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

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

2011

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

Name of foundation COLLEGE SPARK WASHINGTON		A Employer identification number 91-1215725
Number and street (or P O box number if mail is not delivered to street address) 190 QUEEN ANNE AVENUE NORTH	Room/suite 260	B Telephone number 206-461-5374
City or town, state, and ZIP code SEATTLE, WA 98109		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 117,438,042.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	521.	521.		
	4 Dividends and interest from securities	2,577,856.	2,756,260.		
	5a Gross rents		1,992.		
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<1,138,044.>			
	b Gross sales price for all assets on line 6a	28,993,140.			
	7 Capital gain net income (from Part IV, line 2)		2,490,743.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		33,786.			
12 Total. Add lines 1 through 11	1,440,333.	5,283,302.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	203,052.	22,907.		180,145.
	14 Other employee salaries and wages	299,018.	381.		299,648.
	15 Pension plans, employee benefits	75,891.	3,463.		72,532.
	16a Legal fees STMT 2	128.	0.		128.
	b Accounting fees STMT 3	76,830.	19,215.		56,382.
	c Other professional fees STMT 4	362,608.	84,869.		267,298.
	17 Interest	1,254.	0.		1,254.
	18 Taxes STMT 5	25,955.	10,528.		955.
	19 Depreciation and depletion	6,998.	0.		
	20 Occupancy	71,311.	0.		73,072.
	21 Travel, conferences, and meetings	41,805.	0.		42,608.
	22 Printing and publications	11,501.	0.		6,651.
	23 Other expenses STMT 6	92,388.	435,722.		100,348.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,268,739.	577,085.		1,101,021.
	25 Contributions, gifts, grants paid	5,983,746.			5,349,361.
26 Total expenses and disbursements. Add lines 24 and 25	7,252,485.	577,085.		6,450,382.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<5,812,152.>				
b Net investment income (if negative, enter -0-)		4,706,217.			
c Adjusted net income (if negative, enter -0-)			N/A		

614 22

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	969,479.	1,394,227.	1,394,227.
	2 Savings and temporary cash investments	2,382,512.	471,405.	471,405.
	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	21,350.	18,243.	18,243.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	26,905,830.	47,528,055.	47,528,055.
	c Investments - corporate bonds STMT 8	17,176,093.	17,559,911.	17,559,911.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	61,727,384.	50,444,039.	50,444,039.
	14 Land, buildings, and equipment basis ▶ 59,020.			
	Less accumulated depreciation STMT 10 ▶ 36,895.	7,223.	22,125.	22,125.
	15 Other assets (describe ▶ INTEREST RECEIVABLE)	25.	37.	37.
	16 Total assets (to be completed by all filers)	109,189,896.	117,438,042.	117,438,042.
	17 Accounts payable and accrued expenses	64,458.	71,199.	
	18 Grants payable	968,111.	1,602,496.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ CAPITAL LEASE PAYABLE)	1,954.	19,869.	
	23 Total liabilities (add lines 17 through 22)	1,034,523.	1,693,564.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	108,155,373.	115,744,478.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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	108,155,373.	115,744,478.	
	31 Total liabilities and net assets/fund balances	109,189,896.	117,438,042.	

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	108,155,373.
2 Enter amount from Part I, line 27a	2	<5,812,152.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	13,401,257.
4 Add lines 1, 2, and 3	4	115,744,478.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	115,744,478.

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 30,007,768.		27,517,025.	2,490,743.	
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			2,490,743.	
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	2,490,743.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	5,753,879.	110,753,102.	.051952
2009			
2008			
2007			
2006			

2 Total of line 1, column (d)	2	.051952
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	.051952
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	112,670,008.
5 Multiply line 4 by line 3	5	5,853,432.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	47,062.
7 Add lines 5 and 6	7	5,900,494.
8 Enter qualifying distributions from Part XII, line 4	8	6,472,282.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b.		1	47,062.
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	47,062.
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	47,062.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	55,322.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	65,322.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,260.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 18,260. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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.		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	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **WWW.COLLEGESPARK.ORG**

14 The books are in care of **CHRISTINE MCCABE** Telephone no. **206-461-5374**
 Located at **190 QUEEN ANNE AVENUE NORTH, STE 260, SEATTLE, WA** ZIP+4 **98109**

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

16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **16** Yes No
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ☒ X

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

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

	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> 1b		X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years 2a		
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. 2c		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A 3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b		X

Form 990-PF (2011)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

5bOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No**6b**

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

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**7b****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 11		203,052.	7,356.	1,860.

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
HEATHER GINGERICH - 190 QUEEN ANNE AVENUE N, STE 260, SEATTLE, WA 98109	SENIOR PROGRAM OFFICER 40.00	104,519.	9,576.	1,080.
MARY BETH LAMBERT - 190 QUEEN ANNE AVENUE N, STE 260, SEATTLE, WA 98109	COMMUNICATION OFFICER 40.00	76,181.	5,780.	1,080.
RACHEL CLEMENTS - 190 QUEEN ANNE AVENUE N, STE 260, SEATTLE, WA 98109	PROGRAM OFFICER 40.00	60,008.	6,726.	1,080.
MEUY SAEPHANH - 190 QUEEN ANNE AVENUE N, STE 260, SEATTLE, WA 98109	OFFICE MANAGER 40.00	52,031.	6,681.	0.

Total number of other employees paid over \$50,000

0

Form 990-PF (2011)

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
FSG, INC. 500 BOYLSTON STREET, BOSTON, MA 02116	PROGRAM EVALUATION	170,706.
CLARK NUBER, P.S. - 10900 NE 4TH STREET, SUITE 1700, BELLEVUE, WA 98004	ACCOUNTING SERVICES	76,830.
R.V. KUHN & ASSOCIATES, INC. P.O. BOX 6989, PORTLAND, OR 97228	INVESTMENT CONSULTING	71,881.

