Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning Dec 1 **, 2011, and ending** Nov 30 , 2012

Name of foundation: THE BAMFORD FOUNDATION

A Employer identification number: 91-1504193

Number and street (or P O box number if mail is not delivered to street address): PO BOX 2274 | Room/suite

B Telephone number (see the instructions): (253) 383-8584

City or town: TACOMA | State: WA | ZIP code: 98401

C If exemption application is pending, check here ☐

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

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 4,244,060.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	1,605,753.			
	2 Ck ► [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	90,846.	90,846.		
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	22,552.			
	b Gross sales price for all assets on line 6a 489,001.				
	7 Capital gain net income (from Part IV, line 2)		22,552.		
	8 Net short-term capital gain			4,467.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	1,719,151.	113,398.	4,467.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	25,836.	3,875.		21,961.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	5,850.	1,463.		4,387.
	c Other prof fees (attach sch) L-16c Stmt	4,809.	4,809.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) EXCISE/FEE	621.			621.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	3,113.	803.		2,310.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	40,229.	10,950.		29,279.
	25 Contributions, gifts, grants paid	661,850.			661,850.
	26 **Total expenses and disbursements.** Add lines 24 and 25	702,079.	10,950.		691,129.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	1,017,072.			
	b **Net investment income** (if negative, enter -0-)		102,448.		
	c **Adjusted net income** (if negative, enter -0-)			4,467.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
ASSETS	1 Cash – non-interest-bearing	265,381.	156,821.	156,821.
	2 Savings and temporary cash investments			
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less. allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)			
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) L-13 Stmt	2,375,127.	3,500,759.	4,087,239.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	2,640,508.	3,657,580.	4,244,060.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,640,508.	3,657,580.	
	30 **Total net assets or fund balances** (see instructions)	2,640,508.	3,657,580.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	2,640,508.	3,657,580.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,640,508.
2	Enter amount from Part I, line 27a	2	1,017,072.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,657,580.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,657,580.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	313.352 SHARES ABERDEEN EMERGING MKT	P	01/11/11	02/17/12
b	437.181 SHARES BUFFALO SMALL CAP	P	01/11/11	02/17/12
c	813.561 SHARES DIAMOND HILL LARGE CAP	P	01/05/12	05/11/12
d	395.463 SHARES EII GLOBAL PROPERTY FD	P	01/05/12	02/17/12
e	See Columns (a) thru (d)			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,600.		4,490.	110.
b	12,300.		11,594.	706.
c	12,800.		12,472.	328.
d	6,300.		5,331.	969.
e	See Columns (e) thru (h)		432,562.	20,439.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				110.
b				706.
c				328.
d				969.
e	See Columns (i) thru (l)			20,439.

2 Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2** 22,552.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 — **3** 4,467.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	497,866.	3,109,716.	0.160100
2009	455,198.	2,133,511.	0.213356
2008	189,943.	1,229,078.	0.154541
2007	152,053.	1,753,996.	0.086689
2006	130,857.	2,063,122.	0.063427

2	**Total** of line 1, column (d).	2	0.678113
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.135623
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,252,683.
5	Multiply line 4 by line 3	5	576,762.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,024.
7	Add lines 5 and 6	7	577,786.
8	Enter qualifying distributions from Part XII, line 4	8	691,129.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1				
Date of ruling or determination letter _______ **(attach copy of letter if necessary — see instrs)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b			1	1,024.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	1,024.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,024.
6 Credits/Payments:				
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a			
b Exempt foreign organizations — tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	1,500.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	1,500.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	476.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ► 476. **Refunded** ►			11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ► WWW.BAMFORDFOUNDATION.ORG

14 The books are in care of ► THE BAMFORD FOUNDATION Telephone no ► (253) 620-4743
Located at ► PO BOX 2274 TACOMA WA ZIP + 4 ► 98401

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ► ☐
and enter the amount of tax-exempt interest received or accrued during the year ► 15

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

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

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
CALVIN D. BAMFORD JR PO BOX 2274 TACOMA WA 98401	PRES/TREAS 1.00	0.	0.	0.
JOANNE W. BAMFORD PO BOX 2274 TACOMA WA 98401	VICE PRES/DIRECTOR 1.00	0.	0.	0.
HOLLY BAMFORD HUNT PO BOX 2274 TACOMA WA 98401	SECRETARY/DIRECTOR 20.00	25,836.	0.	1,508.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
0				
0				
0				
0				

Total number of other employees paid over $50,000 ► None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		None

