Form **990-PF**

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , **and ending**

Name of foundation: THE BURNING FOUNDATION

A Employer identification number: 91-1815335

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 15275 | Room/suite:

B Telephone number: 206-920-6252

City or town, state, and ZIP code: SEATTLE, WA 98115

C If exemption application is pending, check here ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 9,842,707.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	196.	196.		
4 Dividends and interest from securities	214,404.	214,404.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,336.			
b Gross sales price for all assets on line 6a 4,282,844.				
7 Capital gain net income (from Part IV, line 2)		3,336.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 **Total.** Add lines 1 through 11	217,936.	217,936.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 1	295.	0.		295.
b Accounting fees STMT 2	3,650.	0.		3,650.
c Other professional fees STMT 3	45,777.	34,561.		11,216.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 4	25.	0.		25.
24 **Total operating and administrative expenses.** Add lines 13 through 23	49,747.	34,561.		15,186.
25 Contributions, gifts, grants paid	504,000.			504,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	553,747.	34,561.		519,186.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-335,811.			
b **Net investment income** (if negative, enter -0-)		183,375.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	286,228.	71,884.	71,884.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	8,791,965.	8,670,498.	9,770,823.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	9,078,193.	8,742,382.	9,842,707.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,078,193.	8,742,382.	
	30 **Total net assets or fund balances**	9,078,193.	8,742,382.	
	31 **Total liabilities and net assets/fund balances**	9,078,193.	8,742,382.	

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	9,078,193.
2	Enter amount from Part I, line 27a	2	-335,811.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,742,382.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,742,382.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAIN DISTRIBUTION			
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	4,195,545.		4,279,508.	-83,963.
b	87,299.			87,299.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-83,963.
b				87,299.
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	3,336.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	492,725.	9,841,245.	.050067
2009	428,123.	8,642,723.	.049536
2008	529,050.	10,669,729.	.049584
2007	535,969.	12,431,168.	.043115
2006	453,203.	11,549,040.	.039242

2 **Total** of line 1, column (d)	2	.231544
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.046309
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,420,658.
5 Multiply line 4 by line 3	5	482,570.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,834.
7 Add lines 5 and 6	7	484,404.
8 Enter qualifying distributions from Part XII, line 4	8	519,186.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	1,834.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	1,834.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	1,834.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 5,470.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	5,470.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	3,636.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	3,636. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.FOUNDATIONCENTER.ORG/GRANTMAKER/BURNING/

14 The books are in care of ▶ DAVID WEISE Telephone no. ▶ 206-920-6252

Located at ▶ P.O. BOX 15275, SEATTLE, WA ZIP+4 ▶ 98115

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16		X
	See 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.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ 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 ☒ 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 ☒ 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 ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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.)* 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 2011?	4b		X

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

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

(1) Carry on 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)? ☐ 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)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (No)

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID N. WEISE P.O. BOX 15275 SEATTLE, WA 98115	PRESIDENT 3.00	0.	0.	0.
DANIEL W. WEISE P.O. BOX 15275 SEATTLE, WA 98115	VICE PRESIDENT 2.00	0.	0.	0.
ALISA KF WEISE P.O. BOX 15275 SEATTLE, WA 98115	SECRETARY 2.00	0.	0.	0.

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

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

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

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

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

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

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

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

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,279,067.
b	Average of monthly cash balances	1b	300,281.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	10,579,348.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,579,348.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	158,690.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,420,658.
6	**Minimum investment return.** Enter 5% of line 5	6	521,033.

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	521,033.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,834.		
b	Income tax for 2011. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,834.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	519,199.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	519,199.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	519,199.

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	519,186.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	519,186.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,834.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	517,352.

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

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Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					519,199.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years: ___ , ___ , ___			0.		
3 Excess distributions carryover, if any, to 2011:					
a From 2006					
b From 2007					
c From 2008	36.				
d From 2009					
e From 2010	4,209.				
f Total of lines 3a through e		4,245.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 519,186.					
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2011 distributable amount					519,186.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))		13.			13.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		4,232.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a		4,232.			
10 Analysis of line 9:					
a Excess from 2007					
b Excess from 2008	23.				
c Excess from 2009					
d Excess from 2010	4,209.				
e Excess from 2011					

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

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon. a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

DAVID N. WEISE

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.