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.

Form 990-PF (2011)

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	60,950,149.
b Average of monthly cash balances	1b	2,992,216.
c Fair market value of all other assets	1c	50,443,430.
d Total (add lines 1a, b, and c)	1d	114,385,795.
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	114,385,795.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,715,787.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	112,670,008.
6 Minimum investment return. Enter 5% of line 5	6	5,633,500.

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	5,633,500.
2a Tax on investment income for 2011 from Part VI, line 5	2a	47,062.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	47,062.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	5,586,438.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	5,586,438.
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	5,586,438.

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	6,450,382.
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	21,900.
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	6,472,282.
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	47,062.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,425,220.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				5,586,438.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010	251,202.			
f Total of lines 3a through e	251,202.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	6,472,282.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				5,586,438.
e Remaining amount distributed out of corpus	885,844.			
5 Excess distributions carryover applied to 2011 (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	1,137,046.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,137,046.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	251,202.			
e Excess from 2011	885,844.			

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

N/A

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

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

- 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

[illegible]

- 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.

- 3** Subtract line 2d from line 2c
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(i)(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(i)(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 of the person to whom applications should be addressed:

SEE STATEMENT 12

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

- c Any submission deadlines:**

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

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				
EVERETT COMMUNITY COLLEGE 2000 TOWER STREET, PARK STUDENT UNION 310 C EVERETT, WA 98201	N/A	170(C)(1)	TEACHER EDUCATION ADVANCEMENT SCHOLARS PROGRAM	20,418.
EDUCATIONAL SERVICE DISTRICT 112 2500 NE 65TH AVE VANCOUVER, WA 98661	N/A	170(C)(1)	COLLEGE COMPASS CLUB	33,600.
MARY WALKER SCHOOL DISTRICT P.O. BOX 159 SPRINGDALE, WA 99173	N/A	170(C)(1)	RURAL ALLIANCE FOR COLLEGE SUCCESS	10,000.
HOPELINK P.O. BOX 3577 REDMOND, WA 98073	N/A	509(A)(1) OR (A)(2)	LINK TO OPPORTUNITY	64,611.
ACADEMIC LINK OUTREACH P.O. BOX 1292 MUKILTEO, WA 98275	N/A	509(A)(1) OR (A)(2)	THE PATH TO COLLEGE SUCCESS	38,463.
Total SEE CONTINUATION SHEET(S) ▶ 3a				5,349,361.
b Approved for future payment				
GRAYS HARBOR COLLEGE 1620 EDWARD P. SMITH DR. ABERDEEN, WA 98520	N/A	170(C)(1)	USING HS TRANSCRIPTS FOR COLLEGE MATH PLACEMENT	13,200.
GREEN RIVER COMMUNITY COLLEGE 12401 SE 320TH STREET SEATTLE, WA 98092	N/A	170(C)(1)	ENGLISH WRITING PLACEMENT USING HS TRANSCRIPT	20,314.
LEAGUE OF EDUCATION VOTERS 2734 WESTLAKE AVENUE N SEATTLE, WA 98103	N/A	509(A)(1) OR (A)(2)	CLOSING THE SCHOOLS TO PRISON PIPELINE IN WA STATE	40,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				1,291,047.

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	521.		
4 Dividends and interest from securities	525990	42.	14	2,577,787.		27.
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	525990	1,419.	18	<1,139,463.>		
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)		1,461.		1,438,845.		27.
13 Total. Add line 12, columns (b), (d), and (e)					13	1,440,333.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

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

[illegible]

- 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

Date _____

Title

EXECUTIVE DIRECTOR

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 ☐ self-employed

PTIN

JANE M. SEARING

Firm's name ► CLARK NUBER, P.S.

Firm's EIN ► 91-1194016

Firm's address ► 10900 NE 4TH STREET, SUITE 1700
BELLEVUE, WA 98004

Phone no. 425-454-4919

Form **990-PF** (2011)

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
WENATCHEE SCHOOL DISTRICT 235 SUNSET AVENUE, P.O. BOX 1767 WENATCHEE, WA 98801	N/A	170(C)(1)	WENATCHEE SCHOOL DISTRICT COLLEGE MENTORSHIP	31,694.
COLLEGE ACCESS NOW P.O. BOX 22999 SEATTLE, WA 98122	N/A	509(A)(1) OR (A)(2)	COLLEGE ACCESS NOW STRATEGIC GROWTH INITIATIVE	25,000.
ALLIANCE FOR EDUCATION 509 OLIVE WAY, SUITE 500 SEATTLE, WA 98101	N/A	509(A)(1) OR (A)(2)	STRENGTHENING SEATTLE PARTNERSHIPS FOR COLLEGE	79,579.
GREEN RIVER COMMUNITY COLLEGE 12401 SE 320TH STREET AUBURN, WA 98092	N/A	170(C)(1)	MASTER ACHIEVERS CENTER	24,000.
SEATTLE EDUCATION ACCESS 6920 ROOSEVELT WAY NE #355 SEATTLE, WA 98115	N/A	509(A)(1) OR (A)(2)	SEA PILOT EXPANSION	49,800.
COMMUNITY COLLEGES OF SPOKANE 501 N RIVERPOINT BLVD., SUITE 203, MS 1003 SPOKANE, WA 99201	N/A	170(C)(1)	COLLEGE TRANSITION DATA PROJECT	44,440.
NORTH SEATTLE COMMUNITY COLLEGE EDUCATION FUND 9600 COLLEGE WAY N SEATTLE, WA 98103	N/A	509(A)(1) OR (A)(2)	READINESS COUNTS	79,505.
WASHINGTON STATE UNIVERSITY P.O. BOX 645020 PULLMAN, WA 99164	N/A	170(C)(1)	CLASP	35,552.
SEATTLE GOODWILL INDUSTRIES 1765 SIXTH AVE S SEATTLE, WA 98134	N/A	509(A)(1) OR (A)(2)	GOODWILL SKILL BUILDING PROGRAM FOR YOUTH	50,000.
GRAYS HARBOR COLLEGE 1620 EDWARD P. SMITH DR. ABERDEEN, WA 98520	N/A	170(C)(1)	USING HS TRANSCRIPTS FOR COLLEGE MATH PLACEMENT	16,592.
Total from continuation sheets				5,182,269.

