Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning OCT 1, 2011 and ending SEP 30, 2012

B Check if applicable: [ ] Address change [X] Name change [ ] Initial return [ ] Terminated [ ] Amended return [ ] Application pending

C Name of organization: TREEHOUSE

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address): 2100 24TH AVENUE SOUTH NO. 220 Room/suite

City or town, state or country, and ZIP + 4: SEATTLE, WA 98144

D Employer identification number: 91-1425676

E Telephone number: (206) 767-7000

G Gross receipts $ 10,091,144.

F Name and address of principal officer: JANIS AVERY 2100 24TH AVENUE SOUTH, NO. 220, SEATTLE, WA

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) Are all affiliates included? [ ] Yes [ ] No If "No," attach a list. (see instructions)

I Tax-exempt status: [X] 501(c)(3) [ ] 501(c) ( ) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

J Website: ▶ WWW.TREEHOUSE4KIDS.ORG

H(c) Group exemption number ▶

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation: 1988 **M** State of legal domicile: WA

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: FOUNDED IN 1988, TREEHOUSE'S MISSION IS GIVING FOSTER KIDS A CHILDHOOD AND A FUTURE THROUGH

2 Check this box ▶ [ ] if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	26
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	26
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	116
6	Total number of volunteers (estimate if necessary)	6	1924
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

		Prior Year	Current Year
Revenue			
8	Contributions and grants (Part VIII, line 1h)	4,503,275.	5,585,555.
9	Program service revenue (Part VIII, line 2g)	943,898.	839,835.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	57,129.	75,435.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	742,724.	889,221.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	6,247,026.	7,390,046.
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	642,202.	708,177.
14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	3,407,608.	3,601,228.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 933,363.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	2,596,782.	2,519,627.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	6,646,592.	6,829,032.
19	Revenue less expenses. Subtract line 18 from line 12	<399,566.>	561,014.
Net Assets or Fund Balances		**Beginning of Current Year**	**End of Year**
20	Total assets (Part X, line 16)	6,373,368.	7,579,376.
21	Total liabilities (Part X, line 26)	245,876.	232,873.
22	Net assets or fund balances. Subtract line 21 from line 20	6,127,492.	7,346,503.

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IRS-OSC 809

SCANNED SEP 1 0 2013

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here

▶ Signature of officer — Date 7/30/2013

▶ JANIS AVERY, CEO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
JOLENE G. COX	Jolene G. Cox	07/25/13		

Firm's name ▶ DELOITTE TAX LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 925 FOURTH AVENUE, SUITE 3300 SEATTLE, WA 98104-1126 — Phone no (206) 716-7000

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [ ] No

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

2-17 17

Part III | Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission:
FOUNDED IN 1988, TREEHOUSE'S MISSION IS GIVING FOSTER KIDS A CHILDHOOD AND A FUTURE THROUGH PROGRAMS THAT HELP THEM SUCEED IN SCHOOL, MEET KEY MATERIAL NEEDS AND PROVIDE IMPORTANT CHILDHOOD EXPERIENCES THAT EVERY KID DESERVES. FUNDING IS RECEIVED PRIMARILY FROM INDIVIDUALS,

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses $ 1,607,903. including grants of $ 1,043,280.) (Revenue $ 1,029,917.)
WEARHOUSE: THE TREEHOUSE WEARHOUSE RECEIVES AND DISTRIBUTES DONATED ITEMS, BOTH NEW AND GENTLY USED, SUCH AS CLOTHING, TOYS, SCHOOL SUPPLIES, CAR SEATS, COMPUTERS AND BOOKS TO FOSTER CHILDREN. WASHINGTON STATE REIMBURSES FOSTER PARENTS FOR ONLY ABOUT 60% OF THE ACTUAL COST OF RAISING A CHILD, LEAVING A HUGE GAP FOR CAREGIVERS. OUR WEARHOUSE IS A FREE STORE THAT HELPS FILL THE GAP. FOSTER FAMILIES CAN SHOP MULTIPLE TIMES PER CALENDAR YEAR AND THE WEARHOUSE ALSO ACCOMMODATES "EMERGENCY SHOPPING" FOR KIDS WHO ARE REMOVED FROM HOME OR FORCED TO CHANGE PLACEMENTS, OFTEN WITH NOTHING MORE THAN THE CLOTHES ON THEIR BACKS. THE PROGRAM SERVED 1,691 CHILDREN DURING THE YEAR.

4b (Code) (Expenses $ 1,522,359. including grants of $ 44,466.) (Revenue $ 606,825.)
EDUCATION ENGAGEMENT: EDUCATION ENGAGEMENT ENCOMPASSES VARIOUS PROGRAMS THAT PROVIDE EDUCATION CASE MANAGEMENT, INTENSIVE ACADEMIC ADVISING, TUTORING AND COLLEGE AND CAREER PLANNING TO FOSTER YOUTH IN MIDDLE AND HIGH SCHOOL TO HELP THEM GRADUATE HIGH SCHOOL AND PLAN FOR THEIR FUTURE. AFTER-SCHOOL, DROP-IN TUTORING, HOMEWORK HELP AND CREDIT RETRIEVAL PROGRAMS ARE AVAILABLE YEAR-ROUND AT THE TREEHOUSE LEARNING CENTER, INCLUDING SUMMER ACADEMY, A 5-WEEK PROGRAM THAT COMBINES ACADEMIC REMEDIATION, CAREER EXPLORATION AND ENRICHMENT ACTIVITIES.

4c (Code) (Expenses $ 1,223,201. including grants of $ 0.) (Revenue $ 825,317.)
EDUCATIONAL ADVOCACY: TREEHOUSE EDUCATIONAL ADVOCATES WORK WITH STUDENTS, CAREGIVERS, SOCIAL WORKERS AND SCHOOLS TO PROTECT FOSTER KIDS' EDUCATIONAL RIGHTS AND REMOVE BARRIERS. EDUCATIONAL ADVOCACY OPERATES STATEWIDE UNDER A CONTRACT WITH THE WASHINGTON CHILDREN'S ADMINISTRATION. ADVOCATES' WORK INCLUDES: (1) ACCESSING TESTING AND EDUCATION-RELATED SUPPORT SERVICES, INCLUDING SPECIAL EDUCATION. (2) PREVENTING SCHOOL CHANGES WHEN STUDENTS' HOME PLACEMENTS CHANGE. (3) PAVING THE WAY FOR SEAMLESS TRANSITIONS WHEN SCHOOL CHANGES ARE UNAVOIDABLE. (4) MINIMIZE THE EFFECTS OF DISCIPLINARY ACTION THAT KEEP STUDENTS OUT OF SCHOOL. AND (5)TRAINING CAREGIVERS, SOCIAL WORKERS AND STUDENTS TO ADVOCATE FOR STUDENTS' EDUCATIONAL RIGHTS. THE PROGRAM SERVED 1,537 CHILDREN DURING THE YEAR.