SEE ATTACHMENT B FOR APPLICATION GUIDELINES

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

SEE ATTACHMENT B FOR APPLICATION GUIDELINES

c Any submission deadlines:

SEE ATTACHMENT B FOR APPLICATION GUIDELINES

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

SEE ATTACHMENT B FOR APPLICATION GUIDELINES

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN RIVERS 1100 14TH STREET, NW, SUITE 1400 WASHINGTON, DC 20005		509(A)(1) OR (A)(2)	CREATIVE SOLUTIONS FOR WASHINGTON'S RIVERS	12,000.
BARK P.O. BOX 12065 PORTLAND, OR 97212		509(A)(1) OR (A)(2)	GENERAL SUPPORT	11,000.
CASCADIA WILDLANDS PROJECT P.O. BOX 10455 EUGENE, OR 97440		509(A)(1) OR (A)(2)	CASCADIA CORRIDORS PROGRAM	12,000.
CEDAR RIVER CLINICS 263 RAINIER AVE. S, SUITE 200 SEATTLE, WA 98168		509(A)(1) OR (A)(2)	UPDATE AND PRINT BIRTH CONTROL COMPARISON CHART	12,000.
CLIMATE SOLUTIONS 219 LEGION WAY SW, SUITE 201 OLYMPIA, WA 98501		509(A)(1) OR (A)(2)	POWER PAST COAL	12,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	504,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	196.	
4 Dividends and interest from securities			14	214,404.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	3,336.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		217,936.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 217,936.

(See worksheet in line 13 instructions to verify calculations)

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

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 (other than by providing funds for such purposes).
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