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
CENTRAL WASHINGTON UNIVERSITY FOUNDATION 400 E. UNIVERSITY WAY ELLENSBURG, WA 98926	N/A	509(A)(1) OR (A)(2)	BUILDING CAPACITY FOR STUDENT SUCCESS	45,300.
GREEN RIVER COMMUNITY COLLEGE 12401 SE 320TH STREET SEATTLE, WA 98092	N/A	170(C)(1)	ENGLISH WRITING PLACEMENT USING HS TRANSCRIPT	37,998.
LEAGUE OF EDUCATION VOTERS 2734 WESTLAKE AVENUE N SEATTLE, WA 98103	N/A	509(A)(1) OR (A)(2)	CLOSING THE SCHOOLS TO PRISON PIPELINE IN WA STATE	40,000.
NEIGHBORHOOD HOUSE 6400 SYLVAN WAY SW SEATTLE, WA 98126	N/A	509(A)(1) OR (A)(2)	ALIGNED COLLEGE READINESS SUPPORT	50,000.
ABEO SCHOOL CHANGE 500 AURORA AVE NORTH #305 SEATTLE, WA 98109	N/A	509(A)(1) OR (A)(2)	COLLEGE IS OUR OPTION-OPTIONS HS, BELLINGHAM, WA	76,635.
LAKE WASHINGTON INSTITUTE OF TECHNOLOGY 11605 132ND AVE NE KIRKLAND, WA 98028	N/A	170(C)(1)	FAST TRACK TO ALLIED HEALTH DEGREE COMPLETION	50,000.
MARY WALKER SCHOOL DISTRICT P.O. BOX 159 SPRINGDALE, WA 99173	N/A	170(C)(1)	RURAL ALLIANCE DIGITAL LEARNING COOPERATIVE	40,000.
HIGHLINE COMMUNITY COLLEGE P.O. BOX 98000 DES MOINES, WA 98198	N/A	170(C)(1)	LATINO HIGHER EDUCATION RESOURCE CENTER	50,000.
SPOKANE FALLS COMMUNITY COLLEGE P.O. BOX 6000 SPOKANE, WA 99227	N/A	170(C)(1)	SPOKANE FALLS CC/SPOKANE PUB SCHOOLS MATH READINESS	35,334.
COMMUNITY SCHOOLS COLLABORATION 16256 MILITARY ROAD SOUTH, SUITE 102 SEATAC, WA 98188	N/A	509(A)(1) OR (A)(2)	GET READY FOR ALGEBRA	50,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EDMONDS COMMUNITY COLLEGE 20000 68TH WEST LYNNWOOD, WA 98036	N/A	170(C)(1)	YOUR FUTURE NOW	69,966.
MDRC 16 E 34TH ST, 19TH FLOOR NEW YORK, NY 10016	N/A	509(A)(1) OR (A)(2)	ACHIEVING THE DREAM - EVALUATION	148,000.
ACHIEVING THE DREAM, INC. 8455 COLESVILLE ROAD, SUITE 900 SILVER SPRING, MD 20910	N/A	509(A)(1) OR (A)(2)	ACHIEVING THE DREAM - PHASE II	665,300.
BELLINGHAM TECHNICAL COLLEGE 3028 LINDBERGH AVENUE BELLINGHAM, WA 98225	N/A	170(C)(1)	ACHIEVING THE DREAM - PHASE II	75,000.
CLOVER PARK TECHNICAL COLLEGE 4500 STEILACOOM BLVD SW LAKEWOOD, WA 98499	N/A	170(C)(1)	ACHIEVING THE DREAM - PHASE II	75,000.
EDMONDS COMMUNITY COLLEGE 20000 68TH AVENUE WEST LYNNWOOD, WA 98036-5999	N/A	170(C)(1)	ACHIEVING THE DREAM - PHASE II	75,000.
EVERETT COMMUNITY COLLEGE 2000 TOWER STREET EVERETT, WA 98201	N/A	170(C)(1)	ACHIEVING THE DREAM - PHASE II	75,000.
GRAYS HARBOR COMMUNITY COLLEGE 1620 EDWARD P. SMITH DR. ABERDEEN, WA 98520	N/A	170(C)(1)	ACHIEVING THE DREAM - PHASE II	75,000.
LOWER COLUMBIA COLLEGE 1600 MAPLE STREET LONGVIEW, WA 98632	N/A	170(C)(1)	ACHIEVING THE DREAM - PHASE II	75,000.
NORTHWEST INDIAN COLLEGE 2522 KWINA ROAD BELLINGHAM, WA 98226	N/A	509(A)(1) OR (A)(2)	ACHIEVING THE DREAM - PHASE II	75,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WHATCOM COMMUNITY COLLEGE 237 W. KELLOGG ROAD BELLINGHAM, WA 98226	N/A	170(C)(1)	ACHIEVING THE DREAM - PHASE II	75,000.
WASHINGTON STATE BOARD FOR COMMUNITY & TECHNICAL COLLEGES P.O. BOX 42495 OLYMPIA, WA 98504	N/A	170(C)(1)	ACHIEVING THE DREAM - PHASE II	170,000.
WASHINGTON STATE BOARD FOR COMMUNITY & TECHNICAL COLLEGES P.O. BOX 98504-2495 OLYMPIA, WA 98504	N/A	170(C)(1)	ACHIEVING THE DREAM - EVALUATION	50,000.
OSPI P.O. BOX 47200 OLYMPIA, WA 98504	N/A	170(C)(1)	CRI AVID AND RIGOR DISTRICT GRANTS YR 3-6	571,870.
MDRC 475 14TH ST, SUITE 750 OAKLAND, CA 94612	N/A	509(A)(1) OR (A)(2)	EVALUATING THE CRI TACOMA PROJECT	40,000.
OSPI P.O. BOX 47200 OLYMPIA, WA 98504	N/A	170(C)(1)	CRI NAV AND RIGOR DISTRICT GRANTS YR 3-6	544,635.
UNIVERSITY OF TEXAS-PAN AMERICAN 1201 WEST UNIVERSITY DRIVE EDINBURG, TX 78539	N/A	170(C)(1)	AVID EVALUATION YEARS 3-6	12,350.
THE AVID CENTER 9246 LIGHTWAVE AVENUE, SUITE 200 SAN DIEGO, CA 92123	N/A	509(A)(1) OR (A)(2)	CRI INITIATIVE YR 3-6 IMPLEMENTATION	150,000.
OSPI P.O. BOX 47200 OLYMPIA, WA 98504	N/A	170(C)(1)	CRI ADMIN YR 3-6	225,000.
OSPI P.O. BOX 47200 OLYMPIA, WA 98504	N/A	170(C)(1)	CRI EVAL YR 3	82,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HERITAGE UNIVERSITY 3240 FORTH ROAD TOPPENISH, WA 98948	N/A	509(A)(1) OR (A)(2)	HERITAGE UNIVERSITY'S NEW INSTITUTE FOR STUDENT IDENTITY AND SUCCESS (HU-ISIS) - KR	70,000.
HIGHER EDUCATION COORDINATING BOARD P.O. BOX 43430 OLYMPIA, WA 98504	N/A	170(C)(1)	THEWASHBOARD.ORG PHASE III	400,000.
COMMUNITY CENTER FOR EDUCATION RESULTS 1200 FIFTH AVE, SUITE 1300 SEATTLE, WA 98101	N/A	509(A)(1) OR (A)(2)	COLLEGE BOUND SENIORS SUPPORT SERVICES	150,000.
NELA P.O. BOX 6028 INDIANAPOLIS, IN 46206	N/A	509(A)(1) OR (A)(2)	SCHOLARSHIP COALITION PHASE III GRANT	93,855.
COMMUNITIES IN SCHOOLS AUBURN 502 FOURTH ST NE AUBURN, WA 98002	N/A	509(A)(1) OR (A)(2)	TRUSTEE DISCRETIONARY GRANT	75,000.
GREEN RIVER COMMUNITY COLLEGE FOUNDATION 12401 SE 320TH STREET AUBURN, WA 98092	N/A	509(A)(1) OR (A)(2)	TRUSTEE DISCRETIONARY GRANT	150,000.
SEATTLE CHILDREN'S PLAYGARDEN 1745 24TH AVE S SEATTLE, WA 98144	N/A	509(A)(1) OR (A)(2)	EMPLOYEE MATCHING PROGRAM	465.
YWCA SEATTLE, KING CO. & SNOHOMISH CO. 1118 FIFTH AVENUE SEATTLE, WA 98101	N/A	509(A)(1) OR (A)(2)	EMPLOYEE MATCHING PROGRAM	250.
KPLU 12180 PARK AVE S TACOMA, WA 98447	N/A	509(A)(1) OR (A)(2)	EMPLOYEE MATCHING PROGRAM	100.
GIRL SCOUTS OF WESTERN WASHINGTON P.O. BOX 900961 SEATTLE, WA 98109	N/A	509(A)(1) OR (A)(2)	EMPLOYEE MATCHING PROGRAM	469.
Total from continuation sheets.				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WASHINGTON WOMEN'S EMPLOYMENT & EDUCATION 3516 SOUTH 47TH STREET, SUITE 205 TACOMA, WA 98409	N/A	509(A)(1) OR (A)(2)	EMPLOYEE MATCHING PROGRAM	100.
SEATTLE OPERA 1020 JOHN STREET SEATTLE, WA 98109	N/A	509(A)(1) OR (A)(2)	EMPLOYEE MATCHING PROGRAM	130.
YWCA SEATTLE, KING CO. & SNOHOMISH CO. 1118 FIFTH AVENUE SEATTLE, WA 98101	N/A	509(A)(1) OR (A)(2)	EMPLOYEE MATCHING PROGRAM	250.
TAPROOT THEATRE COMPANY P.O. BOX 30946 SEATTLE, WA 98113	N/A	509(A)(1) OR (A)(2)	EMPLOYEE MATCHING PROGRAM	250.
PUGET SOUND BLOOD CENTER 921 TERRY AVENUE SEATTLE, WA 98104	N/A	509(A)(1) OR (A)(2)	EMPLOYEE MATCHING PROGRAM	100.
CRISIS CLINIC 9725 3RD AVE NE, SUITE 300 SEATTLE, WA 98115	N/A	509(A)(1) OR (A)(2)	EMPLOYEE MATCHING PROGRAM	500.
LEWIS AND CLARK COLLEGE 0615 SW PALATINE HILL ROAD, MSC 57 PORTLAND, OR 97219	N/A	509(A)(1) OR (A)(2)	EMPLOYEE MATCHING PROGRAM	250.
Total from continuation sheets				

