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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: CAMPION FOUNDATION

A Employer identification number: 20-3421717

Number and street (or P O box number if mail is not delivered to street address): 1904 THIRD AVENUE Room/suite: 405

B Telephone number: 206-686-5310

City or town, state, and ZIP code: SEATTLE, WA 98101

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, col (c), line 16) ▶$ 23849008.

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))

		(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	10315500.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	756.	756.	756.	STATEMENT 2
	4 Dividends and interest from securities	492514.	477061.	492514.	STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-212501.			STATEMENT 1
	b Gross sales price for all assets on line 6a 7661123.				
	7 Capital gain net income (from Part IV, line 2)		3226499.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	10596269.	3704316.	493270.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	338968.	0.	0.	338968.
	14 Other employee salaries and wages	122340.	0.	0.	122340.
	15 Pension plans, employee benefits	108993.	0.	0.	108993.
	16a Legal fees				
	b Accounting fees STMT 4	21685.	0.	0.	21685.
	c Other professional fees STMT 5	94283.	0.	0.	93983.
	17 Interest				
	18 Taxes STMT 6	42246.	3547.	0.	38699.
	19 Depreciation and depletion	20545.	0.	22906.	
	20 Occupancy	69923.	0.	0.	69923.
	21 Travel, conferences, and meetings	117395.	0.	0.	117395.
	22 Printing and publications	4470.	0.	0.	4470.
	23 Other expenses STMT 7	262374.	67364.	0.	195010.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1203222.	70911.	22906.	1111466.
	25 Contributions, gifts, grants paid	5490470.			5490470.
	26 **Total expenses and disbursements.** Add lines 24 and 25	6693692.	70911.	22906.	6601936.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	3902577.			
	b **Net investment income** (if negative, enter -0-)		3633405.		
	c **Adjusted net income** (if negative, enter -0-)			470364.	

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223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

14231112 786765 705706 2012.04000 CAMPION FOUNDATION 618 705706_1 14

Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	119169.	45460.	45460.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 10	5437548.	6270036.	6270036.
	b Investments - corporate stock STMT 11	11147728.	10880175.	10880175.
	c Investments - corporate bonds STMT 12	3867978.	5003006.	5003006.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	2000000.	1132645.	1132645.
	14 Land, buildings, and equipment: basis ▶ 253704.			
	Less accumulated depreciation STMT 9 ▶ 172534.	86964.	81170.	81170.
	15 Other assets (describe ▶ STATEMENT 14)	437824.	436516.	436516.
	16 **Total assets** (to be completed by all filers)	23097211.	23849008.	23849008.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	23097211.	23849008.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	23097211.	23849008.	
	31 **Total liabilities and net assets/fund balances**	23097211.	23849008.	

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	23097211.
2	Enter amount from Part I, line 27a	2	3902577.
3	Other increases not included in line 2 (itemize) ▶ 2011 CHANGE IN FAIR MARKET VALUE	3	288220.
4	Add lines 1, 2, and 3	4	27288008.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	3439000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23849008.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	7661123.		4434624.	3226499.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				3226499.

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	3226499.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	19667.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	7151138.	24014361.	.297786
2010	5983022.	29184604.	.205006
2009	5804572.	36052232.	.161005
2008	6555070.	42020339.	.155998
2007	5684963.	27119752.	.209624

2 Total of line 1, column (d)	2	1.029419
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	.205884
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	19023514.
5 Multiply line 4 by line 3	5	3916637.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	36334.
7 Add lines 5 and 6	7	3952971.
8 Enter qualifying distributions from Part XII, line 4	8	6601936.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	36334.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	36334.
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	36334.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 4520.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	4520.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	1.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** SEE STATEMENT 15 ▶		9	31815.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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 STMT 16	10	X	

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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) SEE STATEMENT 19	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.CAMPIONFOUNDATION.ORG

14 The books are in care of ▶ LISA JAGUZNY Telephone no. ▶206-686-5310

Located at ▶1904 THIRD AVE, STE 405, SEATTLE, WA ZIP+4 ▶98101

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

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.			
	▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? | 5b | | X |

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? SEE STATEMENT 21 ☒ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 20		338968.	40676.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN E. DALY - 1904 THIRD AVE SUITE 405, SEATTLE, WA 98101	WILDERNESS PROGRAM OFFICER 40.00	99601.	11952.	0.

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

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

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	14819788.
b	Average of monthly cash balances		1b	4493424.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	19313212.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	19313212.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	289698.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	19023514.
6	**Minimum investment return.** Enter 5% of line 5		6	951176.

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	951176.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 36334.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	36334.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	914842.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	914842.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	914842.

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	6601936.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6601936.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	36334.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6565602.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				914842.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 — 5139175.				
b From 2008 — 4475525.				
c From 2009 — 4014063.				
d From 2010 — 4535438.				
e From 2011 — 5959402.				
f Total of lines 3a through e	24123603.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 6601936.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				914842.
e Remaining amount distributed out of corpus	5687094.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	29810697.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	5139175.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	24671522.			
10 Analysis of line 9:				
a Excess from 2008 — 4475525.				
b Excess from 2009 — 4014063.				
c Excess from 2010 — 4535438.				
d Excess from 2011 — 5959402.				
e Excess from 2012 — 5687094.				

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 2012, 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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

LISA JAGUZNY, 206-686-5310
1904 THIRD AVE, STE 405, SEATTLE, WA 98101

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

c Any submission deadlines:

NONE

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

NONE

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				
501 COMMONS 510 2ND AVE W SEATTLE, WA 98119-3928		501(C)(3)	FURTHER CHARITABLE GOALS	50000.
ALASKA WILDERNESS LEAGUE 122 C STREET NW, #240 WASHINGTON, DC 20001		501(C)(3)	FURTHER CHARITABLE GOALS	1530000.
ASSOC OF FUNDRAISING PROFESSIONAL - WA CHAPTER 2150 N 107TH, SUITE 205 SEATTLE, WA 98133		501(C)(3)	FURTHER CHARITABLE GOALS	5000.
BRAIDED RIVER 1001 SW KLICKITAT WAY, SUITE 201 SEATTLE, WA 98134-1161		501(C)(3)	FURTHER CHARITABLE GOALS	85000.
BULIDING CHANGES 2014 E. MADISON, #200 SEATTLE, WA 98122-2965		501(C)(3)	FURTHER CHARITABLE GOALS	150000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	5490470.
b Approved for future payment				
ALASKA WILDERNESS LEAGUE 122 C STREET NW, #240 WASHINGTON, DC 20001		501(C)(3)	FURTHER CHARITABLE GOALS	1500000.
TIDES FOUNDATION CANADA #400 163 W HASTINGS ST VANCOUVER, BRITISH COLUMBIA, CANADA V6B1H5		CANADIAN NON-PROFIT	FURTHER CHARITABLE GOALS	100000.
INDEPENDENT SECTOR 1602 L ST NW, #900 WASHINGTON, DC 20036		501(C)(3)	FURTHER CHARITABLE GOALS	50000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	1700000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	756.	
4 Dividends and interest from securities			14	492514.	
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	-212501.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		280769.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 280769.