4d Other program services (Describe in Schedule O.)
(Expenses $ 1,124,197. including grants of $ 747,787.) (Revenue $ 1,045,771.)

4e **Total program service expenses** ▶ 5,477,660.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors*?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	X	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22	X	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K If "No", go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

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Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	40		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	116		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a		X
b	If "Yes," enter the name of the foreign country: ▶					
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g	N/A	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h	N/A	
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? N/A			8		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966? N/A			9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person? N/A			9b		
10	**Section 501(c)(7) organizations.** Enter:					
a	Initiation fees and capital contributions included on Part VIII, line 12 N/A	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter:					
a	Gross income from members or shareholders N/A	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year N/A	12b				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state? N/A			13a		
	Note. See the instructions for additional information the organization must report on Schedule O.					
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b		

Form **990** (2011)

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Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions.*

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	26		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.				
b	Enter the number of voting members included in line 1a, above, who are independent	1b	26		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2			X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3			X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6	Did the organization have members or stockholders?	6			X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a			X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b			X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?	8a		X	
b	Each committee with authority to act on behalf of the governing body?	8b		X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9			X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization	15b	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶WA

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection Indicate how you made these available. Check all that apply.

[X] Own website [ ] Another's website [X] Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

JANIS AVERY - (206) 767-7000

2100 24TH AVENUE S. SUITE 220, SEATTLE, WA 98144

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

[X] Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) LISA HOYT DIRECTOR	1.00	X						0.	0.	0.
(2) TESS THOMAS DIRECTOR	1.00	X						0.	0.	0.
(3) WENDY TRUITT DIRECTOR	1.00	X						0.	0.	0.
(4) JAMES WILLIAMS DIRECTOR	1.00	X						0.	0.	0.
(5) KELLY BURKE DIRECTOR	1.00	X						0.	0.	0.
(6) EDEN WAGGONER DIRECTOR	1.00	X						0.	0.	0.
(7) JULI FARRIS DIRECTOR	1.00	X						0.	0.	0.
(8) HEATHER GIACOLETTO DIRECTOR	1.00	X						0.	0.	0.
(9) JOHN MCGLYNN SECRETARY	1.00	X		X				0.	0.	0.
(10) PAUL ABODEELY VICE PRESIDENT	1.00	X		X				0.	0.	0.
(11) NICHOLE BOCKNER DIRECTOR	1.00	X						0.	0.	0.
(12) JOHN ENSLEIN TREASURER	1.00	X		X				0.	0.	0.
(13) TANA GALL DIRECTOR	1.00	X						0.	0.	0.
(14) SUZANNE GREER DIRECTOR	1.00	X						0.	0.	0.
(15) ANNE MARIE KESSLER DIRECTOR	1.00	X						0.	0.	0.
(16) LINDA WHATLEY DIRECTOR	1.00	X						0.	0.	0.
(17) AMY MULLINS DIRECTOR	1.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(18) LINDA HUNTER PRESIDENT	1.00	X		X				0.	0.	0.
(19) ALEXANDRA BROOKSHIRE PRESIDENT-ELECT	1.00	X		X				0.	0.	0.
(20) KATHY ELIAS VICE PRESIDENT	1.00	X		X				0.	0.	0.
(21) JANE FREDRICKSEN VICE PRESIDENT	1.00	X		X				0.	0.	0.
(22) CINDY PAUR SINGLETON VICE PRESIDENT	1.00	X		X				0.	0.	0.
(23) KELLANNE HENRY VICE PRESIDENT	1.00	X		X				0.	0.	0.
(24) TIM DAVIS DIRECTOR	1.00	X						0.	0.	0.
(25) STEVE PETERSEN DIRECTOR	1.00	X						0.	0.	0.
(26) KEN WITHEE DIRECTOR	1.00	X						0.	0.	0.
1b Sub-total ▶								0.	0.	0.
c Total from continuation sheets to Part VII, Section A ▶								216,994.	0.	11,948.
d Total (add lines 1b and 1c) ▶								216,994.	0.	11,948.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 2

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address NONE	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 0

SEE PART VII, SECTION A CONTINUATION SHEETS

8B

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(27) JANIS AVERY CHIEF EXECUTIVE OFFICER	40.00					X		112,808.	0.	5,974.
(28) DAWN RAINS COO	40.00					X		104,186.	0.	5,974.
Total to Part VII, Section A, line 1c								216,994.		11,948.

132201 05-01-11

Part VIII Statement of Revenue

					(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c	194,020.				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	5,391,535.				
	g	Noncash contributions included in lines 1a-1f $ 1,164,037.						
	h	**Total.** Add lines 1a-1f ▶			5,585,555.			
Program Service Revenue			Business Code					
	2 a	FAMILY SERVICE PROJECT	900099		839,835.	839,835.		
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	**Total.** Add lines 2a-2f ▶			839,835.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶			75,435.			75,435.
	4	Income from investment of tax-exempt bond proceeds ▶						
	5	Royalties ▶						
			(i) Real	(ii) Personal				
	6 a	Gross rents						
	b	Less: rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss) ▶						
			(i) Securities	(ii) Other				
	7 a	Gross amount from sales of assets other than inventory	2625050.					
	b	Less: cost or other basis and sales expenses	2625050.					
	c	Gain or (loss)	0.					
	d	Net gain or (loss) ▶			0.			
	8 a	Gross income from fundraising events (not including $ 194,020. of contributions reported on line 1c). See Part IV, line 18	a	965,269.				
	b	Less: direct expenses	b	76,048.				
	c	Net income or (loss) from fundraising events ▶			889,221.			889,221.
	9 a	Gross income from gaming activities. See Part IV, line 19	a					
	b	Less: direct expenses	b					
	c	Net income or (loss) from gaming activities ▶						
	10 a	Gross sales of inventory, less returns and allowances	a					
	b	Less: cost of goods sold	b					
	c	Net income or (loss) from sales of inventory ▶						
		Miscellaneous Revenue	Business Code					
	11 a							
	b							
	c							
	d	All other revenue						
	e	**Total.** Add lines 11a-11d ▶						
	12	**Total revenue.** See instructions ▶			7,390,046.	839,835.	0.	964,656.

