	11632	Sustainable Northwest	3,000.00	95,410.00
11/29/2011	11697	Montana Conservation Voters Ed Fund	3,000 00	98,410 00
11/29/2011	11699	Crag Law Center	3,000.00	101,410 00
12/2/2011	11709	Big Hole River Foundation	2,000 00	103,410.00
12/9/2011	11721	Conservation Northwest	3,000 00	106,410 00
12/20/2011	11737	AK Federation for Community Self-Reliance	3,000 00	109,410.00
12/20/2011	11739	The Nature Conservancy	3,000 00	112,410 00
<b>Total Opportunity Grants</b>			<b>112,410.00</b>	<b>112,410 00</b>
<b>Executive Director Grants</b>				
1/26/2011	11295	Oregon Environmental Council	5,000 00	5,000 00
4/21/2011	11409	Oregon Natural Desert Association Inc	2,800 00	7,800 00
6/9/2011	11492	Nature Conservancy of Canada	2,000 00	9,800 00

**The Brainerd Foundation**  
**Transaction Detail By Account**  
 January through December 2011

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 05/07/12

<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Paid Amount</u>	<u>Balance</u>
7/28/2011	11533	Crag Law Center	5,000 00	14,800 00
8/24/2011	11562	OLCV Ed Fund	8,000 00	22,800 00
10/28/2011	11617	Consultative Grp on Biological Diversity	10,000 00	32,800 00
11/17/2011	11667	Alaska Conservation Alliance	10,000 00	42,800 00
12/20/2011	11738	People for Puget Sound	5,000 00	47,800 00
Total Executive Director Grants			47,800 00	47,800 00
<b>BOD Discretionary</b>				
11/29/2011	11693	Friends of Mat-Su	5,000 00	5,000 00
12/2/2011	11710	Trout Unlimited	1,000 00	6,000 00
12/2/2011	11711	Trust for Public Land	1,000 00	7,000 00
12/2/2011	11712	Central OR Landwatch	1,000 00	8,000 00
12/2/2011	11713	OLCV Ed Fund	1,000 00	9,000 00
12/2/2011	11714	Deschutes Land Trust	1,000 00	10,000 00
Total BOD Discretionary			10,000 00	10,000 00
<b>Matching</b>				
1/10/2011	11272	Conservation Northwest	1,800 00	1,800 00
1/10/2011	11275	Ploughshares Fund	0 00	1,800 00
1/10/2011	11276	Central Asian Institute	200 00	2,000 00
1/10/2011	11283	Ploughshares Fund	200 00	2,200 00
3/3/2011	11322	Earthjustice	70 00	2,270 00
3/3/2011	11332	Bellevue High PTSA	20 00	2,290 00
3/29/2011	11370	KUOW	70 00	2,360 00
3/29/2011	11378	Relief International	100 00	2,460 00
3/29/2011	11379	Idaho Conservation League	200 00	2,660 00
3/29/2011	11380	Montana Environmental Information Center	200 00	2,860 00
3/30/2011	11386	Robert Packer Center Fiesta 5K	20 00	2,880 00
4/21/2011	11412	Woodland Park Zoo	200 00	3,080 00
4/26/2011	11418	Washington Bus Education Fund	100 00	3,180 00
5/3/2011	11427	Oxfam Amencia	100 00	3,280 00
5/12/2011	11436	Climate Solutions	150 00	3,430 00
5/12/2011	11438	Washington Toxics Coalition	100 00	3,530 00
5/27/2011	11448	Seattle Audubon Society	50 00	3,580 00
5/27/2011	11449	Climate Solutions	50 00	3,630 00
6/23/2011	11504	People for Puget Sound	200 00	3,830 00
7/8/2011	11519	The Seattle Foundation	50 00	3,880 00
7/14/2011	11526	The Humane Society	200 00	4,080 00
8/24/2011	11571	Bellevue High PTSA	14 00	4,094 00
8/24/2011	11572	Bellevue School District	10 00	4,104 00
8/24/2011	11573	BHS Cross Country Booster Club	67 00	4,171 00
10/6/2011	11604	KPLU FM 88.5	60 00	4,231 00
10/31/2011	11620	Best Friends Animal Society	70 00	4,301 00
11/7/2011	11629	Heifer International	100 00	4,401 00
11/7/2011	11633	Washington Environmental Council	150 00	4,551 00
11/7/2011	11634	Montana Environmental Information Center	200 00	4,751 00
11/7/2011	11635	Ploughshares Fund	200 00	4,951 00
11/7/2011	11636	Amnesty International	100 00	5,051 00
11/7/2011	11637	People for Puget Sound	400 00	5,451 00
11/17/2011	11672	Westside School	320 00	5,771 00
12/2/2011	11716	Alaska Wilderness League	70 00	5,841 00
12/9/2011	11719	Planned Parenthood	50 00	5,891 00
12/9/2011	11720	Seattle Audubon Society	60 00	5,951 00
Total Matching			5,951.00	5,951 00
Total Grantmaking			3,085,561 00	3,085,561 00
<b>TOTAL</b>			<b>3,085,561.00</b>	<b>3,085,561.00</b>