(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).

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12-05-12

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/12/13 Title: Exec Dir

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
LOREN D. HOSTEK, CPA	[signature]	11/12/2013		P00938299
Firm's name ▶ LOREN D. HOSTEK, CPA			Firm's EIN ▶	
Firm's address ▶ 4209 21ST AVE WEST, #401 SEATTLE, WA 98199			Phone no. 206-623-9395	

Form 990-PF (2012)

223622 12-05-12

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
CAMPION FOUNDATION	20-3421717

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

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

Name of organization	Employer identification number
CAMPION FOUNDATION	20-3421717

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMAS AND SONYA CAMPION 1904 THIRD AVE, SUITE 405 SEATTLE, WA 98101	$ 10315500.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
CAMPION FOUNDATION	20-3421717

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	300,000 SHARES OF ZUMIEZ INC COMMON STOCK	$ 10315500.	04/10/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
CAMPION FOUNDATION	20-3421717

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 16

NAME OF CONTRIBUTOR	ADDRESS
THOMAS & SONYA CAMPION	1904 THIRD AVE, SUITE 405 SEATTLE, WA 98101

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990-PF

(Including Information on Listed Property)

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

OMB No 1545-0172

2012

Attachment Sequence No **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
CAMPION FOUNDATION	FORM 990-PF PAGE 1	20-3421717

Part I Election To Expense Certain Property Under Section 179 **Note:** *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2000000.
4	Reduction in limitation. Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	7376.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not** include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	11694.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property						
b	5-year property		7375.	5 YRS.	HY	200DB	1475.
c	7-year property						
d	10-year property						
e	15-year property						
f	20-year property						
g	25-year property			25 yrs		S/L	
h	Residential rental property	/		27.5 yrs.	MM	S/L	
		/		27 5 yrs	MM	S/L	
i	Nonresidential real property	/		39 yrs	MM	S/L	
		/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a	Class life					S/L	
b	12-year			12 yrs		S/L	
c	40-year	/		40 yrs.	MM	S/L	

Part IV **Summary** (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr	22	20545.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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12-28-12 LHA **For Paperwork Reduction Act Notice, see separate instructions.** Form **4562** (2012)

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles* **)**

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year.					
43 Amortization of costs that began before your 2012 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FED NATL MTG	P		
b	NAT REP CHICAGO 4.55	P		
c	WELLS FARGO 5.125	P		
d	SCHWAB #7813-4429(DETAIL ATTACHED)	P		
e	SCHWAB #7813-4429(DETAIL ATTACHED)	P		
f	SCHWAB #7813-4429(DETAIL ATTACHED)	P		
g	ZUMIEZ INC - 100,000 SHARES	P		
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(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	100000.		98583.	1417.
b	95000.		94002.	998.
c	100000.		100529.	-529.
d	119536.		99869.	19667.
e	215792.		202776.	13016.
f	4974637.		3838865.	1135772.
g	2049452.			2049452.
h	6706.			6706.
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1417.
b				998.
c				-529.
d				** 19667.
e				13016.
f				1135772.
g				2049452.
h				6706.
i				
j				
k				
l				
m				
n				
o				

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	3226499.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	19667.

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05-01-12

** (SHORT-TERM)

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS. **Date Prepared: February 8, 2013**

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as *additional tax reporting information* you may need to complete your tax return.

REALIZED GAIN OR (LOSS)

The information in the following sections include all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D. Please consult with your tax advisor or financial advisor regarding specific questions.

Short-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report *on Form* 8949, Part I, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
ISHARES TR DJ US FINL DO	464287788	2,000.00	01/04/12	10/08/12	$ 119,536.34	$ 99,868.95	$ 0.00	$ 19,667.39
Security Subtotal					**$ 119,536.34**	**$ 99,868.95**	**$ 0.00**	**$ 19,667.39**
Total Short-Term *(Cost basis is reported to the IRS)*					**$ 119,536.34**	**$ 99,868.95**	**$ 0.00**	**$ 19,667.39**
Total Short-Term					**$ 119,536.34**	**$ 99,868.95**	**$ 0.00**	**$ 19,667.39**

Long-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part II, with Box A checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
GENERAL ELECTRIC COMPA	369604103	1,000.00	04/26/11	10/08/12	$ 22,919 90	$ 20,268.95	$ 0 00	$ 2,650.95
Security Subtotal					**$ 22,919.90**	**$ 20,268.95**	**$ 0.00**	**$ 2,650.95**
PACCAR INC	693718108	1,000.00	03/14/11	10/26/12	$ 42,864 44	$ 47,895.95	$ 0 00	$ (5,031.51)

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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Date Prepared: February 8, 2013

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Long-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part II, with Box A checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
PACCAR INC	693718108	600.00	07/26/11	10/26/12	$ 25,718.67	$ 27,578.95	$ 0.00	$ (1,860.28)
Security Subtotal					**$ 68,583.11**	**$ 75,474.90**	**$ 0.00**	**$ (6,891.79)**
PEPSICO INCORPORATED	713448108	500 00	02/02/11	11/19/12	$ 34,276.16	$ 32,262.95	$ 0.00	$ 2,013.21
Security Subtotal					**$ 34,276.16**	**$ 32,262.95**	**$ 0.00**	**$ 2,013.21**
VERIZON COMMUNICATIONS	92343V104	2,000 00	05/19/11	11/01/12	$ 90,013.03	$ 74,768.95	$ 0 00	$ 15,244 08
Security Subtotal					**$ 90,013.03**	**$ 74,768.95**	**$ 0.00**	**$ 15,244.08**
Total Long-Term *(Cost basis is reported to the IRS)*					**$ 215,792.20**	**$ 202,775.75**	**$ 0.00**	**$ 13,016.45**

Long-Term Realized Gain or (Loss)