132009 01-23-12

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question in this Part IX ☐

	Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	39,757.	39,757.		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	668,420.	668,420.		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	228,940.	118,781.		110,159.
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	2,725,057.	2,189,315.	147,960.	387,782.
8	Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits	349,568.	286,309.	11,932.	51,327.
10	Payroll taxes	297,663.	237,692.	12,772.	47,199.
11	Fees for services (non-employees):				
a	Management				
b	Legal				
c	Accounting	10,836.		10,836.	
d	Lobbying	3,524.	3,524.		
e	Professional fundraising services. See Part IV, line 17				
f	Investment management fees				
g	Other	71,895.	23,085.	759.	48,051.
12	Advertising and promotion	18,235.			18,235.
13	Office expenses	290,521.	177,750.	16,710.	96,061.
14	Information technology	41,248.	24,255.	4,052.	12,941.
15	Royalties				
16	Occupancy	395,721.	211,600.	151,173.	32,948.
17	Travel	70,274.	66,549.	973.	2,752.
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	23,684.	10,478.	2,771.	10,435.
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	68,421.	36,256.	23,947.	8,218.
23	Insurance	20,218.	10,714.	7,076.	2,428.
24	Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	IN KIND	1,266,467.	1,217,714.	907.	47,846.
b	CONTRACTUAL SVC	187,598.	123,024.	18,851.	45,723.
c	STAFF TRAINING	32,581.	21,932.	4,250.	6,399.
d	MISCELLANEOUS	13,477.	8,153.	1,504.	3,820.
e	All other expenses	4,927.	2,352.	1,536.	1,039.
25	**Total functional expenses.** Add lines 1 through 24e	6,829,032.	5,477,660.	418,009.	933,363.
26	**Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	2,578,295.	1	2,799,576.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net	266,800.	3	632,837.
	4	Accounts receivable, net	220,815.	4	478,421.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	278,428.	8	225,286.
	9	Prepaid expenses and deferred charges	35,832.	9	36,038.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a: 970,520.			
	b	Less: accumulated depreciation — 10b: 848,982.	171,118.	10c	121,538.
	11	Investments - publicly traded securities	2,671,699.	11	3,116,011.
	12	Investments - other securities See Part IV, line 11		12	
	13	Investments - program-related See Part IV, line 11	150,381.	13	169,669.
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11		15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	6,373,368.	16	7,579,376.
Liabilities	17	Accounts payable and accrued expenses	245,876.	17	232,873.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	245,876.	26	232,873.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	3,053,193.	27	2,920,584.
	28	Temporarily restricted net assets	402,600.	28	1,309,908.
	29	Permanently restricted net assets	2,671,699.	29	3,116,011.
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	6,127,492.	33	7,346,503.
	34	Total liabilities and net assets/fund balances	6,373,368.	34	7,579,376.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI [X]

1	Total revenue (must equal Part VIII, column (A), line 12)	1	7,390,046.
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,829,032.
3	Revenue less expenses. Subtract line 2 from line 1	3	561,014.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,127,492.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	657,997.
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	7,346,503.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII [X]

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] Accrual [ ] Other ______ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: [X] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047
2011
Open to Public Inspection

Name of the organization TREEHOUSE
Employer identification number 91-1425676

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: ______
5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)
9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2011

132021
01-24-12

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	4233797.	4325739.	4144929.	4335507.	5585555.	22625527.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	4233797.	4325739.	4144929.	4335507.	5585555.	22625527.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						1801395.
6 **Public support.** Subtract line 5 from line 4						20824132.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	4233797.	4325739.	4144929.	4335507.	5585555.	22625527.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	143,254.	89,461.	76,165.	57,129.	75,435.	441,444.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						23066971.

12 Gross receipts from related activities, etc. (see instructions) | 12 | 5,186,510.

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) | 14 | 90.28 %

15 Public support percentage from 2010 Schedule A, Part II, line 14 | 15 | 88.15 %

16a **33 1/3% support test - 2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ [X]

b **33 1/3% support test - 2010.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II If the organization fails to qualify under the tests listed below, please complete Part II)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2011** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2010** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

SCHEDULE C (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

If the organization answered "Yes" to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes" to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization	Employer identification number
TREEHOUSE	91-1425676

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV

2 Political expenditures ▶ $ 3,524.

3 Volunteer hours 52.

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $ 0.

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $ 0.

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ $

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ $

4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-.

Part II-A **Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

A Check ▶ ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check ▶ ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)	3,524.	
c Total lobbying expenditures (add lines 1a and 1b)	3,524.	
d Other exempt purpose expenditures	6,825,508.	
e Total exempt purpose expenditures (add lines 1c and 1d)	6,829,032.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.	491,452.	

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000.
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000.
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000.
Over $17,000,000	$1,000,000

	(a)	(b)
g Grassroots nontaxable amount (enter 25% of line 1f)	122,863.	
h Subtract line 1g from line 1a. If zero or less, enter -0-	0.	
i Subtract line 1f from line 1c. If zero or less, enter -0-	0.	
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	☐ Yes	☐ No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying nontaxable amount	458,324.	466,065.	482,330.	491,452.	1,898,171.
b Lobbying ceiling amount (150% of line 2a, column(e))					2,847,257.
c Total lobbying expenditures	2,672.	2,289.	3,099.	3,524.	11,584.
d Grassroots nontaxable amount	114,581.	116,516.	120,583.	122,863.	474,543.
e Grassroots ceiling amount (150% of line 2d, column (e))					711,815.
f Grassroots lobbying expenditures					

Part II-B **Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity	(a) Yes	(a) No	(b) Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A **Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

		Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1		
2 Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3		

Part III-B **Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."**

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV **Supplemental Information**

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A; and Part II-B, line 1. Also, complete this part for any additional information

PART I-A, LINE 1:

THE EXECUTIVE DIRECTOR MEETS WITH VARIOUS COMMITTEES AND INDIVIDUAL LAW MAKERS TO SPEAK ON BEHALF OF FOSTER KIDS IN WASHINGTON. THIS YEAR, SHE SPOKE TO THE MEMBERS OF THE LEGISLATURE TO PERSUADE THEM TO CONTINUE TO PROVIDE FUNDING FOR THE EDUCATIONAL ADVOCACY PROGRAM THAT THEY HAVE FULLY SUPPORTED FOR SEVERAL YEARS. THIS PROGRAM PROVIDES EDUCATIONAL

Part IV **Supplemental Information** *(continued)*

ADVOCACY SERVICES TO YOUTH EXPERIENCING DIFFICULTIES IN SCHOOL.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

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Name of the organization TREEHOUSE

Employer identification number 91-1425676

Part I **Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II **Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply).
☐ Preservation of land for public use (e g , recreation or education)
☐ Preservation of an historically important land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

			Held at the End of the Tax Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ ____

4 Number of states where property subject to conservation easement is located ▶ ____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ ____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ ____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ ____

(ii) Assets included in Form 990, Part X ▶ $ ____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items·

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ____

b Assets included in Form 990, Part X ▶ $ ____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	2,822,080.				
b Contributions					
c Net investment earnings, gains, and losses	609,378.				
d Grants or scholarships					
e Other expenditures for facilities and programs	122,603.				
f Administrative expenses	23,175.				
g End of year balance	3,285,680.				