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

David N. Weir | 14 Aug 2012 | President
Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KATHRYN J. ONG	Kathryn Ong	8.9.12		P00746598
Firm's name ▶ CLARK NUBER, PS			Firm's EIN ▶	
Firm's address ▶ 10900 NE 4TH STREET, SUITE 1700 BELLEVUE, WA 98004			Phone no. 425-454-4919	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COLUMBIA LAND TRUST 1351 OFFICERS ROW VANCOUVER, WA 98661		509(A)(1) OR (A)(2)	MILL CREEK RIDGE CONSERVATION PROJECT	10,000.
CONSERVATION NORTHWEST 1208 BAY STREET, SUITE 201 BELLINGHAM, WA 98225		509(A)(1) OR (A)(2)	GENERAL OPERATIONS	12,000.
DEACONESS CHILDREN'S SERVICES PO BOX 2629 EVERETT, WA 98213		509(A)(1) OR (A)(2)	TEEN PARENT ADVOCACY PROGRAM	15,000.
EARTHCORPS 6310 NE 74TH STREET SEATTLE, WA 98115		509(A)(1) OR (A)(2)	PICKET FENCES FOR SALMON	12,000.
EARTHJUSTICE 426 17TH STREET, 6TH FLOOR OAKLAND, CA 94612		509(A)(1) OR (A)(2)	WASHINGTON AND OREGON PROGRAMS	12,000.
FOOD LIFELINE 1702 NE 150TH STREET SHORELINE, WA 98155		509(A)(1) OR (A)(2)	GENERAL SUPPORT	12,000.
FRIENDS OF THE COLUMBIA GORGE 522 SW FIFTH AVENUE, SUITE 720 PORTLAND, WA 97204		509(A)(1) OR (A)(2)	GENERAL OPERATIONS	10,000.
FUTUREWISE 814 SECOND AVE, SUITE 500 SEATTLE, WA 98104		509(A)(1) OR (A)(2)	LIVABLE COMMUNITIES INITIATIVE	20,000.
GEOS INSTITUTE 84 4TH STREET ASHLAND, OR 97520		509(A)(1) OR (A)(2)	FREEWAYS FOR FISH	12,000.
GIFFORD PINCHOT TASK FORCE 917 SW OAK STREET, SUITE 407 PORTLAND, OR 97205		509(A)(1) OR (A)(2)	RESTORATION AND CONSERVATION	12,000.
Total from continuation sheets				445,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HELLS CANYON PRESERVATION COUNCIL P.O. BOX 2768 LA GRANDE, OR 97850		509(A)(1) OR (A)(2)	WILDLIFE CONNECTIVITY CAMPAIGN	20,000.
INLAND NORTHWEST LAND TRUST 35 WEST MAIN AVENUE, SUITE 210 SPOKANE, WA 99201		509(A)(1) OR (A)(2)	HANGMAN CREEK RESTORATION PROJECT	12,000.
JEFFERSON LAND TRUST 1033 LAWRENCE STREET PORT TOWNSEND, WA 98368		509(A)(1) OR (A)(2)	FORESTLAND CONSERVATION PROGRAM	12,000.
KLAMATH SISKIYOU WILDLANDS CENTER P.O. BOX 102 ASHLAND, OR 97520		509(A)(1) OR (A)(2)	OREGON CONSERVATION PROGRAM	12,000.
NATIONAL WILDLIFE FEDERATION 6 NICKERSON STREET, SUITE 200 SEATTLE, WA 98109		509(A)(1) OR (A)(2)	NAVIGATING NEW WATER POLITICS ON THE YAKIMA RIVER	15,000.
NEIGHBORCARE HEALTH 905 SPRUCE STREET, SUITE 300 SEATTLE, WA 98104		509(A)(1) OR (A)(2)	SCHOOL-BASED HEALTH CENTERS	20,000.
NISQUALLY LAND TRUST 1420 MARVIN RD. NE STE. C, PMB 243 LACEY, WA 98516		509(A)(1) OR (A)(2)	NISQUALLY COMMUNITY FOREST PROJECT	5,000.
NORTH CASCADES INSTITUTE 810 STATE ROUTE 20 SEDRO-WOOLLEY, WA 98284		509(A)(1) OR (A)(2)	MOUNTAIN SCHOOL	12,000.
NORTHWEST STRAITS FOUNDATION 10441 BAYVIEW-EDISON RD MT. VERNON, WA 98273		509(A)(1) OR (A)(2)	FORAGE FISH EDUCATION AND OUTREACH	10,000.
NW ENVIRONMENTAL DEFENSE CENTER 10015 SW TERWILLIGER BLVD. PORTLAND, OR 97219		509(A)(1) OR (A)(2)	CLEAN RIVERS INITIATIVE (3 PROJECT AREAS)	12,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
OLYMPIC PARK INSTITUTE 111 BARNES POINT ROAD PORT ANGELES, WA 98363		509(A)(1) OR (A)(2)	SUMMER FIELD SCIENCE EDUCATION PROGRAM	10,000.
OREGON NATURAL DESERT ASSOCIATION 16 NW KANSAS BEND, OR 97701		509(A)(1) OR (A)(2)	OUTREACH AND RESTORATION PROGRAM	12,000.
PACIFIC ENVIRONMENTAL ADVOCACY CENTER (LEWIS & CLARK COLLEGE) 10015 SW TERWILLIGER BLVD. PORTLAND, OR 97219		509(A)(1) OR (A)(2)	OREGON WATERS	12,000.
PEOPLE FOR PUGET SOUND 911 WESTERN AVENUE, SUITE 580 SEATTLE, WA 98104		509(A)(1) OR (A)(2)	GENERAL OPERATIONS	20,000.
PLANNED PARENTHOOD COLUMBIA WILLAMETTE 3727 NE MARTIN LUTHER KING JR. BLVD PORTLAND, OR 97212		509(A)(1) OR (A)(2)	TEEN COUNCIL PEER EDUCATION PROGRAM	10,000.
PLANNED PARENTHOOD GREATER NW AND NORTH IDAHO 2001 E MADISON SEATTLE, WA 98122		509(A)(1) OR (A)(2)	MIQUINCE, MI CUERPO PROGRAM	12,000.
PLANNED PARENTHOOD GREAT NW 1117 TIETON DR. YAKIMA, WA 98902		509(A)(1) OR (A)(2)	TEEN OUTREACH PROGRAM IN CLALLAM COUNTY	12,000.
RESOURCE MEDIA 600 STEWART STREET, SUITE 1201 SEATTLE, WA 98101		509(A)(1) OR (A)(2)	YAKIMA INTEGRATED PLAN	10,000.
RESOURCES FOR SUSTAINABLE COMMUNITIES 2309 MERIDIAN STREET BELLINGHAM, WA 98225		509(A)(1) OR (A)(2)	NORTH SOUND BAYKEEPER PROGRAM	12,000.
SIERRA CLUB FOUNDATION, OREGON CHAPTER 85 SECOND STREET, 2ND FLOOR SAN FRANCISCO, CA 94105		509(A)(1) OR (A)(2)	EASTSIDE FOREST PROTECTION CAMPAIGN	12,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WASHINGTON ENVIRONMENTAL COUNCIL 1402 THIRD AVENUE, SUITE 1400 SEATTLE, WA 98101		509(A)(1) OR (A)(2)	SUSTAINABLE COMMUNITIES AGENDA	20,000.
WASHINGTON WILDERNESS COALITION 305 NORTH 83RD STREET SEATTLE, WA 98103		509(A)(1) OR (A)(2)	CASCADES WILD CAMPAIGN	12,000.
WATER WATCH 213 SW ASH STREET, SUITE 208 PORTLAND, OR 97204		509(A)(1) OR (A)(2)	GENERAL OPERATIONS	10,000.
WESTERN ENVIRONMENTAL LAW CENTER 1216 LINCOLN STREET EUGENE, OR 97401		509(A)(1) OR (A)(2)	GENERAL OPERATIONS	12,000.
WILDERNESS SOCIETY 720 THIRD AVENUE, SUITE 1800 SEATTLE, WA 98104		509(A)(1) OR (A)(2)	UPPER YAKIMA BASIN EFFORT	12,000.
Total from continuation sheets				

FORM 990-PF | LEGAL FEES | STATEMENT 1

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	295.	0.		295.
TO FM 990-PF, PG 1, LN 16A	295.	0.		295.

FORM 990-PF | ACCOUNTING FEES | STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,650.	0.		3,650.
TO FORM 990-PF, PG 1, LN 16B	3,650.	0.		3,650.

FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	11,216.	0.		11,216.
INVESTMENT FEES	34,561.	34,561.		0.
TO FORM 990-PF, PG 1, LN 16C	45,777.	34,561.		11,216.

FORM 990-PF | OTHER EXPENSES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	25.	0.		25.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	8,670,498.	9,770,823.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,670,498.	9,770,823.