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as **"cost basis is available but not reported to the IRS."** Report on Form 8949, Part II, with Box B checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
A F L A C INC	001055102	1,600.00	11/22/05	01/09/12	$ 68,864.13	$ 77,152.00[a]	$ 0.00	$ (8,287.87)
A F L A C INC	001055102	500.00	11/30/05	01/09/12	$ 21,520.04	$ 24,350 00[a]	$ 0 00	$ (2,829 96)
A F L A C INC	001055102	3,000 00	12/02/09	01/09/12	$ 129,120.25	$ 140,905.45	$ 0.00	$ (11,785 20)
A F L A C INC	001055102	900.00	07/27/10	01/09/12	$ 38,736 07	$ 46,478.65	$ 0.00	$ (7,742.58)
Security Subtotal					**$ 258,240.49**	**$ 288,886.10**	**$ 0.00**	**$ (30,645.61)**

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

Date Prepared: February 8, 2013

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Long-Term Realized Gain or (Loss) (continued)

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as **"cost basis is available but not reported to the IRS."** Report on Form 8949, Part II, with Box B checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
ACCENTURE PLC CL A F	G1151C101	1,000.00	01/31/08	10/09/12	$ 70,460.97	$ 33,952.49	$ 0.00	$ 36,508.48
Security Subtotal					**$ 70,460.97**	**$ 33,952.49**	**$ 0.00**	**$ 36,508.48**
APPLE INC	037833100	100.00	03/09/07	10/09/12	$ 63,121.51	$ 8,795.57[a]	$ 0.00	$ 54,325.94
APPLE INC	037833100	100.00	06/19/07	10/09/12	$ 63,121 51	$ 12,370 25[a]	$ 0.00	$ 50,751.26
Security Subtotal					**$ 126,243.02**	**$ 21,165.82**	**$ 0.00**	**$ 105,077.20**
COSTCO WHSL CORP NEW	22160K105	200.00	11/22/05	08/14/12	$ 19,111.42	$ 9,901.88[a]	$ 0.00	$ 9,209.54
Security Subtotal					**$ 19,111.42**	**$ 9,901.88**	**$ 0.00**	**$ 9,209.54**
DISNEY WALT CO	254687106	300 00	04/04/07	10/08/12	$ 15,675.18	$ 10,247.53[a]	$ 0.00	$ 5,427.65
DISNEY WALT CO	254687106	1,800 00	06/19/07	10/08/12	$ 94,051.07	$ 62,541.00[a]	$ 0.00	$ 31,510.07
DISNEY WALT CO	254687106	200.00	07/05/07	10/08/12	$ 10,450.12	$ 6,873.84[a]	$ 0.00	$ 3,576.28
DISNEY WALT CO	254687106	1,700.00	03/24/08	10/08/12	$ 88,826.00	$ 54,299.68	$ 0 00	$ 34,526.32
DISNEY WALT CO	254687106	1,000.00	03/24/08	10/24/12	$ 50,950.41	$ 31,940 99	$ 0.00	$ 19,009.42
DISNEY WALT CO	254687106	2,000.00	03/24/08	11/12/12	$ 94,856.92	$ 63,881 98	$ 0.00	$ 30,974.94
Security Subtotal					**$ 354,809.70**	**$ 229,785.02**	**$ 0.00**	**$ 125,024.68**
ECOLAB INC	278865100	2,000.00	02/04/08	10/08/12	$ 129,597.75	$ 99,621.95	$ 0.00	$ 29,975.80
ECOLAB INC	278865100	1,600 00	11/22/05	10/18/12	$ 110,663.55	$ 53,536.00[a]	$ 0.00	$ 57,127.55
ECOLAB INC	278865100	425.00	11/30/05	10/18/12	$ 29,395 01	$ 14,382.00[a]	$ 0 00	$ 15,013.01

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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Long-Term Realized Gain or (Loss) (continued)

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as **"cost basis is available but not reported to the IRS."** Report on Form 8949, Part II, with Box B checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
ECOLAB INC	278865100	375.00	06/20/07	10/18/12	$	25,936.77	$	16,451.25[a]	$	0.00	$	9,485.52
Security Subtotal					$	**295,593.08**	$	**183,991.20**	$	**0.00**	$	**111,601.88**
GENERAL ELECTRIC COMPA	369604103	2,000.00	01/23/09	10/08/12	$	45,839.79	$	24,728.95	$	0 00	$	21,110.84
GENERAL ELECTRIC COMPA	369604103	2,000 00	02/06/09	10/08/12	$	45,839.79	$	22,208.98	$	0.00	$	23,630.81
GENERAL ELECTRIC COMPA	369604103	2,000 00	02/06/09	10/24/12	$	42,572.10	$	22,208.99	$	0.00	$	20,363.11
Security Subtotal					$	**134,251.68**	$	**69,146.92**	$	**0.00**	$	**65,104.76**
GOOGLE INC CLASS A	38259P508	75 00	06/04/09	10/09/12	$	55,946.24	$	32,627.24	$	0.00	$	23,319.00
GOOGLE INC CLASS A	38259P508	25.00	06/24/09	10/09/12	$	18,648.74	$	10,260 55	$	0 00	$	8,388.19
GOOGLE INC CLASS A	38259P508	100.00	06/24/09	11/12/12	$	66,703 36	$	41,042 21	$	0.00	$	25,661.15
Security Subtotal					$	**141,298.34**	$	**83,930.00**	$	**0.00**	$	**57,368.34**
INTL BUSINESS MACHINES	459200101	500.00	03/17/10	11/06/12	$	98,032.85	$	64,375.69	$	0.00	$	33,657.16
Security Subtotal					$	**98,032.85**	$	**64,375.69**	$	**0.00**	$	**33,657.16**
ISHARES MSCI BRAZIL INDX	464286400	4,000 00	06/16/09	01/04/12	$	240,506 43	$	217,994.37	$	0.00	$	22,512.06
Security Subtotal					$	**240,506.43**	$	**217,994.37**	$	**0.00**	$	**22,512.06**
ISHARES TR DJ US FINL DO	464287788	4,000.00	02/10/09	10/08/12	$	239,072.68	$	145,950 81	$	0.00	$	93,121.87
Security Subtotal					$	**239,072.68**	$	**145,950.81**	$	**0.00**	$	**93,121.87**
JOHNSON & JOHNSON	478160104	500.00	02/04/08	08/14/12	$	34,336.28	$	31,771.49	$	0.00	$	2,564.79
JOHNSON & JOHNSON	478160104	400.00	06/20/07	11/06/12	$	28,457.38	$	24,936.00[a]	$	0.00	$	3,521.38

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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Long-Term Realized Gain or (Loss) (continued)