The Brainerd Foundation December 31, 2011					
<u>Organization</u>	<u>Date Approved</u>	<u>Type</u>	<u>Grant Amt</u>	<u>Last Paid Amt</u>	<u>Balance</u>
Big Hole Watershed Committee PO Box 21 Divide, MT 59727	Approved 6/3/2011 Start 6/3/2011 End 6/3/2013 (JIM)	Program Support	\$50,000	\$25,000	\$25,000
Center for Large Landscape Conservation PO Box 1587 Bozeman, MT 59771	Approved 11/11/2011 Start 11/11/2011 End 11/11/2013 (JIM)	Program Support	\$60,000	\$30,000	\$30,000
Tides Foundation/Dogwood Initiative PO Box 8701 Victoria, BC V8W 3S3 Canada	Approved 6/1/2011 Start 6/1/2011 End 6/1/2013 (ANN)	Program Support	\$53,000	\$28,000	\$25,000
Earthjustice 50 California Street, Suite 500 San Francisco, CA 94111	Approved 3/11/2011 Start 3/11/2011 End 3/11/2013 (ANN)	Program Support	\$250,000	\$125,000	\$125,000
Ecojustice Canada Society Suite 214 - 131 Water Street Vancouver, BC V6B 4M3 Canada	Approved 11/11/2011 Start 11/11/2011 End 11/11/2013 (ANN)	Program Support	\$98,000	\$53,000	\$45,000
Craighead Institute/Future West PO Box 1253 Bozeman, MT 59771	Approved 11/11/2011 Start 11/11/2011 End 11/11/2013 (JIM)	Program Support	\$110,000	\$60,000	\$50,000
Green Corps West Coast Office 369 Broadway, Ste 200 San Francisco, CA 94133	Approved 11/11/2011 Start 11/11/2011 End 11/11/2013 (ANN)	Program Support	\$50,000	\$25,000	\$25,000
Headwaters Economics PO Box 7059 Bozeman, MT 59771	Approved 11/11/2011 Start 11/11/2011 End 11/11/2013 (JIM)	Program Support	\$120,000	\$60,000	\$60,000
Idaho Conservation League PO Box 844 Boise, ID 83701	Approved 11/11/2011 Start 11/11/2011 End 11/11/2013 (JIM)	Program Support	\$100,000	\$50,000	\$50,000
Montana Conservation Voters Education Fund Box 853 Billings, MT 59103	Approved 6/3/2011 Start 6/3/2011 End 6/3/2013 (KEIKI)	Program Support	\$130,000	\$85,000	\$45,000
Montana Environmental Information Center PO Box 1184 Helena, MT 59624	Approved 11/11/2011 Start 11/11/2011 End 11/11/2013 (JIM)	Program Support	\$90,000	\$45,000	\$45,000