THE BURNING FOUNDATION
EIN: 91-1815335
2011 FORM 990-PF
PART II, LINE 10B

Investment Detail - Equities

Accounting Method
Equities Tax Lot Optimizer ™

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
A O N CORPORATION	**1,500.0000**	**46.8000**	**70,200.00**	**<1%**	**23,445.00**	**1.28%**	**900.00**
SYMBOL. AON	1,500.0000	31.1700	46,755 00	10/17/05	23,445 00	2266	Long-Term

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ATTACHMENT A

Investment Detail - Equities (continued)

Accounting Method
Equities· Tax Lot Optimizer™

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
ACCENTURE PLC CL A F	**1,700.0000**	**53.2300**	**90,491.00**	**<1%**	**39,933.00**	**2.53%**	**2,295.00**
SYMBOL ACN	1,700 0000	29 7400	50,558.00	02/26/09	39,933 00	1038	Long-Term
ANADARKO PETROLEUM CORP	**1,300.0000**	**76.3300**	**99,229.00**	**<1%**	**3,044.20**	**0.47%**	**468.00**
SYMBOL: APC	100 0000	73.9890	7,398 90	12/15/11	234.10	16	Short-Term
	100 0000	73 9890	7,398 90	12/15/11	234.10	16	Short-Term
	200 0000	73.9890	14,797 80	12/15/11	468 20	16	Short-Term
	900 0000	73 9880	66,589.20	12/15/11	2,107.80	16	Short-Term
Cost Basis			*96,184 80*				
BANK OF AMERICA CORP	**2,200.0000**	**5.5600**	**12,232.00**	**<1%**	**(89,097.00)**	**0.71%**	**88.00**
SYMBOL BAC	500 0000	45.7500	22,875 00	11/03/04	(20,095 00)	2614	Long-Term
	1,000 0000	45 7500	45,750.00	11/03/04	(40,190 00)	2614	Long-Term
	700 0000	46 7200	32,704.00	02/07/05	(28,812 00)	2518	Long-Term
Cost Basis			*101,329.00*				
BRISTOL-MYERS SQUIBB CO	**2,000.0000**	**35.2400**	**70,480.00**	**<1%**	**16,702.00**	**3.74%**	**2,640.00**
SYMBOL· BMY	2,000 0000	26 8890	53,778 00	09/08/10	16,702 00	479	Long-Term
C V S CAREMARK CORP	**1,500.0000**	**40.7800**	**61,170.00**	**<1%**	**4,245.30**	**1.22%**	**750.00**
SYMBOL CVS	150 0000	37 9480	5,692 20	05/12/11	424 80	233	Short-Term
	1,350 0000	37 9500	51,232 50	05/12/11	3,820 50	233	Short-Term
Cost Basis			*56,924 70*				
CHEVRON CORPORATION	**950.0000**	**106.4000**	**101,080.00**	**1%**	**26,397.95**	**3.04%**	**3,078.00**
SYMBOL CVX	700 0000	78 9390	55,257.30	08/03/10	19,222 70	515	Long-Term
	250 0000	77 6990	19,424.75	09/08/10	7,175 25	479	Long-Term
Cost Basis			*74,682 05*				

ATTACHMENT A

Accounting Method
Equities· Tax Lot Optimizer ™

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
CHUBB CORPORATION	**1,500.0000**	**69.2200**	**103,830.00**	**1%**	**46,074.25**	**2.25%**	**2,340.00**
SYMBOL CB	350 0000	36 4950	12,773 25	11/03/04	11,453 75	2614	Long-Term
	900 0000	36 5000	32,850.00	11/03/04	29,448 00	2614	Long-Term
	50 0000	48.5300	2,426.50	09/24/09	1,034 50	828	Long-Term
	200 0000	48 5300	9,706 00	09/24/09	4,138 00	828	Long-Term
Cost Basis			*57,755 75*				
CONOCOPHILLIPS	**2,000.0000**	**72.8700**	**145,740.00**	**1%**	**43,762.00**	**3.62%**	**5,280.00**
SYMBOL· COP	2,000 0000	50 9890	101,978.00	12/28/09	43,762 00	733	Long-Term
COSTCO WHSL CORP NEW	**1,000.0000**	**83.3200**	**83,320.00**	**<1%**	**20,492.00**	**1.15%**	**960.00**
SYMBOL COST	1,000 0000	62 8280	62,828 00	10/28/10	20,492 00	429	Long-Term
E M C CORP MASS	**4,000.0000**	**21.5400**	**86,160.00**	**<1%**	**6,000.00**	**0.00%**	**0.00**
SYMBOL EMC	4,000 0000	20 0400	80,160 00	09/08/10	6,000 00	479	Long-Term
HOME DEPOT INC	**3,000.0000**	**42.0400**	**126,120.00**	**1%**	**7,410.00**	**2.75%**	**3,480.00**
SYMBOL HD	3,000 0000	39 5700	118,710.00	12/15/11	7,410.00	16	Short-Term
INTL BUSINESS MACHINES	**1,000.0000**	**183.8800**	**183,880.00**	**2%**	**92,177.00**	**1.63%**	**3,000.00**
SYMBOL IBM	100.0000	91 6900	9,169 00	11/03/04	9,219.00	2614	Long-Term
	100 0000	91 7000	9,170 00	11/03/04	9,218.00	2614	Long-Term
	100 0000	91.7100	9,171 00	11/03/04	9,217.00	2614	Long-Term
	200 0000	91.6900	18,338.00	11/03/04	18,438.00	2614	Long-Term
	500 0000	91 7100	45,855.00	11/03/04	46,085.00	2614	Long-Term
Cost Basis			*91,703 00*				
JABIL CIRCUIT INC	**2,500.0000**	**19.6600**	**49,150.00**	**<1%**	**(4,297.50)**	**1.62%**	**800.00**
SYMBOL JBL	2,500 0000	21.3790	53,447.50	03/29/11	(4,297 50)	277	Short-Term
MC DONALDS CORP	**1,000.0000**	**100.3300**	**100,330.00**	**<1%**	**44,123.00**	**2.79%**	**2,800.00**
SYMBOL· MCD	1,000 0000	56 2070	56,207.00	10/11/07	44,123.00	1542	Long-Term