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
NEIGHBORHOOD HOUSE 6400 SYLVAN WAY SW SEATTLE, WA 98126	N/A	509(A)(1) OR (A)(2)	ALIGNED COLLEGE READINESS SUPPORT	50,000.
MARY WALKER SCHOOL DISTRICT P.O. BOX 159 SPRINGDALE, WA 99173	N/A	170(C)(1)	RURAL ALLIANCE DIGITAL LEARNING COOPERATIVE	80,000.
SPOKANE FALLS COMMUNITY COLLEGE P.O. BOX 6000 SPOKANE, WA 99227	N/A	170(C)(1)	SPOKANE FALLS CC/SPOKANE PUB SCHOOLS MATH READINESS	39,616.
EDMONDS COMMUNITY COLLEGE 20000 68TH WEST LYNNWOOD, WA 98036	N/A	170(C)(1)	YOUR FUTURE NOW	143,272.
OSPI P.O. BOX 47200 OLYMPIA, WA 98504	N/A	170(C)(1)	CRI ADMIN YR 3-6	225,000.
OSPI P.O. BOX 47200 OLYMPIA, WA 98504	N/A	170(C)(1)	CRI EVAL YEAR 4	143,500.
HIGHER EDUCATION COORDINATING BOARD P.O. BOX 43430 OLYMPIA, WA 98504	N/A	170(C)(1)	THEWASHBOARD.ORG PHASE III	160,000.
COMMUNITY CENTER FOR EDUCATION RESULTS 1200 FIFTH AVE, SUITE 1300 SEATTLE, WA 98101	N/A	509(A)(1) OR (A)(2)	COLLEGE BOUND SENIORS SUPPORT SERVICES	175,000.
NELA P.O. BOX 6028 INDIANAPOLIS, IN 46206	N/A	509(A)(1) OR (A)(2)	SCHOLARSHIP COALITION PHASE III GRANT	51,145.
SEATTLE UNIVERSITY 901 12TH AVENUE SEATTLE, WA 98122	N/A	509(A)(1) OR (A)(2)	TRUSTEE DISCRETIONARY GRANT	150,000.
Total from continuation sheets				1,217,533.