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ 5.20 %

b Permanent endowment ▶ 94.80 %

c Temporarily restricted endowment ▶ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

		Yes	No
(i) unrelated organizations	3a(i)		X
(ii) related organizations	3a(ii)		X
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements	65,808.		63,880.	1,928.
d Equipment	479,900.		369,618.	110,282.
e Other	424,812.		415,484.	9,328.
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				121,538.

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total (Col (b) must equal Form 990, Part X, col (B) line 12) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15)* ▶	

Part X Other Liabilities. See Form 990, Part X, line 25

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	

2. FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	7,390,046.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	6,829,032.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	561,014.
4	Net unrealized gains (losses) on investments	4	515,277.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	142,720.
9	Total adjustments (net) Add lines 4 through 8	9	657,997.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	1,219,011.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	7,533,379.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV.)	2d	218,768.		
e	Add lines **2a** through **2d**			2e	218,768.
3	Subtract line **2e** from line **1**			3	7,314,611.
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV.)	4b	75,435.		
c	Add lines **4a** and **4b**			4c	75,435.
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	7,390,046.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	6,905,080.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV.)	2d	76,048.		
e	Add lines **2a** through **2d**			2e	76,048.
3	Subtract line **2e** from line **1**			3	6,829,032.
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV.)	4b			
c	Add lines **4a** and **4b**			4c	0.
5	Total expenses Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	6,829,032.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b Also complete this part to provide any additional information.

PART V, LINE 4: TWO SEPARATE ENDOWMENT FUNDS, THE EDUCATION ENDOWMENT FUND AND OPERATIONS ENDOWMENT FUND, WERE FORMED BY TWO PRINCIPAL DONORS TO PROVIDE A RECURRING BASE OF FUNDS TO ACHIEVE THE GOALS AS REQUESTED BY THE DONORS. THE DONORS ALLOW AN AMOUNT UP TO 5% OF THE AVERAGE ENDING BALANCES OF THE PREVIOUS 12 QUARTERS OF BOTH THE EDUCATION AND OPERATIONS ENDOWMENT FUNDS TO BE RELEASED FROM RESTRICTIONS ANNUALLY ON DECEMBER 31, WITHOUT REGARD TO THE PRINCIPAL BALANCE. THE AMOUNT RELEASED IS AVAILABLE TO TREEHOUSE FOR EXPENDITURE TO FUND EDUCATIONAL PROGRAMS AND OPERATIONAL

Part XIV Supplemental Information *(continued)*

NEEDS. EACH YEAR, THE AMOUNTS RELEASED ARE SHOWN AS BEING TRANSFERRED TO UNRESTRICTED NET ASSETS. THE DONORS REQUIRE TREEHOUSE TO INVEST THE ENDOWMENT FUNDS IN EQUITY SECURITIES AND, AS SUCH, ALL OTHER INVESTMENT EARNINGS OR LOSSES RELATED TO THESE ENDOWMENTS IN EXCESS OF THE AMOUNTS RELEASED ARE RETAINED AND PRESENTED IN THE FINANCIAL STATEMENTS AS A COMPONENT OF PERMANENTLY RESTRICTED NET ASSETS.

AN ENDOWMENT FUND CALLED THE FOSTERING FUTURES ENDOWMENT FUND WAS CREATED IN 2003 IN CONJUNCTION WITH TREEHOUSE'S FOSTERING FUTURES CAMPAIGN. EARNINGS FROM THE FOSTERING FUTURES ENDOWMENT FUND ARE AVAILABLE TO BE USED TO ACHIEVE THE TARGETED GOALS OF TREEHOUSE; HOWEVER, THE BOARD OF DIRECTORS HAS RESOLVED THAT NO FUNDS FROM THE FOSTERING FUTURES ENDOWMENT FUND WILL BE EXPENDED UNTIL THE FUND GROWS TO $1,000,000. THEREFORE, THE EARNINGS FROM THE FOSTERING FUTURES ENDOWMENT FUND ARE BOARD-DESIGNATED.

PART XI, LINE 8: $142,720 REPRESENTS IN-KIND SERVICE CONTRIBUTIONS; IT IS A REVENUE ITEM FOR BOOK PURPOSES BUT NOT FOR TAX PURPOSES.

PART XII, LINE 2D: $142,720 REPRESENTS IN-KIND SERVICE CONTRIBUTIONS; IT IS A REVENUE ITEM FOR BOOK PURPOSES BUT NOT FOR TAX PURPOSES. $76,048 REPRESENTS SPECIAL EVENTS DIRECT EXPENSES THAT ARE NETTED WITH REVENUE FOR TAX PURPOSES, BUT SHOWN GROSS FOR BOOKS.

PART XII, LINE 4B: $75,435 REPRESENTS INTEREST AND DIVIDEND INCOME.

PART XIII, LINE 2D: $76,048 REPRESENTS SPECIAL EVENTS DIRECT EXPENSES THAT ARE NETTED WITH REVENUE FOR TAX PURPOSES, BUT SHOWN GROSS FOR BOOKS.

SCHEDULE G (Form 990 or 990-EZ) Department of the Treasury Internal Revenue Service	Supplemental Information Regarding Fundraising or Gaming Activities	OMB No 1545-0047 2011 Open To Public Inspection

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization	Employer identification number
TREEHOUSE	91-1425676

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a ☐ Mail solicitations
b ☐ Internet and email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
Total ▶						

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

LHA Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule G (Form 990 or 990-EZ) 2011

132081 01-23-12

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

		(a) Event #1 CHAMPIONS FOR KIDS (event type)	(b) Event #2 NORCLIFFE TEA PARTIES (event type)	(c) Other events 1 (total number)	(d) Total events (add col. (a) through col (c))
Revenue	1 Gross receipts	950,279.	183,772.	25,238.	1,159,289.
	2 Less: Charitable contributions	950,279.	172,712.	21,308.	1,144,299.
	3 Gross income (line 1 minus line 2)		11,060.	3,930.	14,990.
Direct Expenses	4 Cash prizes			30.	30.
	5 Noncash prizes			886.	886.
	6 Rent/facility costs	11,017.		646.	11,663.
	7 Food and beverages	43,886.		102.	43,988.
	8 Entertainment	3,000.	1,000.	350.	4,350.
	9 Other direct expenses	9,431.	5,312.	387.	15,130.
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(76,047.)
	11 Net income summary. Combine line 3, column (d), and line 10 ▶				<61,057.>

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ▶				( )
	8 Net gaming income summary. Combine line 1, column d, and line 7 ▶				

9 Enter the state(s) in which the organization operates gaming activities: ____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: ____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: ____

11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ __________ and the amount of gaming revenue retained by the third party ▶ $ __________ .

c If "Yes," enter name and address of the third party:

Name ▶

Address ▶

16 Gaming manager information:

Name ▶

Gaming manager compensation ▶ $

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable Also complete this part to provide any additional information (see instructions).