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

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	4,054,907.
b	Average of monthly cash balances	1b	262,538.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,317,445.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,317,445.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	64,762.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,252,683.
6	**Minimum investment return.** Enter 5% of line 5	6	212,634.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	212,634.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,024.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,024.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	211,610.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	211,610.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	211,610.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	691,129.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	691,129.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,024.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	690,105.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				211,610.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006 29,395.				
b From 2007 66,297.				
c From 2008 129,083.				
d From 2009 352,041.				
e From 2010 497,866.				
f Total of lines 3a through e	1,074,682.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 691,129.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus	691,129.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	1,765,811.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				211,610.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	29,395.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,736,416.			
10 Analysis of line 9:				
a Excess from 2007 66,297.				
b Excess from 2008 129,083.				
c Excess from 2009 352,041.				
d Excess from 2010 497,866.				
e Excess from 2011 691,129.				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

CALVIN D. BAMFORD JR.
JOANNE W. BAMFORD

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ► [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
ANNIE WRIGHT SCHOOL 827 N Tacoma Ave Tacoma WA 98403		170 (B) (1)(A)(II) SCHOOL	GENERAL SUPPORT OF EDUCATION	20,000.
A STEP AHEAD PIERCE COUNTY 8717 S. Hosmer St, Suite A Tacoma WA 98444		509 (A) (1) PUBLIC CHARITY	PROGRAM SUPPORT EARLY CHILDHOOD INTERVENTION	15,000.
ALL AS ONE P.O. Box 4903 Spanaway WA 98387		509 (A) (1) PUBLIC CHARITY	CAPITAL CAMPAIGN GENERAL SUPPORT OF ORPHANGE PROGRAM	55,500.
ARK INSTITUTE OF LEARNING 1916 S Washington St. Tacoma WA 98405		501 (C) (3) PUBLIC CHARITY	SUPPORT EDUCATION SCHOLARSHIP FUND	2,200.
ASSOCIATED MINISTRIES 1224 S. I Street Tacoma WA 98405		509 (A) (1) PUBLIC CHARITY	PROGRAM SUPPORT ACCESS POINT 4 HOUSING	1,000.
AT THE CROSSROADS 333 Valancia St #320 San Francisco CA 94103		509 (A) (1) PUBLIC CHARITY	PROGRAM SUPPORT OUTREACH AND COUNSELING	5,000.
BOYS AND GIRLS CLUBS OF SOUTH PUGET SOUND 3875 South 66th Street, Suite 101 Tacoma WA 98409		509 (A) (1) PUBLIC CHARITY	INTERN SCHOLARSHIP	30,000.
BROADWAY CENTER FOR THE PERFORMING ARTS 901 Broadway Suite 700 Tacoma WA 98402		509 (A) (1) PUBLIC CHARITY	GENERAL SUPPORT EDUCATION AND OUTREACH	2,500.
CASTINGS PROGRAM FOR GARDEN EXPLORERS 950 Pacific Avenue, Suite 1100 Tacoma WA 98402		509 (A) (1) PUBLIC CHARITY	GENERAL SUPPORT SUMMER PROGRAM	10,000.
See Line 3a statement				520,650.
Total			► **3a**	661,850.
***b** Approved for future payment*				
Total			► **3b**	

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	90,846.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	22,552.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				113,398.	

13 **Total.** Add line 12, columns (b), (d), and (e)	13	113,398.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)

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

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

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

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

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

b If 'Yes,' complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 7/15/13 Title: SECRETARY/DIRECTOR

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
K. R. BELL	K.R. Bell	7/2/13		P00739439

Firm's name ► K. R. BELL CPA Firm's EIN ► 91-6170670

Firm's address ► 6050 Wellesley Way NE Seattle WA 98115-7627 Phone no (206) 523-8120

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
PHONE	1,508.			1,508.
MEMBERSHIPS	1,605.	803.		802.
Total	3,113.	803.		2,310.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
300.063 SHARES EATON VANCE TAX MANAGED	P	01/11/11	02/17/12
979.480 SHARES HARBOR INTERNATIONAL	P	01/11/11	02/17/12
241.581 SHARES LONGLEAF SMALL CAP	P	01/11/11	05/11/12
3090.909 SHARES PIMCO TOTAL RETURN	P	01/05/12	10/18/12
1938.299 SHARES SCOUT INTERNATIONAL	P	01/11/11	02/17/12
762.086 SHARES VANGUARD GROWTH INDEX	P	01/05/12	02/17/12
1098.990 SHARES VANGUARD LARGE CAP	P	01/21/11	02/17/12
6123.745 SHARES VANGUARD LARGE CAP	P	01/05/11	05/11/12
385.802 SHARES WILLIAM BLAIR EMERGING	P	01/11/12	02/17/12
258.918 SHARES MANAGERS AMG ESSEX	P	01/05/12	05/14/12
732.002 SHARES VANGUARD TOTAL STOCK MKT	P	05/12/10	02/17/12
463.885 SHARES VANGUARD TOTAL STOCK MKT	P	09/02/04	07/12/12