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as **"cost basis is available but not reported to the IRS."** Report on Form 8949, Part II, with Box B checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
JOHNSON & JOHNSON	478160104	100 00	01/25/08	11/06/12	$ 7,114.34	$ 6,284.11	$ 0.00	$ 830.23
JOHNSON & JOHNSON	478160104	800 00	01/25/08	11/06/12	$ 56,914 75	$ 50,272.84	$ 0.00	$ 6,641.91
JOHNSON & JOHNSON	478160104	200.00	02/04/08	11/06/12	$ 14,228.69	$ 12,708.59	$ 0.00	$ 1,520.10
Security Subtotal					**$ 141,051.44**	**$ 125,973.03**	**$ 0.00**	**$ 15,078.41**
LOS GATOS-SARAT 5.375%14	54554NBP0	45,000.00	07/28/08	11/01/12	$ 45,000.00	$ 45,538 65	$ 0 00	$ (538.65)
Security Subtotal					**$ 45,000.00**	**$ 45,538.65**	**$ 0.00**	**$ (538.65)**
MC DONALDS CORP	580135101	1,000.00	04/06/10	10/26/12	$ 87,240.80	$ 67,947.95	$ 0 00	$ 19,292 85
Security Subtotal					**$ 87,240.80**	**$ 67,947.95**	**$ 0.00**	**$ 19,292.85**
MICROSOFT CORP	594918104	400.00	11/22/05	11/01/12	$ 11,803.35	$ 11,241.36[a]	$ 0.00	$ 561.99
MICROSOFT CORP	594918104	600 00	07/23/08	11/01/12	$ 17,705.04	$ 15,708.27	$ 0.00	$ 1,996.77
MICROSOFT CORP	594918104	1,000.00	08/08/08	11/01/12	$ 29,508 38	$ 28,098 95	$ 0.00	$ 1,409 43
MICROSOFT CORP	594918104	1,500.00	10/21/09	11/01/12	$ 44,262.57	$ 39,848.95	$ 0 00	$ 4,413.62
MICROSOFT CORP	594918104	2,000.00	07/23/08	11/19/12	$ 53,289.86	$ 52,360.88	$ 0.00	$ 928.98
MICROSOFT CORP	594918104	600 00	08/20/09	12/28/12	$ 16,046.81	$ 14,221.07	$ 0 00	$ 1,825.74
Security Subtotal					**$ 172,616.01**	**$ 161,479.48**	**$ 0.00**	**$ 11,136.53**
NEXTERA ENERGY INC	65339F101	1,000.00	11/14/08	10/09/12	$ 70,161.86	$ 46,972.05	$ 0 00	$ 23,189 81
NEXTERA ENERGY INC	65339F101	1,000 00	12/10/08	10/09/12	$ 70,161.85	$ 45,264 75	$ 0 00	$ 24,897.10

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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Long-Term Realized Gain or (Loss) (continued)

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as **"cost basis is available but not reported to the IRS."** Report on Form 8949, Part II, with Box B checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
NEXTERA ENERGY INC	65339F101	2,500.00	10/17/08	10/26/12	$	174,008.65	$	106,187.95	$	0.00	$	67,820.70
Security Subtotal					**$**	**314,332.36**	**$**	**198,424.75**	**$**	**0.00**	**$**	**115,907.61**
PEPSICO INCORPORATED	713448108	500.00	01/31/08	11/06/12	$	34,591.79	$	33,349.74	$	0.00	$	1,242.05
PEPSICO INCORPORATED	713448108	1,000.00	03/24/08	11/06/12	$	69,183.59	$	71,324 15	$	0.00	$	(2,140.56)
PEPSICO INCORPORATED	713448108	50.00	12/18/06	11/19/12	$	3,427.61	$	3,156.50[a]	$	0.00	$	271.11
PEPSICO INCORPORATED	713448108	450.00	01/31/08	11/19/12	$	30,848.54	$	30,014.76	$	0 00	$	833 78
Security Subtotal					**$**	**138,051.53**	**$**	**137,845.15**	**$**	**0.00**	**$**	**206.38**
PROCTER & GAMBLE	742718109	500 00	11/06/07	11/06/12	$	34,221.95	$	35,238.10[a]	$	0.00	$	(1,016.15)
PROCTER & GAMBLE	742718109	1,000.00	04/02/08	11/06/12	$	68,443.90	$	70,836.95	$	0.00	$	(2,393.05)
Security Subtotal					**$**	**102,665.85**	**$**	**106,075.05**	**$**	**0.00**	**$**	**(3,409.20)**
PUERTO RICO PUB 6.1%17*	745291UP7	380,000.00	02/01/08	08/01/12	$	380,000.00	$	405,699.40	$	0.00	$	(25,699.40)
Security Subtotal					**$**	**380,000.00**	**$**	**405,699.40**	**$**	**0.00**	**$**	**(25,699.40)**
SAN DIEGO CNTY 4 926XXX*	797398EB6	200,000.00	04/14/09	08/15/12	$	200,000.00	$	206,986.00	$	0.00	$	(6,986.00)
Security Subtotal					**$**	**200,000.00**	**$**	**206,986.00**	**$**	**0.00**	**$**	**(6,986.00)**
STARBUCKS CORP	855244109	1,000.00	07/16/08	11/19/12	$	49,611.84	$	13,558.66	$	0.00	$	36,053.18
Security Subtotal					**$**	**49,611.84**	**$**	**13,558.66**	**$**	**0.00**	**$**	**36,053.18**
STERICYCLE INC	858912108	400.00	11/22/05	06/25/12	$	35,167.06	$	12,364.02[a]	$	0 00	$	22,803 04
Security Subtotal					**$**	**35,167.06**	**$**	**12,364.02**	**$**	**0.00**	**$**	**22,803.04**

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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Long-Term Realized Gain or (Loss) (continued)