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047
2011
Open to Public Inspection

Name of the organization: TREEHOUSE

Employer identification number 91-1425676

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] **Yes** [ ] **No**

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed ▶ [X]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶

3 Enter total number of other organizations listed in the line 1 table ▶

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.**

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
LITTLE WISHES PROGRAM (ASSISTANCE)	1070	319,959.	0.		
PINK BLANKET FUND (ASSISTANCE)	1	4,709.	0.		
HOLIDAY MAGIC	4665	343,752.	0.		

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I, PART I, LINE 2: AT TREEHOUSE, DEVELOPMENT AND FINANCE WORK CLOSELY TO MONITOR THE USE OF GRANT FUNDS TO ENSURE THAT TREEHOUSE HONORS DONOR INTENTION AND GRANT AGREEMENTS. WHEN GRANT FUNDS ARE RECEIVED, THEY ARE TRACKED ACCORDING TO THEIR RESTRICTED USE IN DEVELOPMENT'S RAISERS EDGE DATABASE WHICH CONNECTS TO FINANCE'S FINANCIAL MANAGEMENT SOFTWARE. MONTHLY, REPORTS ARE GENERATED TO MATCH EXPENDITURES TO RESTRICTED GRANT FUNDS. AT THE CLOSE OF EACH GRANT PERIOD, A FULL PROGRAMMATIC AND FINANCIAL REPORT IS PROVIDED TO THE FUNDER REGARDING THE USE OF THE FUNDS.

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization: TREEHOUSE

Employer identification number: 91-1425676

Part I Types of Property

		(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1	Art - Works of art				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods	X		1,013,097.	FMV
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded				
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (DISC. ON PURC)	X	1,378	82,833.	FMV
26	Other ▶ (PROF. SERVICE)	X	6	55,703.	FMV
27	Other ▶ (GIFT CARDS)	X	294	12,404.	FMV
28	Other ▶ ( )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement — 29 — 0

			Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		X
b	If "Yes," describe the arrangement in Part II			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	X	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a		X
b	If "Yes," describe in Part II.			
33	If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II			

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule M (Form 990) (2011)**

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01-23-12

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047
2011
Open to Public Inspection

Name of the organization	Employer identification number
TREEHOUSE	91-1425676

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:
PROGRAMS THAT HELP THEM SUCEED IN SCHOOL, MEET KEY MATERIAL NEEDS AND PROVIDE IMPORTANT CHILDHOOD EXPERIENCES THAT EVERY KID DESERVES. FUNDING IS RECEIVED PRIMARILY FROM INDIVIDUALS, CORPORATE GIFTS, AND PRIVATE FOUNDATION GRANTS. GOVERNMENTAL SUPPORT HAS TRADITIONALLY BEEN LIMITED WITH THE EXCEPTION OF AN AGREEMENT WITH THE WASHINGTON STATE DEPARTMENT OF SOCIAL AND HEALTH SERVICES ("DSHS").

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:
CORPORATE GIFTS, AND PRIVATE FOUNDATION GRANTS. GOVERNMENTAL SUPPORT HAS TRADITIONALLY BEEN LIMITED WITH THE EXCEPTION OF AN AGREEMENT WITH THE WASHINGTON STATE DEPARTMENT OF SOCIAL AND HEALTH SERVICES ("DSHS").

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:
HOLIDAY MAGIC IS A JOINT HOLIDAY GIFT PROGRAM FOR FOSTER CHILDREN BETWEEN DSHS CHILDREN'S ADMINISTRATION, KIRO FM, AND TREEHOUSE. CHILDREN'S ADMINISTRATION CONTRACTS WITH TREEHOUSE TO ADMINISTER THE PROGRAM, RAISE COMMUNITY FUNDS, AND PROVIDE ONE SUBSTANTIAL HOLIDAY GIFT TO FOSTER CHILDREN ACROSS WASHINGTON STATE. FUNDS ARE RAISED THROUGH A ONE-DAY RADIOTHON, A PARTNERSHIP WITH THE EMPLOYEES OF THE BOEING COMPANY, AND DIRECT MAIL AND EMAIL APPEALS, AND TOTALED $417,486 DURING THE FISCAL YEAR 2012. THE PROCEEDS FROM THE RADIOTHON ARE USED TO PURCHASE GIFTS FOR FOSTER CHILDREN. THE CONTRACT WITH DSHS STIPULATES THAT ANY FUNDS RAISED IN EXCESS OF HOLIDAY MAGIC GIFT NEEDS WILL BE TRANSFERRED TO TREEHOUSE, AND THAT THOSE FUNDS ARE TO BE UTILIZED TO BENEFIT CHILDREN CURRENTLY SERVED BY DSHS. AT SEPTEMBER 30,

Name of the organization TREEHOUSE | Employer identification number 91-1425676

2012, TREEHOUSE HAS $184,168 RESTRICTED TO FUND HOLIDAY MAGIC IN FISCAL YEAR 2013, WHICH IS RECORDED AS TEMPORARILY RESTRICTED NET ASSETS.

EXPENSES $ 458,143. INCLUDING GRANTS OF $ 343,752. REVENUE $ 570,912.

LITTLE WISHES/SUMMER CAMP: TREEHOUSE'S LITTLE WISHES PROGRAM PROVIDES FUNDS FOR THE ACTIVITIES THAT EVERY CHILD DESERVES TO EXPLORE AND ENJOY INCLUDING: COMMUNITY-BASED ATHLETICS, ART AND MUSIC LESSONS, SCHOOL FIELD TRIPS AND TICKETS TO CULTURAL EVENTS. TREEHOUSE'S CAMP PROGRAM SENDS FOSTER KIDS TO THE DAY OR OVERNIGHT CAMP OF THEIR CHOICE. SUMMER CAMP INTRODUCES POSITIVE ROLE MODELS WHILE PROVIDING A MUCH-NEEDED OPPORTUNITY TO GET AWAY FROM IT ALL, MAKE NEW FRIENDS, AND JUST BE A NORMAL KID FOR ONE UNFORGETTABLE WEEK. THE PROGRAM SERVED 1,070 CHILDREN DURING THE YEAR.

EXPENSES $ 666,054. INCLUDING GRANTS OF $ 404,035. REVENUE $ 474,859.