Grants with Balances to be paid in 2012.xlsx

<u>Organization</u>	<u>Date Approved</u>	<u>Type</u>	<u>Grant Amt</u>	<u>Last Paid Amt</u>	<u>Balance</u>
Oregon Natural Desert Association 50 SW Bond St , Suite 4 Bend, OR 97702	Approved 3/12/2010 Start 3/12/2010 End 3/12/2013 (JIM)	Program Support	\$200,000	\$75,000	\$50,000
Renewable Energy Alaska Project 308 G Street, Suite 207 Anchorage, AK 99501	Approved 11/11/2011 Start 11/11/2011 End 11/11/2013 (KEIKI)	Program Support	\$70,000	\$40,000	\$30,000
Tides Foundation The Presidio PO Box 29903 San Francisco, CA 94129-0903	Approved 11/11/2011 Start 11/11/2011 End 11/11/2013 (ANN)	Program Support	\$90,000	\$45,000	\$45,000
Trustees for Alaska 1026 West 4th Avenue, Suite 201 Anchorage, AK 99501	Approved 11/11/2011 Start 11/11/2011 End 11/11/2013 (KEIKI)	Program Support	\$60,000	\$30,000	\$30,000
Washington Environmental Council 1402 3rd Ave, Suite 1400 Seattle, WA 98101	Approved 3/11/2011 Start 3/11/2011 End 3/11/2013 (KEIKI)	Program Support	\$150,000	\$75,000	\$75,000
Wildlife Conservation Society, North America Program 301 N Willson Avenue Bozeman, MT 59715	Approved 3/11/2011 Start 3/11/2011 End 3/11/2013 (JIM)	Program Support	\$80,000	\$40,000	\$40,000
					795,000

Brainerd Foundation  
 Fixed Asset Reconciliation  
 For the Year Ended 2011

<u>Cost</u>	<u>Computers</u>	<u>Furniture</u>	<u>LHI</u>	<u>Total</u>
Beginning Balance	73,984 65	113,789 54	52,753 84	240,528 03
Additions		4,203.71		4,203 71
Disposals		-9,833 89		-9,833 89
Ending Balance	73,984 65	108,159.36	52,753.84	234,897 85
<u>Accumulated Depreciation</u>				
Beginning Balance	-67,928 20	-112,567.05	-20,502 63	-200,997.88
Depreciation Expense	-2,751 44	-701 03	-1,531 55	-4,984 02
Disposals		9,431 04		9,431 04
Ending Balance	-70,679 64	-103,837 04	-22,034 18	-196,550 86
<u>Net Book Value</u>	3,305 01	4,322 32	30,719 66	38,346 99

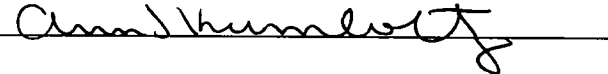
The Brainerd Foundation

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: 