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
13,894.		15,291.	-1,397.
57,200.		58,867.	-1,667.
12,600.		11,664.	936.
35,700.		33,598.	2,102.
60,000.		62,491.	-2,491.
24,800.		22,878.	1,922.
30,178.		28,405.	1,773.
169,822.		157,625.	12,197.
5,000.		6,061.	-1,061.
4,707.		4,500.	207.
24,200.		19,425.	4,775.
14,900.		11,757.	3,143.
Total		432,562.	20,439.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			-1,397.
			-1,667.
			936.
			2,102.
			-2,491.
			1,922.
			1,773.
			12,197.
			-1,061.
			207.
			4,775.
			3,143.
Total			20,439.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation **(If not paid, enter -0-)**	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Person [X] Business [ ] DREW BAMFORD PO BOX 2274 TACOMA WA 98401	DIRECTOR 1.00	0.	0.	0.
Person [X] Business [ ] HEATHER BAMFORD PO BOX 2274 TACOMA WA 98401	DIRECTOR 1.00	0.	0.	0.
Total		0.	0.	0.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
CHARLES WRIGHT ACADEMY 7723 Chambers Creek Road W Tacoma WA 98467		170 (B) (1) (A) (II SCHOOL	SUPPORT EDUCATION	Person or Business 1,000.
CHILDREN'S MUSEUM OF TACOMA 936 Broadway Tacoma WA 98402		509 (A) (PUBLIC CHARITY	GENERAL SUPPORT CAPITAL CAMPAIGN	Person or Business 81,000.
COMMUNITY HEALTH CARE 101 E. 26th St, Suite 101 Tacoma WA 98421		509 (A) (PUBLIC CHARITY	PATIENT CARE FUND	Person or Business 13,500.
DASH CENTER FOR THE ARTS 1504 MLK Jr Way Tacoma WA 98405		509 (A) (PUBLIC CHARITY	GENERAL SUPPORT	Person or Business 2,500.
EMERGENCY FOOD NETWORK 3318 92nd Street South Tacoma WA 98499		509 (A) (PUBLIC CHARITY	PROGRAM SUPPORT	Person or Business 5,000.
FISH FOOD BANKS 621 Tacoma Avenue S, #202 Tacoma WA 98402		509 (A) (PUBLIC CHARITY	PROGRAM SUPPORT	Person or Business 2,500.
FOSS WATERWAY SEAPORT 705 Dock Street Tacoma WA 98402		509 (A) (PUBLIC CHARITY	PROGRAM SUPPORT	Person or Business 35,000.
FOUNDATION FOR EARLY LEARNING 615 Second Avenue, Suite 525 Seattle WA 98104		509 (A) (PUBLIC CHARITY	GENERAL SUPPORT	Person or Business 2,250.
FOUNDATION FOR TACOMA SCHOOLS 950 Pacific Avenue, Suite 1100 Tacoma WA 98402		509 (A) (PUBLIC CHARITY	OPERATIONAL SUPPORT	Person or Business 34,000.
GILDA'S CLUB 1400 Broadway Seattle WA 98122		509 (A) (PUBLIC CHARITY	PIERCE COUNTY PROGRAM SUPPORT	Person or Business 2,000.
GREATER TACOMA METRO PARKS FOUNDATION 4702 S 19th St Tacoma WA 98405		509 (A) (PUBLIC CHARITY	CAPITAL SUPPORT ZINA LINNIK PROJECT	Person or Business 25,000.
GOODWILL FOUNDATION 714 S 27th St Tacoma WA 98409		509 (A) (PUBLIC CHARITY	JOB TRAINING SCHOLARSHIP SUPPORT	Person or Business 37,000.
GRAND CINEMA 606 S. Fawcett Ave. Tacoma WA 98466		509 (A) (PUBLIC CHARITY	GENERAL SUPPORT	Person or Business 5,000.
GREATER TACOMA COMMUNITY FOUNDATION 950 Pacific Avenue, Suite 1100 Tacoma WA 98122		509 (A) (PUBLIC CHARITY	GENERAL SUPPORT	Person or Business 3,000.
HILLTOP ARTISTS P.O. Box 6829 Tacoma WA 98417		509 (A) (PUBLIC CHARITY	AFTER SHOOL PROGRAM SCHOLARSHIP SUPPORT	Person or Business 4,500.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
HOPE SPARKS 6424 North 9th Street Tacoma WA 98403		509 (A) (PUBLIC CHARITY	CAPITAL CAMPAIGN BASIC NEEDS BANK	Person or Business 20,000.
JOB CARR MUSEUM 2350 N. 30th Street Tacoma WA 98403		509 (A) (PUBLIC CHARITY	PROGRAM SUPPORT EDUCATION	Person or Business 7,500.
MARY BRIDGE CHILDREN'S FOUNDATION PO BOX 5296 Tacoma WA 98415		509 (A) (HOSPITAL	GENERAL SUPPORT	Person or Business 1,000.
MUSEUM OF GLASS 1801 Dock Street Tacoma WA 98402		509 (A) (PUBLIC CHARITY	GENERAL SUPPORT	Person or Business 2,500.
MY PEACE OUT 2811 Bridgeport Way W., #12 University Place WA 98466		509 (A) (PUBLIC CHARITY	PROGRAM SUPPORT YOUTH CIVIC ENGAGEMENT	Person or Business 9,500.