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Investment Detail - Equities (continued)

Accounting Method
Equities. Tax Lot Optimizer ™

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
MCKESSON CORPORATION	**2,000.0000**	**77.9100**	**155,820.00**	**2%**	**70,400.00**	**1.02%**	**1,600.00**
SYMBOL MCK	2,000 0000	42.7100	85,420 00	06/15/05	70,400 00	2390	Long-Term
MEADWESTVACO CORPORATION	**1,500.0000**	**29.9500**	**44,925.00**	**<1%**	**256.33**	**3.33%**	**1,500.00**
SYMBOL MWV	100 0000	29 7797	2,977.97	03/29/11	17 03	277	Short-Term
	100 0000	29 7800	2,978 00	03/29/11	17 00	277	Short-Term
	300 0000	29 7790	8,933 70	03/29/11	51 30	277	Short-Term
	1,000 0000	29.7790	29,779.00	03/29/11	171 00	277	Short-Term
Cost Basis			*44,668 67*				
OCEANEERING INTL INC	**1,000.0000**	**46.1300**	**46,130.00**	**<1%**	**2,206.50**	**1.30%**	**600.00**
SYMBOL OII	200 0000	43.9220	8,784 40	03/29/11	441 60	277	Short-Term
	200 0000	43 9220	8,784 40	03/29/11	441 60	277	Short-Term
	200 0000	43 9245	8,784 90	03/29/11	441 10	277	Short-Term
	400 0000	43 9245	17,569.80	03/29/11	882 20	277	Short-Term
Cost Basis			*43,923 50*				
P P G INDUSTRIES INC	**1,000.0000**	**83.4900**	**83,490.00**	**<1%**	**14,496.00**	**2.73%**	**2,280.00**
SYMBOL PPG	200.0000	68 9940	13,798.80	10/03/11	2,899 20	89	Short-Term
	800 0000	68 9940	55,195.20	10/03/11	11,596 80	89	Short-Term
Cost Basis			*68,994 00*				
TE CONNECTIVITY LTD F	**1,700.0000**	**30.8100**	**52,377.00**	**<1%**	**3,758.70**	**2.33%**	**1,224.00**
SYMBOL TEL	1,700 0000	28 5990	48,618.30	06/02/10	3,758 70	577	Long-Term
TYCO INTL LTD NEW F	**3,000.0000**	**46.7100**	**140,130.00**	**1%**	**59,310.00**	**2.14%**	**3,000.00**
SYMBOL TYC	3,000 0000	26 9400	80,820.00	06/15/09	59,310 00	929	Long-Term

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THE BURNING FOUNDATION
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PART II, LINE 10B

Investment Detail - Equities (continued)

Accounting Method
Equities Tax Lot Optimizer ™

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share		Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
XEROX CORP	**6,500.0000**	**7.9600**		**51,740.00**	**<1%**	**(6,630.00)**	**2.13%**	**1,105.00**
SYMBOL XRX	50 0000	8 9800		449 00	09/08/10	(51 00)	479	Long-Term
	6,450 0000	8 9800		57,921 00	09/08/10	(6,579 00)	479	Long-Term
Cost Basis				*58,370 00*				
Total Equities	43,850.0000		1	1,958,024.00	19%	424,208.73		40,188.00
		Total Cost Basis:	2	1,533,815.27				

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only The actual income and yield might be lower or higher than the estimated amounts EY is based upon EAI and the current price of the security and will fluctuate For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate

Investment Detail - Mutual Funds

Accounting Method
Mutual Funds Average

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
LOOMIS SAYLES BOND FUND ◊ CL I SYMBOL LSBDX	12,097 5390	13 9300	168,518 72	2%	13 62	164,795 05	3,723 67
PIMCO TOTAL RETURN FUND ◊ INSTL CL SYMBOL· PTTRX	27,533 4450	10 8700	299,288.55	3%	10 91	300,522 28	(1,233.73)
VANGUARD INFLATION ◊ PROTECTED SECURITIES FD SYMBOL VIPSX	7,995 1810	14 1100	112,812 00	1%	11 62	92,913 13	19,898 87