FORM 990, PART VI, SECTION B, LINE 11: THE 990 DOCUMENTATION IS PREPARED BY THE SENIOR ACCOUNTANT WITH OVERSIGHT FROM THE AGENCY'S SENIOR MANAGEMENT. ONCE COMPLETED IT IS SENT OUT TO AN OUTSIDE ACCOUNTING FIRM FOR FINAL PREPARATION. THE DRAFT DOCUMENT IS RETURNED FOR INTERNAL MANAGEMENT REVIEW AND FOR REVIEW BY THE FINANCE COMMITTEE AND THE BOARD TREASURER. IT IS ALSO MADE AVAILABLE IN DRAFT FORM TO ALL BOARD MEMBERS.

ADJUSTMENTS, IF ANY, ARE MADE AND RETURNED TO THE OUTSIDE ACCOUNTANT FOR FINAL REVISIONS. THE FINAL 990 FORM IS RECEIVED BY SENIOR MANAGEMENT FOR FINAL REVIEW AND IS THEN EMAILED TO THE COMPLETE BOARD OF DIRECTORS TWO WEEKS PRIOR TO FILING FOR THEIR FINAL REVIEW.

FORM 990, PART VI, SECTION B, LINE 12C: ALL BOARD MEMBERS AND STAFF REVIEW

Name of the organization TREEHOUSE

Employer identification number 91-1425676

AND SIGN THEIR AGREEMENT TO OUR PUBLISHED POLICY UPON JOINING TREEHOUSE. ANNUALLY, THIS POLICY IS REVIEWED AND UPDATED FOR ONGOING COMPLIANCE. CURRENTLY, NO BOARD MEMBERS ARE IN A FINANCIALLY BENEFICIAL RELATIONSHIP WITH TREEHOUSE.

FORM 990, PART VI, SECTION B, LINE 15: TREEHOUSE REVIEWS SALARY INFORMATION ANNUALLY PROVIDED IN THE WASHINGTON EMPLOYERS/UNITED WAY SALARY SURVEY (WE/UWSS) OF NORTHWEST NON-PROFITS AND COMPARES THE SALARY CATEGORIES AND TITLES FOR POSITIONAL FIT WITH ALL TREEHOUSE POSITIONS. THE SALARY DATA IS AGED AS NECESSARY TO GET TO CURRENT YEAR STATUS AND THEN ALL POSITIONS ARE REVIEWED FOR COMPARABILITY TO POSITIONS THAT FIT IN OUR CATEGORY OF GREATER THAN 50 EMPLOYEES, BUDGETS BETWEEN $5 AND $10 MILLION FOR SOCIAL SERVICE AGENCIES IN KING COUNTY.

ANNUALLY DURING THE EMPLOYEE PERFORMANCE APPRAISAL PROCESS EACH STAFF POSITION IS REVIEWED BY THEIR SUPERVISOR. THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS CONDUCTS THIS ANNUAL REVIEW OF THE EXECUTIVE DIRECTOR. THE EXECUTIVE DIRECTOR CONDUCTS THE REVIEWS OF ALL DIRECTORS AND EACH DIRECTOR CONDUCTS THE REVIEW OF THEIR DIRECT STAFF WITH OVERSIGHT OF THE REVIEWS DONE BY THEIR DIRECT STAFF.

AFTER THE ANNUAL REVIEW PROCESS IS COMPLETED THE LEADERSHIP TEAM MAKES RECOMMENDATIONS TO THE DIRECTORS FOR APPROPRIATE MERIT INCREASES BASED ON A NUMBER OF FACTORS INCLUDING THE ANNUAL PERFORMANCE EVALUATION INFORMATION. THE EXECUTIVE DIRECTOR REVIEWS ALL OF THESE RECOMMENDATIONS AND WITH THE DIRECTOR OF ADMINISTRATION AND FINANCE FINALIZES MERIT AND ANY MARKET ADJUSTMENT BASED ON THESE RECOMMENDATIONS.

Name of the organization	Employer identification number
TREEHOUSE	91-1425676

THE ANNUAL COMPENSATION ANALYSIS FOR EXECUTIVE DIRECTOR POSITIONS OF COMPARABLE NORTHWEST NON-PROFITS FROM THE WE/UWSS IS FORWARDED TO THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS WHO REVIEW IT AND MAKE A RECOMMENDATION TO THE FULL TREEHOUSE BOARD OF DIRECTORS FOR ANY ANNUAL MERIT OR MARKET ADJUSTMENT TO SALARY. THE BOARD REVIEWS AND DISCUSSES THIS RECOMMENDATION BEFORE THE BOARD VOTES ON A FINAL ADJUSTMENT TO PAY.

STAFF BENEFITS ARE ALSO REVIEWED ANNUALLY BY THE LEADERSHIP TEAM AND PRIMARILY CONSIST OF VACATION AND SICK TIME OFF, HOLIDAY PAY FOR APPROVED HOLIDAYS, MEDICAL INSURANCE COVERAGE, LONG TERM DISABILITY AND ACCESS TO SECTION 125 FLEX SPENDING PLAN FOR APPROVED CATEGORIES OF DEDUCTIBLE EXPENSES AND A VOLUNTARY 403B RETIREMENT PROGRAM.

IN ADDITION, OFFICERS AND DIRECTORS OF THE BOARD RECEIVE NO COMPENSATION OR BENEFITS FOR THEIR ROLES.

FORM 990, PART VI, SECTION C, LINE 19: COPIES OF FORM 990, FORM 1023, THE AUDITED FINANCIAL STATEMENTS, GOVERNING DOCUMENTS, AND THE CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST VIA ELECTRONIC OR REGULAR MAIL AND INTERESTED INDIVIDUALS MAY VIEW THEM IN PERSON AT OUR MAIN OFFICE. WE CURRENTLY ALSO POST ON OUR WEBSITE THE FORM 990 AND AUDITED FINANCIAL STATEMENTS FOR THE PAST THREE YEARS.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED GAINS ON INVESTMENTS:	515,277.
IN-KIND SERVICE CONTRIBUTIONS - REVENUE FOR BOOK NOT TAX	142,720.
TOTAL TO FORM 990, PART XI, LINE 5	657,997.

Name of the organization: TREEHOUSE

Employer identification number: 91-1425676

FORM 990, PART XI, LINE 2C

AUDITED FINANCIAL STATEMENTS

THE FINANCE COMMITTEE IS RESPONSIBLE FOR ALL THE DUTIES INVOLVED WITH THE ANNUAL AUDIT PROCESS, INCLUDING RECEIVING THE AUDIT FEEDBACK AND FINAL REPORT. THEY ALSO ARE DIRECTLY INVOLVED WITH THE DUE DILIGENCE PROCESS IN EVALUATING AND CHOOSING AN INDEPENDENT AUDITOR.