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as **"cost basis is available but not reported to the IRS."** Report on Form 8949, Part II, with Box B checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
STRYKER CORP	863667101	1,200.00	11/22/05	07/18/12	$ 64,297.09	$ 53,616.00[a]	$ 0.00	$ 10,681.09
STRYKER CORP	863667101	325 00	11/30/05	07/18/12	$ 17,413.80	$ 14,072.50[a]	$ 0.00	$ 3,341.30
STRYKER CORP	863667101	475.00	03/24/08	07/18/12	$ 25,450.93	$ 30,625.18	$ 0.00	$ (5,174.25)
STRYKER CORP	863667101	2,000.00	08/21/09	07/18/12	$ 107,161.82	$ 83,594.75	$ 0.00	$ 23,567.07
STRYKER CORP	863667101	1,000 00	08/19/10	07/18/12	$ 53,580.91	$ 46,258.95	$ 0.00	$ 7,321.96
Security Subtotal					**$ 267,904.55**	**$ 228,167.38**	**$ 0.00**	**$ 39,737.17**
TRAVELERS COMPANIES IN	89417E109	10.00	02/04/08	11/19/12	$ 693.18	$ 489.78	$ 0.00	$ 203 40
TRAVELERS COMPANIES IN	89417E109	765.00	02/04/08	11/19/12	$ 53,028.25	$ 37,466.87	$ 0.00	$ 15,561.38
TRAVELERS COMPANIES IN	89417E109	1,225.00	05/05/10	11/19/12	$ 84,914.51	$ 62,087.61	$ 0.00	$ 22,826 90
Security Subtotal					**$ 138,635.94**	**$ 100,044.26**	**$ 0.00**	**$ 38,591.68**
VANGUARD FTSE EMERGIN	922042858	10,000.00	06/04/09	01/04/12	$ 390,888.02	$ 325,508.95	$ 0.00	$ 65,379.07
VANGUARD FTSE EMERGIN	922042858	5,000.00	06/24/09	01/04/12	$ 195,444.01	$ 155,870.45	$ 0.00	$ 39,573.56
VANGUARD FTSE EMERGIN	922042858	5,000.00	07/22/09	01/04/12	$ 195,444.01	$ 170,450.45	$ 0.00	$ 24,993.56
Security Subtotal					**$ 781,776.04**	**$ 651,829.85**	**$ 0.00**	**$ 129,946.19**
WESTPORT INNOVATION NE	960908309	3,000.00	02/06/09	10/08/12	$ 90,048.73	$ 16,710.89	$ 0.00	$ 73,337.84
WESTPORT INNOVATION NE	960908309	2,000.00	02/06/09	11/12/12	$ 52,914.66	$ 11,140.60	$ 0.00	$ 41,774.06
Security Subtotal					**$ 142,963.39**	**$ 27,851.49**	**$ 0.00**	**$ 115,111.90**
Total Long-Term *(Cost basis is available but not reported to the IRS)*					**$ 4,974,637.47**	**$ 3,838,865.42**	**$ 0.00**	**$ 1,135,772.05**
Total Long-Term					**$ 5,190,429.67**	**$ 4,041,641.17**	**$ 0.00**	**$ 1,148,788.50**

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Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CANADIAN PARKS & WILDERNESS SOCIETY, NW TERRITORIES CHAPTER PO BOX 1934 YELLOWKNIFE, NORTHWEST TERRITORIES AND, CANADA XIA 2P5		CANADIAN NON-PROFIT	FURTHER CHARITABLE GOALS	40000.
CANADIAN PARKS & WILDERNESS SOCIETY, YUKON CHAPTER P O BOX 31095,211 MAIN ST WHITEHORSE, YUKON, CANADA YIA 5P7		CANADIAN NON-PROFIT	FURTHER CHARITABLE GOALS	50000.
CATHOLIC COMMUNITY SVCS 100 23RD AVE SOUTH SEATTLE, WA 98144		501(C)(3)	FURTHER CHARITABLE GOALS	100000.
CENTER FOR COMMUNITY CHANGE 1536 U STREET WASHINGTON, DC 20009-3912		501(C)(3)	FURTHER CHARITABLE GOALS	35000.
CENTER ON BUDGET & POLICY PRIORITIES 820 FIRST STREET NE, SUITE 510 WASHINGTON, DC 20002-8035		501(C)(3)	FURTHER CHARITABLE GOALS	20000.
COMMON GROUND 419 OCCIDENTAL AVE S., #201 SEATTLE, WA 98104		501(C)(3)	FURTHER CHARITABLE GOALS	15000.
CONSERVATION NORTHWEST 1208 BAY STREET #210 BELLINGHAM, WA 98225-4301		501(C)(3)	FURTHER CHARITABLE GOALS	151000.
CONSERVATION LANDS FOUNDATION 160 EAST 12TH ST, #2 DURANGO, CO 81301-5261		501(C)(3)	FURTHER CHARITABLE GOALS	50000.
EARTHJUSTICE 426 17TH STREET, 6TH FLOOR OAKLAND, CA 94612-2820		501(C)(3)	FURTHER CHARITABLE GOALS	75000.
ENVIRONMENTAL MINING EDUCATION FOUNDATION C/O 2543 WESLEY PLACE VICTORIA, BRITISH COLUMBIA, CANADA V8T1V1		CANADIAN NON-PROFIT	FURTHER CHARITABLE GOALS	100000.
Total from continuation sheets				3670470.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FAITH ACTION NETWORK 766 JOHN STREET, SUITE B SEATTLE, WA 98019		501(C)(3)	FURTHER CHARITABLE GOALS	38489.
FOREST ETHICS ONE HAIGHT STREET SAN FRANCISCO, WA 94102		501(C)(3)	FURTHER CHARITABLE GOALS	250000.
FRIENDS OF SCOTCHMAN PEAKS WILDERNESS P O BOX 2061 SANDPOINT, ID 83864-0900		501(C)(3)	FURTHER CHARITABLE GOALS	20000.
FUNDERS TOGETHER TO END HOMELESSNESS 240 NEWBURY ST, SUITE 2 BOSTON, MA 02116-2580		501(C)(3)	FURTHER CHARITABLE GOALS	10000.
THE NATURE CONSERVANCY -CANADA PROGRAM 4245 FAIRFAX DRIVE, #100 ARLINGTON, VA 22203-1637		501(C)(3)	FURTHER CHARITABLE GOALS	15000.
GRIST MAGAZINE 710 SECOND AVE, SUITE 860 SEATTLE, WA 98104-1742		501(C)(3)	FURTHER CHARITABLE GOALS	65000.
HOMESIGHT 5117 RAINIER AVE S SEATTLE, WA 98118		501(C)(3)	FURTHER CHARITABLE GOALS	25000.
HOUSING CONSORTIUM - EVERTT/SNOHOMISH COUNTY P O BOX 1326 EVERETT, WA 98206-1326		501(C)(3)	FURTHER CHARITABLE GOALS	25000.
HOUSING DEVELOPMENT CONSORTIUM OF SEATTLE-KING COUNTY 1402 THIRD AVE, SUITE 709 SEATTLE, WA 98101		501(C)(3)	FURTHER CHARITABLE GOALS	25000.
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DR RESTON, VA 20190-5362		501(C)(3)	FURTHER CHARITABLE GOALS	10000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
IDAHO CONSERVATION LEAGUE P O BOX 844 BOISE, ID 83701		501(C)(3)	FURTHER CHARITABLE GOALS	75000.
INDEPENDENT SECTOR 1602 L ST NW, #900 WASHINGTON, DC 20036		501(C)(3)	FURTHER CHARITABLE GOALS	66000.
MOCKINGBIRD SOCIETY 2100 24TH AVE SOUTH, #240 SEATTLE, WA 98144-4637		501(C)(3)	FURTHER CHARITABLE GOALS	25000.
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 1920 L ST NW WASHINGTON, DC 20036-5045		501(C)(3)	FURTHER CHARITABLE GOALS	200000.
MONTANA WILDERNESS ASSOC 30 SOUTH EWING ST HELENA, MT 59601-5704		501(C)(3)	FURTHER CHARITABLE GOALS	230000.
NATIONAL AUDUBON SOCIETY ALASKA 441 WEST FIFTH AVE, SUITE 300 ANCHORAGE, AK 99501		501(C)(3)	FURTHER CHARITABLE GOALS	225000.
NATIONAL LOW INCOME HOUSING COALITION 727 15TH STREET NW, 6TH FLOOR WASHINGTON, DC 20005-2168		501(C)(3)	FURTHER CHARITABLE GOALS	32500.
NATURE CONSERVANCY IN ALASKA 715 L STREET, SUITE 100 ANCHORAGE, AK 99501		501(C)(3)	FURTHER CHARITABLE GOALS	25000.
NORTHERN ALASKA ENVIRONMENTAL CENTER 830 COLLEGE ROAD FAIRBANKS, AK 99701-1535		501(C)(3)	FURTHER CHARITABLE GOALS	25000.
OCEAN CONSERVANCY INC 1300 19TH STREET NW, #800 WASHINGTON, DC 20036-1653		501(C)(3)	FURTHER CHARITABLE GOALS	50000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SIERRA CLUB FOUNDATION 85 SECOND ST, #750 SAN FRANCISCO, CA 94105-3465		501(C)(3)	FURTHER CHARITABLE GOALS	30000.
PEW CHARITABLE TRUST 2005 MARKET STREET, #1700 PHILADELPHIA, PA 19103		501(C)(3)	FURTHER CHARITABLE GOALS	200000.
PHILANTHROPY NORTHWEST 2101 FOURTH AVE, SUITE 650 SEATTLE, WA 98121		501(C)(3)	FURTHER CHARITABLE GOALS	27500.
RIVERS WITHOUT BORDERS P O BOX 154 CLINTON, WA 98236		501(C)(3)	FURTHER CHARITABLE GOALS	40000.
SEATTLE FOUNDATION 1200 5TH AVE, SUITE 1300 SEATTLE, WA 98101-3151		501(C)(3)	FURTHER CHARITABLE GOALS	100000.
SEATTLE/KING CO COALITION ON HOMELESSNESS 77 SOUTH WASHINGTON STREET SEATTLE, WA 98104-2519		501(C)(3)	FURTHER CHARITABLE GOALS	31981.
SOCIAL VENTURE PARTNERS SEATTLE 1601 2ND AVENUE, #615 SEATTLE, WA 98101-1539		501(C)(3)	FURTHER CHARITABLE GOALS	55000.
SOLID GROUND WASHINGTON 1501 NORTH 45TH ST SEATTLE, WA 98103-6708		501(C)(3)	FURTHER CHARITABLE GOALS	52500.
SPOKANE LOW INCOME HOUSING CONSORTIUM 315 W MISSION, SUSITE 25B SPOKANE, WA 99201		501(C)(3)	FURTHER CHARITABLE GOALS	37000.
TACOMA-PIERCE COUNTY AFFORDABLE HOUSING CONSORTIUM 1323 SOUTH YAKIMA AVE TACOMA, WA 98405-4457		501(C)(3)	FURTHER CHARITABLE GOALS	25000.
Total from continuation sheets				