Name and Title: Ann L. Kumbaltz, Vice President / Exec. Director

**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)	
100,050.		PASS-THROUGH FROM TAXABLE FIXED INCOME M PROPERTY TYPE: SECURITIES				P	VAR 100,050.	VAR
9,081,032.		TAXABLE FIXED INCOME MANAGERS: PORTFOLIO PROPERTY TYPE: SECURITIES 8,929,315.				P	VAR 151,717.	12/31/2011
1,190,404.		PUBLICLY TRADED SECURITIES - SOUND SHORE PROPERTY TYPE: SECURITIES 1,047,906.				P	VAR 142,498.	VAR
		SOUND SHORE - DISALLOWED WASH SALE LOSSE PROPERTY TYPE: SECURITIES -2,745.				P	VAR 2,745.	VAR
409,028.		PUBLICLY TRADED SECURITIES - GWK SC CORE PROPERTY TYPE: SECURITIES 367,688.				P	VAR 41,340.	VAR
		GWK SC CORE - DISALLOWED WASH SALE LOSSE PROPERTY TYPE: SECURITIES -101.				P	VAR 101.	VAR
199.		GS #23205 - GWK SC CORE LTCG DISTRIBUTIO PROPERTY TYPE: SECURITIES				P	VAR 199.	VAR
511,549.		PUBLICLY TRADED SECURITIES - SNOW CAPITA PROPERTY TYPE: SECURITIES 517,367.				P	VAR -5,818.	VAR
-36,059.		PASS-THROUGH FROM SPRUCEGROVE NON-US EQU PROPERTY TYPE: SECURITIES				P	VAR -36,059.	VAR
1,551,107.		SPRUCEGROVE: NON-US EQUITY LLC - COMPLET PROPERTY TYPE: SECURITIES 1,551,106.				P	VAR 1.	12/31/2011
203,276.		PUBLICLY TRADED SECURITIES - ALETHEIA PROPERTY TYPE: SECURITIES 173,965.				P	VAR 29,311.	VAR
1,700,091.		PUBLICLY TRADED SECURITIES - BARON CAPIT PROPERTY TYPE: SECURITIES 1,487,032.				P	VAR 213,059.	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)	
		BARON CAPITAL - DISALLOWED WASH SALE LOSS PROPERTY TYPE: SECURITIES -1,070.				P	VAR  1,070.	VAR
426,028.		PUBLICLY TRADED SECURITIES - MUTUAL FUND PROPERTY TYPE: SECURITIES 458,880.				P	VAR  -32,852.	VAR
5,801,343.		PUBLICLY TRADED SECURITIES - STATE STREET PROPERTY TYPE: SECURITIES 5,332,926.				P	VAR  468,417.	VAR
13,610.		SS #10000 - TEMPLETON GLOBAL BOND FUND L PROPERTY TYPE: SECURITIES				P	VAR  13,610.	VAR
5,409.		PUBLICLY TRADED SECURITIES - KENNEDY CAPITAL PROPERTY TYPE: SECURITIES 7,558.				P	VAR  -2,149.	VAR
200.		SS #10003 - NEUBERGER BERMAN LTCG DISTRICT PROPERTY TYPE: SECURITIES				P	VAR  200.	VAR
127,168.		PASS-THROUGH FROM DORCHESTER CAPITAL PARTNERSHIP PROPERTY TYPE: SECURITIES				P	VAR  127,168.	VAR
550,000.		476.8308 SH FORESTER OFFSHORE LTD PROPERTY TYPE: SECURITIES 407,557.				P	VAR  142,443.	VAR
1,195,966.		PASS-THROUGH FROM BOSTON TRUST PROPERTY TYPE: SECURITIES 997,268.				P	VAR  198,698.	VAR
		BOSTON TRUST - DISALLOWED WASH SALE LOSS PROPERTY TYPE: SECURITIES -94.				P	VAR  94.	VAR
450,000.		57,306.874 SH PIMCO COMMODITY REAL RETURN FUND PROPERTY TYPE: SECURITIES 609,158.				P	VAR  -159,158.	VAR
1,124.		PIMCO COMMODITY REAL RETURN FUND LTCG DISTRICT PROPERTY TYPE: SECURITIES				P	VAR  1,124.	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)	
-5,926.		PASS-THROUGH FROM LEGACY VENTURE II PROPERTY TYPE: SECURITIES				P	VAR	VAR
						-5,926.		
121,315.		PASS-THROUGH FROM LEGACY VENTURE III PROPERTY TYPE: SECURITIES				P	VAR	VAR
						121,315.		
3,611.		PASS-THROUGH FROM LEGACY VENTURE IV PROPERTY TYPE: SECURITIES				P	VAR	VAR
						3,611.		
-182,934.		PASS-THROUGH FROM PICTET NON-US EQUITY PROPERTY TYPE: SECURITIES				P	VAR	VAR
						-182,934.		
1,409,165.		PICTET: NON-US EQUITY LLC - COMPLETE DIS PROPERTY TYPE: SECURITIES 1,409,166.				P	VAR	12/31/2011
						-1.		
3,488.		PASS-THROUGH FROM METROPOLITAN REAL ESTA PROPERTY TYPE: SECURITIES				P	VAR	VAR
						3,488.		
TOTAL GAIN (LOSS) .....							<u>1,337,362.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
UNREALIZED G/L ON INVESTMENTS	-1,416,370.	
PASS THROUGH FROM P'SHIP- OTHER INC	-7,951.	-7,951.
GROSS RENTS	7,380.	7,380.
NON-TAXABLE PARTNERSHIP INCOME	-260,975.	
PASS THROUGH FROM P'SHIP-RENTAL INC	1,622.	1,341.
PASS THROUGH FROM P'SHIP-ORD INCOME	1,654.	626.
PASS THROUGH FROM P'SHIP-SEC 988 INC	-17,581.	-17,581.
RETURN OF CAPITAL	5,239.	5,239.
	<u>-1,686,982.</u>	<u>-10,946.</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	677.			677.
RIDDELL WILLIAMS, P.S.	1,045.			1,045.
OTHER	337.			337.
TOTALS	<u>2,059.</u>			<u>2,059.</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 PLLC	14,904.	7,452.		7,452.
SWEENEY CONRAD	15,631.	7,815.		7,816.
ADP FEE	2,044.	143.		1,901.
FIDELITY INVESTMENTS	1,010.	1,010.		
MANLEY ADMINISTRATIVE SERVICES	980.	490.		490.
TOTALS	<u>34,569.</u>	<u>16,910.</u>		<u>17,659.</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	229,124.		229,124.
INVESTMENT MANAGEMENT FEES	126,686.	126,686.	
ADVISORY BOARD STIPEND	15,000.		15,000.
EXTERNAL COMMUNICATIONS	7,193.		7,193.
COMPUTER SUPPORT	17,476.	1,223.	16,253.
TOTALS	<u>395,479.</u>	<u>127,909.</u>	<u>267,570.</u>