NEIGHBORHOOD CLINIC 1323 South Yakima Tacoma WA 98405		509 (A) (PUBLIC CHARITY	GENERAL SUPPORT	Person or Business 2,000.
NORTHWEST FURNITURE BANK 117 Puyallup Ave Tacoma WA 98421		509 (A) (PUBLIC CHARITY	PROGRAM SUPPORT CAPACITY BUILDING	Person or Business 10,000.
NORTHWEST LEADERSHIP FOUNDATION 717 Tacoma Avenue South #A Tacoma WA 98405		509 (A) (PUBLIC CHARITY	PROGRAM SUPPORT ACT SIX SCHOLARS	Person or Business 35,000.
OASIS YOUTH CENTER 3520 S Pine Street Tacoma WA 98409		509 (A) (PUBLIC CHARITY	OPERATIONAL AND PROGRAM SUPPORT	Person or Business 15,000.
PHILANTHROPY NORTHWEST 2101 Fourth Avenue #650 Seattle WA 98121		509 (A) (PUBLIC CHARITY	GENERAL SUPPORT	Person or Business 1,400.
PIERCE COLLEGE VETERAN STUDENT SUPPORT 1601 39th Avenue SE Puyallup WA 98374		509 (A) (PUBLIC CHARITY	VETERANS CENTER PROGRAM SUPPORT	Person or Business 10,000.
PIERCE COUNTY JUVENILE COURT 5501 Sixth Avenue Tacoma WA 98406		170 (C)(3 CHARITY	PROGRAM SUPPORT	Person or Business 500.
POINT DEFIANCE ZOO SOCIETY 5400 North Pearl St Tacoma WA 98407		509 (A) (PUBLIC CHARITY	CAPITAL CAMPAIGN	Person or Business 30,000.
PS EDUCATIONAL DISTRICT/ARTS IMPACT 800 Oakesdale Ave SW Renton WA 98507		170 (C) (SCHOOL	ARTS IMPACT PROGRAM SUPPORT	Person or Business 18,000.
RESCUE MISSION P.O. Box 1912 Tacoma WA 98401		509 (A) (PUBLIC CHARITY	GENERAL SUPPORT	Person or Business 1,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
SAFE STREETS CAMPAIGN 622 Tacoma Avenue South Tacoma WA 98402		509 (A) (PUBLIC CHARITY	PROGRAM SUPPORT YOUTH LEADING CHANGE	Person or Business 15,000.
SKATE LIKE A GIRL P.O. Box 95902 Seattle WA 98145		509 (A) (PUBLIC CHARITY	PROGRAM SUPPORT PIERCE COUNTY PARTNERSHI	Person or Business 2,000.
ST LEO FOOD CONNECTION 710 South 13th Street Tacoma WA 98405		509 (A) (PUBLIC CHARITY	CHILDREN'S FOOD PROGRAM SUPPORT	Person or Business 2,500.
TACOMA ART MUSEUM 1701 Pacific Avenue Tacoma WA 98402		509 (A) (PUBLIC CHARITY	GENERAL SUPPORT	Person or Business 2,500.
TACOMA COMMUNITY HOUSE 1314 South L Street Tacoma WA 98415		509 (A) (PUBLIC CHARITY	GENERAL SUPPORT	Person or Business 1,000.
TACOMA SYMPHONY ORCHESTRA 901 Broadway Suite 600 Tacoma WA 98402		509 (A) (PUBLIC CHARITY	PROGRAM SUPPORT FAMILY/YOUTH OUTREACH	Person or Business 5,000.
TRINITY PRESBYTERIAN CHURCH 1615 6th Avenue Tacoma WA 98405		509 (A) (PUBLIC CHARITY	PROGRAM SUPPORT EDUCATIONAL OUTREACH	Person or Business 5,000.
UNITED WAY OF PIERCE COUNTY 1501 Pacific Ave. Tacoma WA 98402		509 (A) (PUBLIC CHARITY	COMMUNITY SOLUTIONS FUND SUPPORT	Person or Business 16,000.
UNIVERSITY OF WASHINGTON 4333 Brooklyn Ave NE Seattle WA 98402		509 (C) (PUBLIC CHARITY	SCHOLLARSHIP SUPPORT BUSINESS SCHOOL SUPPORT	Person or Business 30,000.
WASHINGTON STATE CCR&R NETWORK 1551 Broadway Suite 301 Tacoma WA 98402		509 (A) (PUBLIC CHARITY	EARLY CHILDHOOD EDUCATION SUPPORT	Person or Business 5,000.
WASHINGTON STATE HISTORICAL SOCIETY 1911 Pacific Avenue Tacoma WA 98402		509 (A) (PUBLIC CHARITY	PROGRAM SUPPORT NW NATIVE ARTS	Person or Business 5,000.
WORLD VISION P.O. Box 9716, MS 475 Federal Way WA 98063		509 (A) (PUBLIC CHARITY	PROGRAM SUPPORT TEACHER RESOURCE CENTER	Person or Business 10,000.
YMCA OF TACOMA 1614 S. Mildred, Suite 100 Tacoma WA 98465		509 (A) (PUBLIC CHARITY	PROGRAM SUPPORT STRONG KIDS SCHOLARSHIPS	Person or Business 5,000.
Total				520,650.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
K.R. BELL CPA	ACCOUNTING	5,850.	1,463.		4,387.
Total		5,850.	1,463.		4,387.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LAIRD NORTON	INVESTMENT ADVISOR	4,809.	4,809.		
Total		4,809.	4,809.		