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05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TIDES FOUNDATION P O BOX 29903 SAN FRANCISCO, CA 94129-0903		501(C)(3)	FURTHER CHARITABLE GOALS	25000.
TIDES FOUNDATION CANADA #400 163 W HASTINGS ST VANCOUVER, BRITISH COLUMBIA, CANADA V6B1H5		CANADIAN NON-PROFIT	FURTHER CHARITABLE GOALS	100000.
TROUT UNLIMITED 419 SIXTH ST. SUITE 200 JUNEAU, AK 99801		501(C)(3)	FURTHER CHARITABLE GOALS	175000.
TRUSTEES FOR ALASKA 1026 W 4TH, SUITE 201 ANCHORAGE, AK 99501-1980		501(C)(3)	FURTHER CHARITABLE GOALS	25000.
WASHINGTON COMMUNITY ACTION NETWORK EDUCATION & RESEARCH FUND 220 S RIVER ST, SUITE 11 SEATTLE, WA 98108		501(C)(3)	FURTHER CHARITABLE GOALS	30000.
WASHINGTON LOW INCOME HOUSING ALLIANCE 1411 FOURTH AVE, SUITE 850 SEATTLE, WA 98101		501(C)(3)	FURTHER CHARITABLE GOALS	275000.
WASHINGTON NONPROFITS 120 STATE AVE, #303 OLYMPIA, WA 98501		501(C)(3)	FURTHER CHARITABLE GOALS	50000.
WASHINGTON STATE BUDGET & POLICY CENTER 1402 THIRD AVE, SUITE 1215 SEATTLE, WA 98101-2195		501(C)(3)	FURTHER CHARITABLE GOALS	58500.
WASHINGTON STATE COMMUNITY ACTION PARTNERSHIP P O BOX 7130 OLYMPIA, WA 98507		501(C)(3)	FURTHER CHARITABLE GOALS	50000.
WESTERN ENVIRONMENTAL LAW CENTER 1216 LINCOLN ST EUGENE, OR 97401		501(C)(3)	FURTHER CHARITABLE GOALS	50000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WESTERN REGIONAL ADVOCACY PROJECT 2940 16TH STREET, SUITE 200-2 SAN FRANCISCO, CA 94103		501(C)(3)	FURTHER CHARITABLE GOALS	10000.
YAAK VALLEY FOREST COUNCIL 256 RIVERVIEW DR TROY, MT 59935-9846		501(C)(3)	FURTHER CHARITABLE GOALS	20000.
GRANTS MANAGERS NETWORK 1666 K STREET NW, #440 WASHINGTON, DC 20005		501(C)(3)	FURTHER CHARITABLE GOALS	5000.
YUKON CONSERVATION SOCIETY 302 HAWKINS STREET WHITEHORSE, YUKON, CANADA Y1A1X6		CANADIAN NON-PROFIT	FURTHER CHARITABLE GOALS	80000.
YWCA ASSOC SEATTLE-KING-SNOHOMISH COUNTIES 1118 5TH AVE SEATTLE, WA 98101-3001		501(C)(3)	FURTHER CHARITABLE GOALS	25000.
WELLSPRING FAMILY SERVICES 1900 RAINIER AVE SOUTH SEATTLE, WA 98122		501(C)(3)	FURTHER CHARITABLE GOALS	20000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YWCA ASSOC SEATTLE-KING-SNOHOMISH COUNTIES 1118 5TH AVE SAN FRANCISCO, WA 98101-3001		501(C)(3)	FURTHER CHARITABLE GOALS	50000.
Total from continuation sheets				50000.