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Accounting Method
Mutual Funds Average

Investment Detail - Mutual Funds (continued)

Bond Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
VANGUARD INTERM TERM ◊ INVESTMENT GRADE ADMIRAL SHARE SYMBOL. VFIDX	20,522 6770	9 9900	205,021.54	2%	9 06	186,027.71	18,993 83
VANGUARD SHORT TERM ◊ INVESTMENT GRADE FUND ADMIRAL SYMBOL VFSUX	31,935 7800	10 6400	339,796 70	3%	10.66	340,438 95	(642 25)
VANGUARD TOTAL BD MKT ◊ INDEX SIGNAL SYMBOL VBTSX	19,385 4770	11 0000	213,240 25	2%	10.70	207,340.74	5,899 51
Total Bond Funds	119,470.0990		1,338,677.76	13%		1,292,037.86	46,639.90

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
ARTISAN INTL VALUE FUND ◊ SYMBOL ARTKX	7,644 2920	25.0900	191,795 29	2%	22.79	174,224 68	17,570 61
COLUMBIA ACORN FUND ◊ CL Z SYMBOL ACRNX	11,580 1740	27 5600	319,149 60	3%	27 93	323,441 33	(4,291 73)
GABELLI SMALL CAP GROWTH ◊ FUND CL AAA SYMBOL· GABSX	15,582 8500	31 4800	490,548 12	5%	26 40	411,464 84	79,083 28
LAUDUS GROWTH INVESTORS ◊ U S LARGE CAP GROWTH FD SYMBOL LGILX	62,831 3560	12 4400	781,622 07	8%	11 42	717,291 23	64,330 84

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THE BURNING FOUNDATION
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Investment Detail - Mutual Funds (continued)

Accounting Method
Mutual Funds. Average

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
MANNING & NAPIER INTL ◊ SERIES SYMBOL· EXITX	37,634 4090	7 6000	286,021.51	3%	7.44	280,000 00	6,021.51
MATTHEWS PACIFIC TIGER ◊ FUND SYMBOL. MAPTX	17,699 1870	20.3300	359,824 47	4%	13.91	246,164 95	113,659 52
OAKMARK INTL FD CLASS I ◊ SYMBOL OAKIX	133 1800	16 5500	2,204.13	<1%	20.51	2,730 90	(526 77)
PERKINS MID CAP VALUE FD ◊ CL T SYMBOL JMCVX	21,494 7320	20.1900	433,978.64	4%	21 75	467,514 89	(33,536.25)
PIMCO ALL ASSET INSTL CL ◊ SYMBOL PAAIX	26,817 2910	11 5400	309,471 54	3%	11 91	319,280 18	(9,808 64)
SCOUT INTL FD ◊ SYMBOL· UMBWX	21,380 5920	27 9700	598,015 16	6%	24 04	513,967 68	84,047 48
VANGUARD INTL EXPLORER ◊ INVESTOR SHARE SYMBOL VINEX	19,722 6250	12 8200	252,844 05	3%	8 03	158,450 45	94,393 60
Total Equity Funds	242,520.6880		4,025,474.58	40%		3,614,531.13	410,943.45
Total Mutual Funds	361,990.7870	1	5,364,152.34	53%	2	4,906,568.99	457,583.35

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THE BURNING FOUNDATION
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Investment Detail - Other Assets