COLLEGE SPARK WASHINGTON

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b FROM SCHEDULE K-1S	P	VARIOUS	VARIOUS
c ARTIO INST'L INTL EQUITY FUND II	P	VARIOUS	VARIOUS
d CHAMPLAIN SMALL CAP FUND	P	VARIOUS	07/02/12
e CLARION LION PROPERTIES FUND	P	VARIOUS	VARIOUS
f HARRIS AURORA OFFSHORE FUND	P	VARIOUS	01/23/12
g RESEARCH AFFILIATED FUNDAMENTAL INDEX L.P.	P	VARIOUS	08/07/12
h GOLDMAN SACHS VINTAGE FUND IV	P	VARIOUS	VARIOUS
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 8,162,007.		9,180,678.	<1,018,671.>
b 2,123,490.			2,123,490.
c 6,843,549.		6,843,910.	<361.>
d 300,000.		262,237.	37,763.
e		30,461.	<30,461.>
f 12,000,000.		10,732,689.	1,267,311.
g 500,000.		467,050.	32,950.
h 78,722.			78,722.
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			<1,018,671.>
b			2,123,490.
c			<361.>
d			37,763.
e			<30,461.>
f			1,267,311.
g			32,950.
h			78,722.
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	2,490,743.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF	OTHER INCOME	STATEMENT	1
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PARTNERSHIP INCOME	0.	33,786.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	33,786.	

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	128.	0.		128.
TO FM 990-PF, PG 1, LN 16A	128.	0.		128.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING, TAX, AND AUDIT FEES	76,830.	19,215.		56,382.
TO FORM 990-PF, PG 1, LN 16B	76,830.	19,215.		56,382.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEES	84,869.	84,869.		0.
PORTFOLIO REVIEW				
CONSULTANTS	170,706.	0.		170,706.
PROGRAM CONSULTANTS	78,610.	0.		73,610.
OTHER CONSULTING	28,423.	0.		22,982.
TO FORM 990-PF, PG 1, LN 16C	362,608.	84,869.		267,298.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	25,000.	0.		0.	
STATE TAX	764.	0.		764.	
PERSONAL PROPERTY TAX	191.	0.		191.	
FOREIGN INCOME TAX	0.	10,528.		0.	
TO FORM 990-PF, PG 1, LN 18	25,955.	10,528.		955.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FACILITATION & PROGRAM DEVELOPMENT	31,928.	0.		31,808.	
SUPPLIES & EQUIPMENT	14,694.	0.		21,108.	
TELEPHONE & INTERNET	13,570.	41.		13,474.	
DUES & SUBSCRIPTIONS	12,532.	0.		12,605.	
OTHER EMPLOYEE EXPENSE	8,492.	0.		8,901.	
INSURANCE	7,410.	0.		7,410.	
POSTAGE	1,723.	56.		2,118.	
BANK FEES	1,389.	0.		1,389.	
BOARD MISC. EXPENSE	650.	0.		1,535.	
PARTNERSHIP EXPENSES	0.	435,625.		0.	
TO FORM 990-PF, PG 1, LN 23	92,388.	435,722.		100,348.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
RAINIER LARGE CAP CORE EQUITY	0.	0.		
VANGUARD GROWTH INDEX FUND	5,159,541.	5,159,541.		
VANGUARD TOTAL INTERNATIONAL STOCK	7,328,619.	7,328,619.		
DODGE & COX INTERNATIONAL STOCK FUND	8,802,240.	8,802,240.		
E.I.I. GLOBAL PROPERTY INSTITUTIONAL	3,403,624.	3,403,624.		
PIMCO ALL ASSET FUND	6,331,535.	6,331,535.		
FIDELITY STRATEGIC REAL RETURN FUND	6,204,416.	6,204,416.		
PRISMA SPECTRUM FUND	10,298,080.	10,298,080.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	47,528,055.	47,528,055.		