SCHEDULE B, PART I, ITEMS 1-6

TREEHOUSE MEETS THE EXCEPTION DESCRIBED IN REGULATIONS UNDER SECTION 170(B)(1)(IV) AND MEETS THE 33 1/3% SUPPORT TEST. THEREFORE, ONLY CONTRIBUTORS WHOSE GIFTS TOTALED MORE THAN $111,711 ($5,585,555 * 2%) ARE DISCLOSED.

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

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

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

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

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
TREEHOUSE FUND, INC.	[X] 91-1425676
Number, street, and room or suite no If a P O box, see instructions 2100 24TH AVENUE SOUTH NO. 220	Social security number (SSN) [ ]
City, town or post office, state, and ZIP code For a foreign address, see instructions SEATTLE, WA 98144	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

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 ▶ JANIS AVERY
2100 24TH AVENUE S. SUITE 220 - SEATTLE, WA 98144
Telephone No ▶ (206) 767-7000 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 MAY 15, 2013, to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [ ] calendar year ______ or
▶ [X] tax year beginning OCT 1, 2011, and ending SEP 30, 2012

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

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

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

● If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

● If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions TREEHOUSE FUND, INC.	Employer identification number (EIN) or [X] 91-1425676
	Number, street, and room or suite no. If a P.O box, see instructions 2100 24TH AVENUE SOUTH NO. 220	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions. SEATTLE, WA 98144	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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

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 ▶ JANIS AVERY 2100 24TH AVENUE S. SUITE 220 - SEATTLE, WA 98144

Telephone No ▶ (206) 767-7000 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.

4 I request an additional 3-month extension of time until AUGUST 15, 2013 .

5 For calendar year _____, or other tax year beginning OCT 1, 2011 , and ending SEP 30, 2012 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
TREEHOUSE FUND REQUESTS AN ADDITIONAL EXTENSION OF TIME TO FILE IN ORDER TO COMPILE THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.

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	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 0.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

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 ▶ Title ▶ CPA Date ▶

123842
01-06-12

AME FILED

APR 0 2 2003

SECRETARY OF STATE
STATE OF WASHINGTON

093-2536, 0
2003

UBI #601134978
Validation
Val: 04/02/2003 - 258215
$20.00 on 04/02/2003
Check - 04/01/2003 - 734762

ARTICLES OF AMENDMENT
OF
TREEHOUSE FUND

The following Articles of Amendment are executed by the undersigned, a Washington non-profit corporation pursuant to the provisions of RCW 24.03.170:

1. The name of the corporation is Treehouse Fund.

2. Article I of the Articles of Incorporation of the corporation is amended to read as follows:

"The name of this corporation is Treehouse."

3. Article VI of the Articles of Incorporation of the coporation is amended to read as follows:

> "The address of the registered office of the Corporation is 701 Fifth Avenue, Suite 5000, City of Seattle, King County, Washington 98104-7078 and the name of the reistered agent at such address is PTSGE Corp."

4. There are no members of the corporation nor members having voting rights.

5. The date the amendment was adopted by the board of directors is January 9, 2003.

These Articles of Amendment are executed by the corporation by its duly authorized officer.

Dated: 3/6, 2003

TREEHOUSE FUND

By: Shelly Brown Reiss
Print Name: Shelly BrownReiss
Its: President

{/SB030290171} 3/4/03

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SECRETARY OF STATE
STATE OF WASHINGTON

RESTATED ARTICLES OF INCORPORATION OF TREEHOUSE

(A Washington nonprofit corporation)

These Restated Articles of Incorporation of Treehouse, a Washington nonprofit corporation (the "***Corporation***"), were adopted by resolution of the Board of Directors on January 9, 2003, and correctly set forth without change the provisions of the Articles of Incorporation as restated , and supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I
Name

The name of the Corporation is Treehouse.

ARTICLE II
Duration

The Corporation has perpetual existence.

ARTICLE III
Purpose

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations and or purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the "***Code***") or the corresponding Section of any future federal tax Code.

ARTICLE IV
Powers

Except as provided in Article V below, the Corporation shall have the power to take any lawful action necessary, appropriate or desirable to carry out its purposes consistent with the Washington Nonprofit Corporation Act, RCW 24.03 (the "***Act***") and Code sections 501(c)(3) and 170(c)(2).

ARTICLE V
Prohibited Activities

1. No substantial part of the activities of this Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the Corporation shall not participate, or intervene, directly or indirectly (including the publication or distribution of statements), in any political campaign on behalf of or in opposition to any candidate for public office.

2. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation described in Code section 501(c)(3) which is exempt from federal income tax under Code section 501(a), or (b) by a corporation, contributions to which are deductible under Code section 170(c)(2).

3. If at any time the Corporation is or becomes a private foundation within the meaning of Code section 509(a), the following provisions shall apply to the operations of the Corporation:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code section 4942.

(b) The Corporation shall not engage in any act of self-dealing as defined in Code section 4941(d).

(c) The Corporation shall not retain any excess business holdings as defined in Code section 4943(c).

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Code section 4944.

(e) The Corporation shall not make any taxable expenditures as defined in Code section 4945(d).

ARTICLE VI
Registered Office

The address of the registered office of the Corporation is 701 Fifth Avenue, Suite 5000, City of Seattle, King County, Washington 98104-7078 and the name of the registered agent at such address is PTSGE Corp.

ARTICLE VII
Directors

The affairs of the Corporation shall be managed by a board of directors, and by such officers, advisory boards, executive boards, and committees as may be appointed in conformity with the Restated and Amended Bylaws. The number of directors and the manner of their election shall be prescribed in the bylaws.

ARTICLE IX
Members

The Corporation shall have no members.

ARTICLE X
Limitation on Liability of Directors

No director of the Corporation shall be personally liable to the Corporation for monetary damages for his or her conduct as a director, which conduct takes place on or after the date this Article becomes effective, except for acts or omissions that involve intentional misconduct or a knowing violation of law by the director, any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If, after this Article becomes effective, the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed eliminated or limited to the fullest extent permitted by the Act, as so amended. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. This provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date this Article becomes effective.

ARTICLE XI
Indemnification of Officers, Directors, Employees and Agents

1. Definitions

For purposes of this Article:

(a) "***Corporation***" includes any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b) "***Director***" means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. A director is considered to be serving an employee benefit plan at the

Corporation's request if the director's duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "***Director***" includes, unless the context requires otherwise, the estate or personal representative of a director.

(c) "***Expenses***" include counsel fees.

(d) "***Liability***" means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

(e) "***Official capacity***" means: (i) When used with respect to a director, the office of director in the Corporation; and (ii) when used with respect to an individual other than a director, as contemplated in Section 6 and 7 of this Article XI, the office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation. "***Official capacity***" does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise.