Accounting Method
Other Assets. Tax Lot Optimizer ™

Other Assets	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
ISHARES MSCI AUS IDX FD	**2,500.0000**	**21.4400**	**53,600.00**	**<1%**	**(1,400.00)**		
AUSTRALIA INDEX FUND	2,500 0000	22 0000	55,000.00	12/15/11	(1,400.00)	16	Short-Term
SYMBOL EWA							
ISHARES MSCI CDA IDX FD	**3,000.0000**	**26.6000**	**79,800.00**	**<1%**	**3,180.00**		
CANADA INDEX FUND	3,000 0000	25.5400	76,620.00	12/15/11	3,180 00	16	Short-Term
SYMBOL EWC							
ISHARES S&P 500 GROWTH	**4,500.0000**	**67.4300**	**303,435.00**	**3%**	**33,842.70**		
S&P 500 GROWTH INDEX FD	900 0000	59 9090	53,918.10	10/03/11	6,768 90	89	Short-Term
SYMBOL IVW	900 0000	59.9090	53,918 10	10/03/11	6,768 90	89	Short-Term
	900 0000	59 9090	53,918.10	10/03/11	6,768 90	89	Short-Term
	1,800 0000	59 9100	107,838 00	10/03/11	13,536 00	89	Short-Term
Cost Basis			*269,592 30*				
ISHARES TR DJ US TELECOM	**5,000.0000**	**21.0000**	**105,000.00**	**1%**	**5,700.00**		
DOW JONES U S TELECOMMUN	1 0000	19 8600	19 86	12/16/09	1 14	745	Long-Term
SECTOR INDEX FUND	151 0000	19 8600	2,998 86	12/16/09	172 14	745	Long-Term
SYMBOL· IYZ	247.0000	19 8600	4,905 42	12/16/09	281.58	745	Long-Term
	2,032 0000	19 8600	40,355 52	12/16/09	2,316 48	745	Long-Term
	2,569.0000	19 8600	51,020.34	12/16/09	2,928.66	745	Long-Term
Cost Basis			*99,300 00*				
POWERSHS EXCH TRAD FD TR	**1,000.0000**	**37.1300**	**37,130.00**	**<1%**	**(16,366.00)**		
EMERGING INFRASTRUCTURE	100 0000	53 4600	5,346 00	05/12/11	(1,633.00)	233	Short-Term
PORTFOLIO	400 0000	53 5000	21,400 00	05/12/11	(6,548.00)	233	Short-Term
SYMBOL PXR	500 0000	53 5000	26,750 00	05/12/11	(8,185 00)	233	Short-Term
Cost Basis			*53,496.00*				
POWERSHS EXCH TRAD FD TR	**15,000.0000**	**54.5800**	**818,700.00**	**8%**	**71,863.50**		
POWERSHARES FTSE RAFI	15,000 0000	49 7891	746,836 50	08/03/10	71,863 50	515	Long-Term
US 1000 PORTFOLIO							
SYMBOL· PRF							

ATTACHMENT A

Investment Detail - Other Assets (continued)

Accounting Method
Other Assets· Tax Lot Optimizer ™

Other Assets (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
SECTOR SPDR FINCL SELECT	**8,500.0000**	**13.0000**	**110,500.00**	**1%**	**13,940.00**		
SHARES OF BENEFICIAL INT	8,500 0000	11 3600	96,560 00	10/03/11	13,940.00	89	Short-Term
SYMBOL XLF							
SECTOR SPDR INDL SELECT	**3,300.0000**	**33.7500**	**111,375.00**	**1%**	**(9,900.00)**		
SHARES OF BENEFICIAL INT	3,300 0000	36 7500	121,275.00	07/20/11	(9,900.00)	164	Short-Term
SYMBOL XLI							
VANGUARD VALUE	**10,000.0000**	**52.4900**	**524,900.00**	**5%**	**105,341.00**		
SYMBOL. VTV	4,100 0000	41 9500	171,995.00	12/17/08	43,214.00	1109	Long-Term
	5,900 0000	41.9600	247,564 00	12/17/08	62,127.00	1109	Long-Term
Cost Basis			*419,559.00*				
WISDOMTREE INTL DIV	**4,000.0000**	**39.5800**	**158,320.00**	**2%**	**5,422.50**		
EX FINANCIALS FUND	362.0000	37 2700	13,491 74	10/03/11	836 22	89	Short-Term
SYMBOL· DOO	500 0000	37 2690	18,634 50	10/03/11	1,155 50	89	Short-Term
	638.0000	37 2700	23,778 26	10/03/11	1,473 78	89	Short-Term
	700 0000	38 7900	27,153 00	12/15/11	553 00	16	Short-Term
	900.0000	38 8000	34,920 00	12/15/11	702.00	16	Short-Term
	900 0000	38.8000	34,920.00	12/15/11	702 00	16	Short-Term
Cost Basis			*152,897.50*				
WISDOMTREE TRUST	**2,900.0000**	**50.3060**	**145,887.40**	**1%**	**6,909.00**		
SMALLCAP EARNINGS	100 0000	55 0600	5,506 00	05/12/11	(475 40)	233	Short-Term
SYMBOL. EES	100 0000	55 2200	5,522.00	05/12/11	(491 40)	233	Short-Term
	100 0000	55.2500	5,525.00	05/12/11	(494.40)	233	Short-Term
	100 0000	55 3100	5,531 00	05/12/11	(500.40)	233	Short-Term
	100 0000	55 3400	5,534 00	05/12/11	(503 40)	233	Short-Term

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THE BURNING FOUNDATION
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Investment Detail - Other Assets (continued)

Accounting Method
Other Assets: Tax Lot Optimizer ™

Other Assets (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
WISDOMTREE TRUST	200 0000	55 2600	11,052 00	05/12/11	(990 80)	233	Short-Term
	1,000 0000	41 5660	41,566.00	10/03/11	8,740.00	89	Short-Term
	1,200 0000	48 9520	58,742 40	12/15/11	1,624 80	16	Short-Term
Cost Basis			*138,978 40*				
Total Other Assets	59,700.0000	1	2,448,647.40	24%	218,532.70		
		Total Cost Basis: 2	2,230,114.70				

Σ 1 FMV OF SECURITIES: $9,770,823

Σ 2 BOOK VALUE: $8,670,498

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THE BURNING FOUNDATION
EIN: 91-1815335
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PART XV, LINE 2

The Burning Foundation

APPLICATION GUIDELINES

Foundation Policies

We will support:

- Environmental 501(c)(3) groups throughout Washington and Oregon who meet the stated areas of interest.
  (Most of the annual foundation grants will be made in the environmental category.)
- Nonprofit 501(c)(3) groups in Washington state that meet the stated areas of interest regarding teen pregnancy prevention.
- Grants are made for general operating expenses and/or special projects.
- **Multi-Year Policy**:
  Groups who have received Burning funding for 3 out of 5 previous years may apply for a 3-year grant. Trustees may select one or two each funding cycle, based on an effective track record and a clear, achievable plan for future accomplishments. $20,000 year one, $20,000 year two, less than $20,000 year three. Trustees will make a site visit to each multi-year applicant accepted for consideration. An annual report is required, but in years 2 and 3 a brief update letter and budget summary will substitute for a pre-application and full proposal. (See When to Apply, below.)

We will *NOT* support:

- Requests for research projects or scholarships.
- Book, video, film, or web productions, unless the production is an essential component of the funded project.
- Requests from schools, universities, or their fundraising affiliates
- Computer, software, or office equipment purchases.
- Programs related to energy conservation, alternative energy, nuclear waste, or global warming.
- Land/property purchase, or capital campaigns for building construction or renovations.
- Requests related to gardening programs, or the creation or renovation of urban or community parks.
- We no longer accept proposals for environmental education programs

Average grant size: $5,000 to $12,000. Approximately $400,000 is granted each year.

Application Procedure

Please submit all narrative and budget information in hard-copy form by mail, **as well as** electronically via e-mail to OgleFounds@aol.com
Supplemental information may be included only with the hard-copy mailing

Letter of Interest. Before submitting a complete proposal, please send a one or two-page letter describing the project for which you are seeking support. Explain any relationship with sponsoring or coalition organizations. Attach a brief project budget and your current annual organizational budget — actual and projected income and expenses. (If the project is sponsored by a larger organization, include that organization's income/expense budget as well.)

ATTACHMENT B

Full Proposals. If you are invited to submit a full proposal, please prepare the following information. (The foundation will also accept the Common Grant Application developed by Philanthropy Northwest.)

Narrative, not to exceed four pages Clearly describe the strategies your project or organization will use to address the proposed issues Explain why your approach was selected. Describe your organization's special niche in your community. Discuss the general work-plan for the one-year grant period, and how you will evaluate the success/effectiveness of your project. If you are describing a particular geographical area, please include either a map or a clear description of the area's location.

Budget summary.For general operating support, submit a current year organizational budget (actual & projected sources of income). If you are requesting project support, provide a budget for both the project and the larger organization. Also submit the previous year financial statements, indicating actual year-end figures for both income and expenses. If there is an increase of 15% or higher in any income category (foundations, corporations, events etc.) between last year's actual figures and this year's budgeted figures, please explain your strategies to reach the income goal.

A copy of the following: **IRS 501(c)(3)** notification letter, list of **Board** members and their associations, and **optional additional information**: newsletters, press coverage, brochures Please do not send tapes or videos unless requested.

Multi-Year Proposals.

Narrative, not to exceed four pages, describing goals, strategies, and workplan for the three year grant period. Also provide a proposed budget for the three year period, including likely sources of funding. As only one or two groups will be selected, we also want to be clear about your request for single-year funding – therefore please attach a very brief one-page description (bullet-point summary okay) of the amount you would request and how you would use a single-year grant.

Due-date: Instead of submitting a brief pre-application, full multiyear proposals are due at the **pre-application deadline**. If your project is not selected for multi-year consideration, the one-page summary of a one-year project will serve as a pre-application letter. All multi-year applicants will automatically be considered for funding when trustees review full proposals. Current multi-year grantees should submit a brief year-end update letter and budget summary at the pre-application deadline in lieu of a full proposal.

Years 2 and 3: Please submit a brief year-end report (including actual year-end budget) at the full proposal deadline. Trustees will review this report prior to allocating funding for years two and three.

When to Apply

BothHard-copy materials and e-mail attachment copies must be **received** by the following deadlines, so please mail accordingly (Regular delivery mail, please, not requiring a signature.) Incomplete applications will be forwarded to the next funding cycle pending receipt of missing materials. Staple and/or clip all materials into a single packet Remember to send your narrative and budget information via e-mail to OgleFounds@aol com.

	Letters of Interest	Full Proposals	Grants Announced
Spring Cycle	3rd Wed. of Jan	1st Wed. of March	1st Wed. of May

Fall Cycle	3rd Wed. of Aug.	1st Wed. of Oct.	4th Wed. of Nov.

Foundation Contact

Initial contact may be by phone, or by submitting a letter of interest if your organization meets foundation areas of interest and policies.

Contact: Therese Ogle, Grants Consultant
Address: 6723 Sycamore Ave NW, Seattle, WA 98117
Phone: (206) 781-3472
Fax: (206) 784-5987
E-mail: OgleFounds@aol.com

Areas of Interest | Application Guidelines | Sample Grants
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