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
PIMCO TOTAL RETURN FUND	8,812,097.	8,812,097.	
DODGE & COX INCOME FUND	8,747,814.	8,747,814.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	17,559,911.	17,559,911.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
RESEARCH AFFILIATED FUNDAMENTAL INDEX L.P.	FMV	10,806,285.	10,806,285.
PLATTE RIVER FUND, LP	FMV	10,423,610.	10,423,610.
CHAMPLAIN SMALL CAP FUND	FMV	8,228,371.	8,228,371.
ARTIO INST'L INTL EQUITY FUND II	FMV	0.	0.
RREEF AMERICA REIT	FMV	5,279,234.	5,279,234.
CONTRARIAN DISTRESSED REAL ESTATE DEBT FUND, LP	FMV	773,326.	773,326.
HARRIS AURORA OFFSHORE FUND	FMV	10,334,077.	10,334,077.
DRUM SPECIAL SITUATION PARTNERS III	FMV	879,902.	879,902.
NORTHGATE PRIVATE EQUITY PARTNERS III FUND	FMV	711,213.	711,213.
NORTHGATE VENTURES PARTNERS III FUND	FMV	438,899.	438,899.
NORTHERN TRUST PRIVATE EQUITY	FMV	1,164,852.	1,164,852.
GOLDMAN SACHS VINTAGE FUND IV	FMV	1,404,270.	1,404,270.
TOTAL TO FORM 990-PF, PART II, LINE 13		50,444,039.	50,444,039.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENTS	5,129.	5,129.	0.
PROPERTY, PLANT & EQUIPMENT	21,624.	20,435.	1,189.
COMPUTERS	10,367.	8,776.	1,591.
COPIER LEASE	21,900.	2,555.	19,345.
TOTAL TO FM 990-PF, PART II, LN 14	59,020.	36,895.	22,125.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHRISTINE A. MCCABE 190 QUEEN ANNE AVENUE N, STE 260 SEATTLE, WA 98109	EXECUTIVE DIRECTOR 50.00	203,052.	7,356.	1,860.
DR. K.J. (GUS) KRAVAS 190 QUEEN ANNE AVENUE N, STE 260 SEATTLE, WA 98109	CHAIR 4.00	0.	0.	0.
DR. BRIAN BENZEL 190 QUEEN ANNE AVENUE N, STE 260 SEATTLE, WA 98109	TRUSTEE 4.00	0.	0.	0.
DR. KIM BOBBY (THRU 7/12) 190 QUEEN ANNE AVENUE N, STE 260 SEATTLE, WA 98109	TRUSTEE 2.00	0.	0.	0.
CHIO FLORES 190 QUEEN ANNE AVENUE N, STE 260 SEATTLE, WA 98109	TRUSTEE 2.00	0.	0.	0.
BOB GILB (FROM 4/12) 190 QUEEN ANNE AVENUE N, STE 260 SEATTLE, WA 98109	TRUSTEE 2.00	0.	0.	0.
TREVOR GREENE (FROM 4/12) 190 QUEEN ANNE AVENUE N, STE 260 SEATTLE, WA 98109	TRUSTEE 2.00	0.	0.	0.
JEAN HERNANDEZ, ED.D 190 QUEEN ANNE AVENUE N, STE 260 SEATTLE, WA 98109	TRUSTEE 2.00	0.	0.	0.
DENNY HURTADO 190 QUEEN ANNE AVENUE N, STE 260 SEATTLE, WA 98109	TRUSTEE 2.00	0.	0.	0.
FAITH LI PETTIS 190 QUEEN ANNE AVENUE N, STE 260 SEATTLE, WA 98109	TRUSTEE 2.00	0.	0.	0.
STEVEN C. PUMPHREY 190 QUEEN ANNE AVENUE N, STE 260 SEATTLE, WA 98109	CHAIR-ELECT 4.00	0.	0.	0.

CHRISTIE QUERNA
190 QUEEN ANNE AVENUE N, STE 260
SEATTLE, WA 98109

SECRETARY

4.00

0.

0.

0.

CHRIS REYKDAL
190 QUEEN ANNE AVENUE N, STE 260
SEATTLE, WA 98109

TRUSTEE

4.00

0.

0.

0.

CHARLES E. RILEY (THRU 4/12)
190 QUEEN ANNE AVENUE N, STE 260
SEATTLE, WA 98109

TREASURER

4.00

0.

0.

0.

JOHN ROSE
190 QUEEN ANNE AVENUE N, STE 260
SEATTLE, WA 98109

TRUSTEE

4.00

0.

0.

0.

RICHARD A. RUTKOWSKI (THRU 4/12)
190 QUEEN ANNE AVENUE N, STE 260
SEATTLE, WA 98109

TRUSTEE

4.00

0.

0.

0.

DR. DEBORAH J. WILDS
190 QUEEN ANNE AVENUE N, STE 260
SEATTLE, WA 98109

VICE CHAIR & TREASURER

4.00

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

203,052.

7,356.

1,860.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

COLLEGE SPARK WASHINGTON
190 QUEEN ANNE AVENUE NORTH, SUITE 260
SEATTLE, WA 98109

TELEPHONE NUMBER

206-461-5374

FORM AND CONTENT OF APPLICATIONS

EACH FALL, COLLEGE SPARK PUBLISHES A REQUEST-FOR-PROPOSALS DESCRIBING THE TYPE OF PROJECTS FOR WHICH IT WILL ACCEPT APPLICATIONS THAT YEAR. APPLICANTS MUST COMPLETE LETTERS-OF-INTEREST USING COLLEGE SPARK'S ONLINE COMMUNITY GRANTS SYSTEM. COLLEGE SPARK DOES NOT ACCEPT APPLICATIONS SUBMITTED THROUGH OTHER METHODS. PLEASE NOTE UNSOLICITED APPLICATIONS ARE NOT ACCEPTED OUTSIDE THE DEADLINES FOR THE COMMUNITY GRANTS PROGRAM.