ATTACHMENT 5

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	17,224.	17,224.
TOTALS	<u>17,224.</u>	<u>17,224.</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	495.	35.	460.
FOREIGN TAXES	11,504.	11,405.	
FEDERAL EXCISE TAXES	17,814.		
<b>TOTALS</b>	<u>29,813.</u>	<u>11,440.</u>	<u>460.</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	150,836.	150,836.	
OFFICE SUPPLIES	4,141.	290.	3,851.
TELEPHONE	12,600.	882.	11,718.
POSTAGE & DELIVERY	1,305.	91.	1,214.
STAFF DEVELOPMENT	4,190.	293.	3,897.
MISC EXPENSES	1,485.	104.	1,381.
LIABILITY INSURANCE	4,310.	302.	4,008.
REPAIRS & MAINTENANCE	4,991.	349.	4,642.
DUES & SUBSCRIPTIONS	900.	63.	837.
PASS THROUGH FROM P'SHIP - CHARITABLE CONTRIBUTION	2,016.		2,016.
KITCHEN SUPPLIES	3,234.	227.	3,007.
EXPENSES ALLOCATED TO UBTI		-3,518.	
<b>TOTALS</b>	<u>190,008.</u>	<u>149,919.</u>	<u>36,571.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LEGACY VENTURE II, LLC	1,131,638.	1,131,638.
PIMCO COMMODITY REAL RETURN	244,962.	244,962.
METROPOLITAN REAL EST PARTNERS	544,545.	544,545.
WALDEN LARGE CAP CORE	1,849,606.	1,849,606.
LEGACY VENTURE III	882,061.	882,061.
LEGACY VENTURE IV	864,095.	864,095.
MSCI EMERGING MARKET		
GS CORE	923,837.	923,837.
GS SOUND SHORE		
GS SNOW CAPITAL	333.	333.
GS ALETHEIA		
DORCHESTER HEDGE	912,960.	912,960.
FORESTER LONG/SHORT	1,434,060.	1,434,060.
GS HIGH YIELD FUND		
GS PICTET	162,812.	162,812.
GS SPRUCEGROVE	177,143.	177,143.
GS GWK SMALL CAP CORE	37.	37.
GS BARON CAPITAL		
STEELHEAD NAVIGATOR HEDGED EQ	500,000.	500,000.
SS TEMPLETON GLOBAL BOND FUND	2,188,260.	2,188,260.
SS KENNEDY CAPITAL US EQUITY	795,589.	795,589.
SS NEUBERGER BERMAN US EQUITY	1,041,774.	1,041,774.
TOTALS	<u>13,653,712.</u>	<u>13,653,712.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEPOSITS	4,341.	4,341.
FIT REFUND RECEIVABLE	95,270.	95,270.
TOTALS	<u>99,611.</u>	<u>99,611.</u>