223635
05-01-12

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FED NATL MTG	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100000.	98583.	0.	0.	1417.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NAT REP CHICAGO 4.55	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
95000.	94002.	0.	0.	998.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WELLS FARGO 5.125	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100000.	100529.	0.	0.	-529.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SCHWAB #7813-4429(DETAIL ATTACHED)			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
119536.	99869.	0.	0.	19667.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SCHWAB #7813-4429(DETAIL ATTACHED)			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
215792.	202776.	0.	0.	13016.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SCHWAB #7813-4429(DETAIL ATTACHED)			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4974637.	3838865.	0.	0.	1135772.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ZUMIEZ INC - 100,000 SHARES			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2049452.	3439000.	0.	0.	-1389548.

CAPITAL GAINS DIVIDENDS FROM PART IV	6706.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-212501.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
KEY BANK	756.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	756.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHWAB #3455/FULCRUM - DIVIDENDS	56701.	6286.	50415.
SCHWAB #3455/FULCRUM - INTEREST	11959.	0.	11959.
SCHWAB #4429-OID	18702.	0.	18702.
SCHWAB #4429/FULCRUM - DIVIDENDS	259993.	420.	259573.
SCHWAB #4429/FULCRUM - INTEREST	136412.	0.	136412.
SCHWAB TAX EXEMPT INTEREST	15453.	0.	15453.
TOTAL TO FM 990-PF, PART I, LN 4	499220.	6706.	492514.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	21685.	0.	0.	21685.
TO FORM 990-PF, PG 1, LN 16B	21685.	0.	0.	21685.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROGRAM RELATED CONSULTING	76673.	0.	0.	76673.
ADMINISTRATIVE CONSULTING	17610.	0.	0.	17310.
TO FORM 990-PF, PG 1, LN 16C	94283.	0.	0.	93983.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	38699.	0.	0.	38699.
FOREIGN TAXES PAID	3547.	3547.	0.	0.
TO FORM 990-PF, PG 1, LN 18	42246.	3547.	0.	38699.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL PROCESSING EXP.	1648.	0.	0.	1648.
TELECOMMUNICATIONS	15175.	0.	0.	15175.
COMPUTER EXPENSES	15854.	0.	0.	15854.
OFFICE & ADMIN EXPENSES	7313.	0.	0.	7313.
INVESTMENTS MGMT FEES	67364.	67364.	0.	0.
PROF ORG. DUES	32614.	0.	0.	32614.
BOOKS & SUBSCRIPTIONS	18508.	0.	0.	18508.
INSURANCE	776.	0.	0.	776.
LICENSE FEES	25.	0.	0.	25.
MACGILLIVRAY FREEMAN FILM EXP.	2400.	0.	0.	2400.
ARTIC EXPENSES	100697.	0.	0.	100697.
TO FORM 990-PF, PG 1, LN 23	262374.	67364.	0.	195010.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
DIFFERENCE BETWEEN BOOK AND TAX BASIS ON ZUMIEZ STOCK SALE	3439000.
TOTAL TO FORM 990-PF, PART III, LINE 5	3439000.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
LEASEHOLD IMPROVEMENTS	35556.	5586.	29970.	29970.
COMPUTER EQUIPMENT	17050.	17050.	0.	0.
SOFTWARE	521.	521.	0.	0.
LEASEHOLD IMPROVEMENTS	6674.	933.	5741.	5741.
COMPUTER EQUIPMENT	12627.	12627.	0.	0.
OFFICE FURNITURE & FIXTURES	71808.	62192.	9616.	9616.
LEASEHOLD IMPROVEMENTS	29494.	3560.	25934.	25934.
OFFICE FURNITURE & FIXTURES	30544.	27136.	3408.	3408.
COMPUTER EQUIPMENT	3353.	3256.	97.	97.
MANAGEMENT SOFTWARE	22400.	22400.	0.	0.
COMPUTER EQUIPMENT	5833.	5329.	504.	504.
OFFICE CABINET/BOOKCASE	1382.	1382.	0.	0.
COMPUTER SERVER - BACKUP TAPE	1711.	1711.	0.	0.
COMPUTER EQUIPMENT	14751.	8851.	5900.	5900.
TO 990-PF, PART II, LN 14	253704.	172534.	81170.	81170.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCHWAB - CASH EQUIVALENTS	X		6270036.	6270036.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6270036.	6270036.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			6270036.	6270036.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB- EQUITIES	6998175.	6998175.
ZUMIEZ STOCK	3882000.	3882000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10880175.	10880175.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB - FIXED INCOME	5003006.	5003006.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5003006.	5003006.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PROGRAM INVESTMENT MACGILLIVRAY FREEMAN	FMV	497645.	497645.
SCHWAB - OTHER INVESTMENTS	FMV	635000.	635000.
TOTAL TO FORM 990-PF, PART II, LINE 13		1132645.	1132645.

FORM 990-PF OTHER ASSETS STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INT/DVD FOR 2008 REC'D 1/09	1308.	0.	0.
SECURITY DEPOSITS	11516.	11516.	11516.
NOTES RECEIVABLE	425000.	425000.	425000.
TO FORM 990-PF, PART II, LINE 15	437824.	436516.	436516.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 12 STATEMENT 19

EXPLANATION

THE $100,000 OF DONATIONS MADE TO THE SEATTLE FOUNDATION WILL BE USED TO CONTRIBUTE TO 501(C)(3) NON-PROFIT ORGANIZATIONS THAT FALL OUTSIDE THE SCOPE OF THE MISSIONS OF THIS FOUNDATION.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 20

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THOMAS D. CAMPION 1904 THIRD AVE SUITE 405 SEATTLE, WA 98101	TRUSTEE 0.50	0.	0.	0.
SONYA CAMPION 1904 THIRD AVE SUITE 405 SEATTLE, WA 98101	TRUSTEE 0.50	0.	0.	0.
LISA JAGUZNY 1904 THIRD AVE SUITE 405 SEATTLE, WA 98101	EXECUTIVE DIRECTOR 40.00	142053.	17046.	0.
DON ANDRE 1904 THIRD AVE SUITE 405 SEATTLE, WA 98101	ASSOC DIRECTOR 40.00	104215.	12506.	0.
MELANIE MATTHEWS 1904 THIRD AVE SUITE 405 SEATTLE, WA 98101	DIR. OF CAPACITY BUILDING & OPERATIONS 40.00	92700.	11124.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		338968.	40676.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 21
PART VII-B, LINE 5C

GRANTEE'S NAME

CANADIAN PARKS WILDERNESS SOCIETY-YUKON CHAPTER

GRANTEE'S ADDRESS

506-250 CITY CENTRE AVE
OTTAWA, ONTARIO, CANADA, KIR6K7

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
50000.		