ANY SUBMISSION DEADLINES

PLEASE SEE OUR WEBSITE AT WWW.COLLEGESPAK.ORG FOR MORE INFORMATION REGARDING APPLICATION DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE DETAILED COMMUNITY GRANTS REQUEST-FOR-PROPOSALS AVAILABLE AT WWW.COLLEGESPAK.ORG SETS FORTH THE REQUIREMENTS FOR CONSIDERATION OF GRANT PROPOSALS, INCLUDING ELIGIBILITY CRITERIA FOR ORGANIZATIONS WITH A STAFFED PRESENCE IN WASHINGTON STATE, APPROPRIATE METHODS TO ENSURE PROJECTS SERVE LOW-INCOME STUDENTS, AND EXPECTED OUTCOMES THAT PROPOSALS MUST BE DESIGNED TO ACHIEVE.

990-PF	INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS PART XVII, LINE 1, COLUMN (D)	STATEMENT 13
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NAME OF NONCHARITABLE EXEMPT ORGANIZATION

NW FINANCIAL ASSOC EMPLOY BEN TRUST

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

PAYMENT FOR EMPLOYEE BENEFITS INSURANCE PLANS

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

WASHINGTON BANKERS ASSOCIATION

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

MEMBERSHIP DUES

AMENDED AND RESTATED BYLAWS

OF

COLLEGE SPARK WASHINGTON
(formerly known as Washington Education Access Association)

Effective: April 11, 2012

**AMENDED AND RESTATED
BYLAWS
OF
COLLEGE SPARK WASHINGTON
(formerly known as Washington Education Access Association)**

**ARTICLE 1
MEMBERSHIP**

The corporation shall have no members.

**ARTICLE 2
BOARD OF TRUSTEES**

Section 2.1 Powers and Qualifications. The affairs of the corporation shall be managed by the board of trustees.

Section 2.2 Number and Term. The number of trustees of the corporation shall be not less than three (3). The board of trustees, by resolution of the board, may increase or decrease the number of trustees, provided that no decrease in number shall have the effect of shortening the term of any incumbent. Upon the first annual election of trustees, the trustees shall be divided into three (3) classes, the first class to serve a term of one (1) year, the second to serve a term of two (2) years, and the third to serve a term of three (3) years thereafter. Each such trustee shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. Except as set forth below in Section 2.7 (Vacancies), the term of office of a class of trustees after those elected at the first annual meeting shall be three (3) years.

Section 2.3 Term Limits. For trustees elected after January 1, 2006, no person shall be elected to the office of trustee more than three times; *provided, however*, a trustee serving as the Chair may be permitted by majority vote of the board to serve beyond the term limit period in order to serve a full two-year term as Chair plus as one additional year after completion of the service as the Chair. For trustees elected prior to January 1, 2006, such trustees may be elected to one additional three-year term after the expiration of their respective current terms, provided further that, with respect to the Vice Chair serving effective January 13, 2010, the board by majority vote may authorize one further three-year term.

Section 2.4 Committees. The board of trustees, by resolution adopted by a majority of the trustees in office, may designate and appoint committees of the board. Any such committee shall consist of two (2) or more trustees and shall have and exercise such authority of the board of trustees in the management of the corporation as may be specified by resolution. However, no such committee shall have the authority of the board of trustees to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any trustee or officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the

corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the board of trustees which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the board of trustees or any individual trustee of any responsibility imposed upon it, him or her by law.

Section 2.5 Election. After the first annual meeting, the member or members of classes of trustees shall be elected at each annual meeting, to hold office until the expiration of the term of office of the class of trustees into which elected, and until his, her or their respective successors are elected and qualified.

Section 2.6 Removal. Any trustee elected or appointed may be removed by a majority vote of the board of trustees whenever in its judgment the best interests of the corporation will be served thereby.

Section 2.7 Vacancies. The board of trustees shall have the power to fill any vacancy occurring in the board and any trusteeship to be filled by reason of an increase in the number of trustees by resolution of the board. Any trustee elected to fill a vacancy or by reason of an increase in the board may elected to an initial term of less than three years if determined by the board as necessary to maintain a balance of classes.

ARTICLE 3 MEETING OF BOARD OF TRUSTEES

Section 3.1 Annual Meetings. The annual meeting of the board of trustees for election of trustees to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be held on the second Tuesday of April of each year at 10:00 a.m. at the registered office of the corporation, unless the Board shall agree at a preceding meeting or by consent to a different date, time, or place.

Section 3.2 Special Meetings. Special meetings of the board of trustees may be held at any place and time, whenever called by the chairman, secretary, one-third (1/3) or more of the trustees or by the Executive Director of the corporation.

Section 3.3 Notice of Meetings. Notice of the time and place of any special meeting of the board of trustees shall be given by the secretary, or by the trustee or trustees calling the meeting, by regular or express mail, electronic mail, electronic network posting, facsimile, telegram, or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where the trustee attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the board of trustees need be specified in the notice or any waiver of notice of such meeting, except that notice must be given or any proposed alteration or amendment of the Articles of Incorporation or Bylaws or repeal of the Bylaws to be considered at any meeting of the board of trustees.

Section 3.3.1 Consent to Notice By Email. If notice is provided to trustees by email, it is effective only with respect to trustees who have: (a) consented in writing or by email

to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. A trustee who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile or email) a revocation to the corporation. The consent of any trustee is revoked if the corporation is unable to transmit by email two (2) consecutive notices given by the corporation in accordance with the trustee's consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

Section 3.3.2 Delivery of Notice By Email. Notice provided by email to a trustee who has consented to receive notice by such means is effective when it is emailed to an address designated by the recipient for that purpose.