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
DRIEHAUS ACTIVE INCOME FUND	206,671.	204,176.
PIMCO TOTAL RETURN FUND	399,194.	433,973.
WILLIAM BLAIR BOND FUND	142,442.	150,921.
ARTIO GLOBAL HIGH INCOME FUND	188,901.	191,465.
DIAMOND HILL LARGE CAP FUND	249,589.	298,631.
VANGUARD GROWTH INDEX FUND	251,002.	310,255.
VANGUARD LARGE CAP INDEX FUND	538,575.	612,303.
VANGUARD TOTAL STOCK MARKET INDEX FUND	183,203.	247,500.
BUFFALO SMALL CAP FUND	55,568.	67,282.
ISHARES RUSSELL 2000 GROWTH FUND	4,477.	4,675.
LONGLEAF PARTNERS SMALL CAP FUND	60,556.	73,342.
DRIEHAUS INTERNATIONAL SMALL CAP FUND	22,583.	29,920.
HARBOR INTERNATIONAL FUND	312,542.	395,693.
SCOUT INTERNATIONAL FUND	311,764.	394,368.
WILLIAM BLAIR INTERNATIONAL FUND	15,192.	17,855.
WISDOM TREE INTERNATIONAL FUND	37,264.	43,932.
ABERDEEN EMERGING MARKET FUND	69,777.	86,338.
EATON VANCE EMERGING MARKET FUND	208,128.	244,089.
WILLIAM BLAIR EMERGING MARKET FUND	67,884.	80,567.
E.I.I. GLOBAL PROPERTY FUND	66,147.	82,434.
PIMCO COMMODITY REAL RETURN FUND	33,600.	33,743.
US GLOBAL RESOURCES FUND	75,700.	83,777.
Total	3,500,759.	4,087,239.

Form **8868** (Rev January 2012)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [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

Enter filer's identifying number, see instructions

Type or print		
	Name of exempt organization or other filer, see instructions: THE BAMFORD FOUNDATION	Employer identification number (EIN) or: [X] 91-1504193
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions: PO BOX 2274	Social security number (SSN): [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions: TACOMA WA 98401	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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 (section 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 ► ______

  Telephone No. ► ______ 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 Jul 15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for

► [ ] calendar year 20 ____ or

► [X] tax year beginning Dec 1, 20 11, and ending Nov 30, 20 12

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	$ 1,500.
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	$
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	$ 1,500.

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