ATTACHMENT 10

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
MASTERCARD BALANCE	14,099.
TOTALS	<u>14,099.</u>

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

ATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
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	157,917.	15,792.	0
SHERRY E. BRAINERD 1601 SECOND AVE, STE 610 SEATTLE, WA 98101	VP/SECRETARY 5.00	0	0	0
<u>GRAND TOTALS</u>		<u>157,917.</u>	<u>15,792.</u>	<u>0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<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	119,485.
GOLDMAN SACHS & CO 719 SECOND AVE SEATTLE, WA 98104	INVESTMENT MNGMT	106,457.
M&R STRATEGIC SERVICES 1220 SW MORRISON ST, SUITE 910 PORTLAND, OR 97205	PROGRAM STRATEGY	55,000.
	TOTAL COMPENSATION	<u>280,942.</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 15

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	2,854,000.
GRASSROOTS GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PUBLIC CHARITIES	ENVIRONMENTAL PRESERVATION	55,400.
OPPORTUNITY GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PUBLIC CHARITIES	ENVIRONMENTAL PRESERVATION	112,410.
EXECUTIVE DIRECTOR GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PUBLIC CHARITIES	ENVIRONMENTAL PRESERVATION	47,800.
MATCHING GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PUBLIC CHARITIES	GENERAL SUPPORT	5,951.
BOD DISCRETIONARY GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PUBLIC CHARITIES	ENVIRONMENTAL PRESERVATION	10,000.
<u>TOTAL CONTRIBUTIONS PAID</u>			<u>3,085,561</u>

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

ATTACHMENT 16

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE ATTACHMENT B

N/A

ENVIRONMENTAL PRESERVATION

795,000.

ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE  
ON REQUEST

PUBLIC CHARITIES

TOTAL CONTRIBUTIONS APPROVED

795,000.

# 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

**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](http://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

Enter filer's identifying number, see instructions

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year 2011 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

<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>	\$	39,693.
<b>b</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.	<b>3b</b>	\$	69,948.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	

**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

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)

Form fields for filer information: Name of exempt organization (THE BRAINERD FOUNDATION), Employer identification number (EIN) (91-1675591), Number, street, and room or suite no (1601 SECOND AVE, SUITE 610), City, town or post office, state, and ZIP code (SEATTLE, WA 98101-1541)

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

Table with 4 columns: Application Is For, Return Code, Application Is For, Return Code. Rows include Form 990, Form 990-BL, Form 990-EZ, Form 990-PF, Form 990-T (sec. 401(a) or 408(a) trust), and Form 990-T (trust other than above).

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)...

I request an additional 3-month extension of time until 11/15, 2012. For calendar year 2011, or other tax year beginning 2011, 20, and ending 2012, 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.

Table with 3 rows: 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 \$ 39,693. 8b 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 \$ 69,948. 8c 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 must be completed for Part II only.

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 Donita M Pettis Title CPA Date 8/1/12