Section 3.3.3 Delivery of Notice By Posting to Electronic Network. The corporation may provide notice of the time and place of any special meeting of the board of trustees by posting the notice on an electronic network (such as a listserv), provided that the corporation also delivers to the trustee notice of the posting by mail, facsimile, or email (pursuant to the recipient's consent to receive notices by email), together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Section 3.3.4 Delivery of Notice By Other Means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the trustee at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice described in this section are effective when received.

Section 3.4 Quorum. A majority of the board of trustees shall constitute a quorum for the transaction of business except as otherwise required by law. The act of the majority of trustees present at a meeting at which a quorum is present shall be the act of the board of trustees. At any meeting of the board of trustees at which a quorum is present, any business may be transacted, and the board may exercise all of its powers. A trustee who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the trustee's dissent or abstention is entered in the minutes of the meeting or the trustee files his or her written dissent or abstention to such action with either the person acting as secretary of the meeting before the adjournment of the meeting or by registered mail to the secretary of the corporation immediately after the adjournment of the meeting.

Section 3.5 Meetings Held by Telephone or Similar Communications Equipment. Members of the board of trustees or its committees may participate in a meeting of the board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE 4

ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the board of trustees (or its committees) of the corporation, may be taken without a meeting if a consent in writing or by email transmission, setting forth the action so taken, shall be signed by all of the trustees entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. For purposes of the Bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

ARTICLE 5

WAIVER OF NOTICE

Whenever any notice is required to be given to any trustee of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE 6

OFFICERS

Section 6.1 Officers Enumerated. The officers of the corporation shall be a chair, one or more vice chairs, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the board of trustees. Except for the office of the chair, each officer shall be annually elected by the board of trustees, and shall serve until their successors are duly elected and qualified. Any two (2) or more offices may be held by the same person, except the offices of chair and secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the board of trustees may prescribe.

Section 6.2 The Chair. The chair shall exercise the usual executive powers pertaining to the office of chair. He or she shall preside at meetings of the board of trustees and any executive committee exercising any authority of the board. For purposes of compliance with RCW Chapter 24.03, the chair shall be deemed to hold the office of president as required by the statute. The chair shall be elected for a term of two (2) years, and shall serve until his or her successor is duly elected and qualified. The chair shall have served at least three years on the board prior to appointment, which may include one year as the chair-elect.

Section 6.3 The Vice Chair. In the absence or disability of the chair, the vice chair shall act as chair. For purposes of compliance with RCW Chapter 24.03, the vice chair shall be deemed to hold the office of vice president as required by the statute.

Section 6.4 The Secretary. It shall be the duty of the secretary to keep records of the proceedings of the board of trustees and, when requested by the president to do so, to sign and execute with the president all deeds, bonds, contracts, and other obligations or instruments, in the name of the corporation, to keep the corporate seal (if any), and to affix the same to proper documents.

Section 6.5 The Treasurer. The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation and shall cause to be kept regular books of account. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the board of trustees, and in general, shall perform all of the duties incident to the office of treasurer.

Section 6.6 The Chair-Elect. At the annual meeting one year prior to the expiration of the incumbent chair's term, the board may appoint a chair-elect who shall succeed to the office of the chair upon completion of the incumbent's term as chair.

Section 6.7 Vacancies. Vacancies in any office arising from any cause may be filled by the board of trustees at any annual or special meeting.

Section 6.8 Salaries. The salaries of all officers of the corporation, if any, shall be fixed by the board of trustees.

Section 6.9 Removal. Any officer elected or appointed may be removed by the board of trustees whenever in its judgment the best interests of the corporation will be served thereby.

ARTICLE 7 EXECUTIVE DIRECTOR

The board of trustees shall select and employ an Executive Director. The Executive Director shall be the chief executive officer of the corporation and shall have the customary duties of that position and such other duties as may be assigned by the board from time to time and shall be given such authority and responsibility as the board deems necessary or desirable. The compensation of the Executive Director shall be fixed by the board of trustees.

The Executive Director shall have responsibility for the day-to-day management and administration of the corporation's operations and for implementing board policies relating thereto. The Executive Director shall report regularly to the corporation's board on matters concerning the corporation's operation and activities, including federal, state, and local developments which may affect the corporation's operation.

A vacancy in the office of Executive Director arising from any cause may be filled by the board of trustees at any annual or special meeting. The Executive Director may be removed by the board of trustees whenever, in the board's judgment, the corporation's best interests would be served thereby. The removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an Executive Director does not, of itself, create contract rights.

ARTICLE 8 ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 8.1 Fiscal Year. The last day of the corporation's fiscal year shall be September 30.

Section 8.2 Loans Prohibited. The corporation shall make no loans to any officer or to any trustee.

Section 8.3 Corporate Seal. The board of trustees may provide for a corporate seal, which shall have inscribed thereon the name of the corporation, the year and state of incorporation and the words "corporate seal."

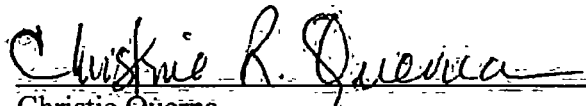
Section 8.4 Books and Records. The corporation shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following: current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; a record of officers' and trustees' names and addresses; minutes of the meetings of the board and any minutes which may be maintained by committees of the board. Records may be written or electronic if capable of being converted to writing. All books and records of the corporation may be inspected by any trustee, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 8.5 Amendment of Bylaws. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the board of trustees at any annual or special meeting of the board if at least three (3) days written notice of the proposed change in the Bylaws is given.

Section 8.6 Rules of Procedure. The rules of procedure at meetings of the board of trustees of the corporation shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the board of trustees.

CERTIFICATION

Christie Querna, being Secretary of College Spark Washington, hereby certifies that the foregoing Bylaws were duly adopted by the board of trustees on April 11, 2012.


Christie Querna
Secretary