PURPOSE OF GRANT

HELP PROTECT 17.5 MILLION ACRE PEEL WATERSHED IN YUKON TERRITORY, CANADA.

DATES OF REPORTS BY GRANTEE

NOVEMBER 5,2012 & MARCH 6,2013

ANY DIVERSION BY GRANTEE

NO DIVERSIONS

GRANTEE'S NAME

YUKON CONSERVATION SOCIETY

GRANTEE'S ADDRESS

302 HAWKINS ST
WHITEHORSE, YUKON, CANADA, Y1A1X6

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
80000.		

PURPOSE OF GRANT

HELP PROTECT 17.5 MILLION ACRE PEEL WATERSHED IN YUKON TERRITORY, CANADA.

DATES OF REPORTS BY GRANTEE

NOVEMBER 5,2012 & MARCH 4,2013

ANY DIVERSION BY GRANTEE

NO DIVERSIONS

GRANTEE'S NAME

ENVIRONMENTAL MINING EDUCATION FOUNDATION

GRANTEE'S ADDRESS

C/O 2543 WESLEY PLACE
VICTORIA, BRITISH COLUMBIA, CANADA, V8T1V1

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
100000.		

PURPOSE OF GRANT

SUPPORT ENVIRONAMENTAL MINING PRACTICES

DATES OF REPORTS BY GRANTEE

JULY 8, 2013

ANY DIVERSION BY GRANTEE

NO DIVERSIONS

GRANTEE'S NAME

CANADIAN PARKS WILDERNESS SOCIETY-NW TERRITORIES

GRANTEE'S ADDRESS

BOX 1934
YELLOWKNIFE, NORTHWEST TERRITORIES AND NUNAVUT, CANADA, NT X1A 2P5

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
40000.		

PURPOSE OF GRANT

GENERAL SUPPORT FOR CORE PROGRAMS, INCLUDING WORK TO CREATE THAIDENE NENE NATIONAL PARK.

DATES OF REPORTS BY GRANTEE

JULY 10, 2013 & FEBRUARY 28, 2013

ANY DIVERSION BY GRANTEE

NO DIVERSIONS

GRANTEE'S NAME

TIDES CANADA FOUNDATION

GRANTEE'S ADDRESS

#400-163 W HASTINGS ST
VANCOUVER, BRITISH COLUMBIA, CANADA, V6B1H5

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
100000.		

PURPOSE OF GRANT

TLATSIMI CONSERVATION FUND

ANY DIVERSION BY GRANTEE

NO DIVERSIONS

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LEASEHOLD IMPROVEMENTS	110106	SL	39.00	17	35556.			35556.	4674.		912.
2	COMPUTER EQUIPMENT	081506	200DB	5.00	17	17050.			17050.	17050.		0.
3	SOFTWARE	091806	200DB	3.00	17	521.			521.	521.		0.
4	LEASEHOLD IMPROVEMENTS	070107	SL	39.00	17	6674.			6674.	762.		171.
5	COMPUTER EQUIPMENT	070107	200DB	5.00	17	12627.			12627.	11900.		727.
6	OFFICE FURNITURE & FIXTURES	070107	200DB	7.00	17	71808.			71808.	55787.		6405.
7	LEASEHOLD IMPROVEMENTS	040208	SL	39.00	17	29494.			29494.	2804.		756.
8	OFFICE FURNITURE & FIXTURES	021508	200DB	7.00	17	30544.		15272.	15272.	10500.		1364.
9	COMPUTER EQUIPMENT	070108	200DB	5.00	17	3353.		1677.	1676.	1386.		193.
10	MANAGEMENT SOFTWARE	033009	200DB	3.00	17	22400.		11200.	11200.	10370.		830.
11	COMPUTER EQUIPMENT	070109	200DB	5.00	17	5833.		2917.	2916.	2076.		336.
12	OFFICE CABINET/BOOKCASE	092010	200DB	7.00	17	1382.		1382.				0.
13	COMPUTER SERVER - BACKUP TAPE	120710	200DB	5.00	17	1711.		1711.				0.
14	COMPUTER EQUIPMENT	070112	200DB	5.00	19B	14751.		7376.	7375.			8851.
	* TOTAL 990-PF PG 1 DEPR					253704.		41535.	212169.	117830.	0.	20545.

228102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Form **8868** (Rev January 2013)
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 CAMPION FOUNDATION	Employer identification number (EIN) or 20-3421717
	Number, street, and room or suite no If a P O. box, see instructions 1904 THIRD AVENUE, NO. 405	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions SEATTLE, WA 98101	

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

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

- The books are in the care of ▶ LISA JAGUZNY 1904 THIRD AVE, STE 405 - SEATTLE, WA 98101
  Telephone No ▶ 206-686-5310 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 AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______________, and ending ______________.

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	$ 1806.
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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

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01-21-13

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . ▶ ☒

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

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

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

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 CAMPION FOUNDATION	Employer identification number (EIN) or 20-3427177
	Number, street, and room or suite no If a P O box, see instructions 1904 THIRD AVENUE, #405	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions SEATTLE, WA 98101	

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

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

• The books are in the care of ▶ MELANIE MATTHEWS
Telephone No. ▶ 206-260-0106 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 NOVEMBER 15, 2013
5 For calendar year 2012, or other tax year beginning ______, 20 ___, and ending ______, 20 ___
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 AS OF THIS DATE TAXPAYER HAS NOT RECEIVED ALL OF THE INFORMATION NECESSARY FOR THE FILING OF A TRUE AND CORRECT RETURN. THE INFORMATION IS EXPECTED SHORTLY.

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	$ NONE
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	$
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	$ NONE

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 ▶ D. Hartak Title ▶ CPA Date ▶ 8/9/2013