(f) "***Party***" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(g) "***Proceeding***" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

2. Right to Indemnification

(a) The Corporation shall indemnify any person who was or is a party to any proceeding, whether or not brought by or in the right of the Corporation, by reason of the fact that such person is or was a director of the Corporation, against all reasonable expenses incurred by the director in connection with the proceeding.

(b) Except as provided in subsection (e) of this Section 2, the Corporation shall indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if:

(i) The individual acted in good faith; and

(ii) The individual reasonably believed:

(A) In the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in the Corporation's best interests; and

(B) In all other cases, that the individual's conduct was at least not opposed to the Corporation's best interests; and

(iii) In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

(c) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section.

(d) The Corporation shall not indemnify a director under this Section 2:

(i) In connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or

(ii) In connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

(e) Indemnification under this Article XI, Section 2 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

3. Advance for Expenses

(a) The Corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding and in advance of any determination and authorization of indemnification pursuant to Section 5 of this Article XI if:

(i) The director furnishes the Corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 2 of this Article XI; and

(ii) The director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct.

(b) The undertaking required by subsection (a)(i) of this Section 3 must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

4. Court-Ordered Indemnification

A director of the Corporation who is a party to a proceeding may apply for indemnification or advance of expenses to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice the court considers necessary may order indemnification or advance of expenses if it determines:

(a) The director is entitled to mandatory indemnification, in which case the court shall also order the Corporation to pay the director's reasonable expenses incurred to obtain court-ordered indemnification;

(b) The director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director met the standard of conduct set forth in Section 2 of this Article XI, or was adjudged liable as described in Section 2(e) of this Article XI, but if the director was adjudged so liable, the director's indemnification is limited to reasonable expenses incurred; or

(c) In the case of an advance of expenses, the director is entitled pursuant to the Articles of Incorporation, Bylaws, or any applicable resolution or contract, to payment or reimbursement of the director's reasonable expenses incurred as a party to the proceeding in advance of final disposition of the proceeding.

5. Determination and Authorization of Indemnification

(a) The Corporation shall not indemnify a director under this Article XI unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 2(b) of this Article XI.

(b) The determination shall be made:

(i) By the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;

(ii) If a quorum cannot be obtained under (i) of this subsection, by majority vote of a committee duly designated by the Board of Directors, in which designation directors who are parties may participate, consisting solely of two or more directors not at the time parties to the proceeding;

(iii) By special legal counsel:

(A) Selected by the Board of Directors or its committee in the manner prescribed in (i) or (ii) of this subsection; or

(B) If a quorum of the Board of Directors cannot be obtained under (i) of this subsection and a committee cannot be designated under (ii) of this subsection, selected by majority vote of the full Board of Directors, in which selection directors who are parties may participate; or

(c) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (b) (iii) of this Section to select counsel.

6. Indemnification of Officers

(a) An officer of the Corporation who is not a director shall be indemnified, and is entitled to apply for court-ordered indemnification under Section 4 of this Article XI, in each case to the same extent as a director; and

(b) The Corporation shall indemnify and advance expenses to an officer who is not a director to the same extent as to a director under this Article XI.

(c) The Corporation may also indemnify and advance expenses to an officer who is not a director to the extent, consistent with law, that may be provided by a general or specific action of its Board of Directors, or contract.

7. Indemnification of Employees and Agents

(a) The Corporation may indemnify employees and agents of the Corporation, and may afford the right to such employees or agents to apply for court-ordered indemnification under Section 4 of this Article XI, in each case to the same extent as a director; and

(b) The Corporation may indemnify and advance expenses to an employee or agent of the Corporation who is not a director to the same extent as to a director under this Article XI.

(c) The Corporation may also indemnify and advance expenses to an employee or agent who is not a director to the extent, consistent with law, that may be provided by a general or specific action of its Board of Directors, or contract.

8. Insurance

The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee, or agent, whether or not the Corporation would have power to indemnify the individual against the same liability under this Article XI.

9. Indemnification as a Witness

This Article XI does not limit a Corporation's power to pay or reimburse expenses incurred by a director in connection with the director's appearance as a witness in a proceeding at a time when the director has not been made a named defendant or respondent to the proceeding.

10. Report to Board of Directors

If the Corporation indemnifies or advances expenses to a director pursuant to this Article XI in connection with a proceeding by or in the right of the Corporation, the Corporation shall report the indemnification or advance in writing to the Board of Directors with or before the notice of the next directors' meeting.

11. Validity of Indemnification

A provision addressing the Corporation's indemnification of or advance for expenses to directors that is contained in this Article XI, a resolution of its Board of Directors, or in a contract or otherwise, is valid only if and to the extent the provision is consistent with the Act and any other applicable law.

12. Interpretation

The provisions contained in this Article XI shall be interpreted and applied to provide indemnification to directors, officers, employees and agents of the Corporation to the fullest extent allowed by applicable law, as such law may be amended, interpreted and applied from time to time.

13. Savings Clause

If this Article XI or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, the Corporation shall nevertheless indemnify each director as to reasonable expenses and liabilities with respect to any proceeding, whether or not brought by or in the right of the Corporation, to the full extent permitted by any applicable portion of this Article XI that shall not have been invalidated, or by any other applicable law.

14. Nonexclusivity of Rights

The right to indemnification under this Article XI for directors, officers, employees and agents shall not be exclusive of any other right which any person may have, or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, other agreement, vote of disinterested directors, insurance policy, principles of common law or equity, or otherwise.

ARTICLE XII
Distribution of Earnings

No part of the net earnings of the Corporation shall inure in whole or in part to the benefit of or be distributable to any officer, director, trustee or other individual having a personal or private interest in the activities of the Corporation except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III hereof.

ARTICLE XIII
Distribution upon Dissolution

Upon the dissolution of the Corporation, all of its assets remaining after payment of creditors shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or to one or more organizations described in such section, as determined by the Board of Directors. Any such assets not so disposed of shall be disposed by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV
Amendment of Articles

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on directors are subject to this reserved power.

TREEHOUSE

By: Shelly Brown Reiss
Shelly Brown Reiss
Its: President

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CERTIFICATE ACCOMPANYING
RESTATED ARTICLES OF INCORPORATION
OF
TREEHOUSE FUND

The following Restated Articles of Incorporation are executed by the undersigned, a Washington nonprofit corporation:

1. The name of the corporation is Treehouse.

2. The text of thc corporation's Restated Articles of Incorporation is attached in its entirety:

Dated: January 9, 2003

TREEHOUSE

By Shelly Brown Reiss
Shelly Brown Reiss, President