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

Department of the Treasury
Internal Revenue Service

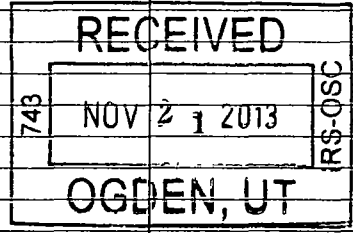
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year **2012** or tax year beginning **2012**, and ending **20**

Name of foundation THE BRAINERD FOUNDATION		A Employer identification number 91-1675591
Number and street (or P O box number if mail is not delivered to street address) 1601 SECOND AVE, SUITE 610		B Telephone number (see instructions) (206) 448-0676
Room/suite		C If exemption application is pending check here <input type="checkbox"/>
City or town, state, and ZIP code SEATTLE, WA 98101-1541		
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
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		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 26,187,673.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	593,389.	593,220.		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	1,640,800.			
b Gross sales price for all assets on line 6a 20,023,334.				
7 Capital gain net income (from Part IV, line 2)		1,628,848.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)	-122,627.	-4,973.		
11 Other income (attach schedule) ATCH 1	2,111,562.	2,217,095.		
12 Total. Add lines 1 through 11				
13 Compensation of officers, directors, trustees, etc.	161,354.	1,614.		159,740.
14 Other employee salaries and wages	274,402.	35,425.		238,976.
15 Pension plans, employee benefits	127,233.	10,815.		116,418.
16 a Legal fees (attach schedule) ATCH 2	2,250.			2,250.
b Accounting fees (attach schedule) ATCH 3	43,711.	21,529.		22,182.
c Other professional fees (attach schedule) *	404,095.	234,925.		169,170.
17 Interest ATCH 5	14,131.	14,131.		
18 Taxes (attach schedule) (see instructions) ATCH 6	34,030.	15,007.		522.
19 Depreciation (attach schedule) and depletion	9,092.	773.		
20 Occupancy	73,487.	12,725.		60,762.
21 Travel, conferences, and meetings	56,569.	3,862.		46,484.
22 Printing and publications	464.	39.		425.
23 Other expenses (attach schedule) ATCH 7	125,973.	90,453.		32,083.
24 Total operating and administrative expenses. Add lines 13 through 23	1,326,791.	441,298.		849,012.
25 Contributions, gifts, grants paid	2,581,024.			2,581,024.
26 Total expenses and disbursements. Add lines 24 and 25	3,907,815.	441,298.	0	3,430,036.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-1,796,253.			
b Net investment income (if negative, enter -0-)		1,775,797.		
c Adjusted net income (if negative, enter -0-)				



SCANNED NOV 22 2013 Revenue Expenses Operating and Administrative

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings ⁸ and temporary cash investments		14,202,636.	764,437.	764,437.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) ATCH 8		13,653,712.	25,176,684.	25,176,684.
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶		238,995. 173,769.	38,347.	65,226.
15	Other assets (describe ▶ ATCH 9)		99,611.	181,326.	181,326.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		27,994,306.	26,187,673.	26,187,673.	
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 (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 10)		14,099.	3,719.	
23	Total liabilities (add lines 17 through 22)		14,099.	3,719.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		27,980,207.	26,183,954.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>					
	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 (see instructions)		27,980,207.	26,183,954.		
31	Total liabilities and net assets/fund balances (see instructions)		27,994,306.	26,187,673.		

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	27,980,207.
2	Enter amount from Part I, line 27a	2	-1,796,253.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	26,183,954.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,183,954.

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	SBE PART IV SCHEDULE			
b				
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				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,628,848.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{	3	0

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	4,022,909.	30,049,182.	0.133877	
2010	3,846,826.	31,004,466.	0.124073	
2009	3,436,754.	30,164,050.	0.113935	
2008	4,060,925.	39,301,774.	0.103327	
2007	3,401,750.	45,249,059.	0.075178	
2	Total of line 1, column (d)		2	0.550390
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0.110078
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	26,676,864.
5	Multiply line 4 by line 3		5	2,936,536.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6	17,758.
7	Add lines 5 and 6		7	2,954,294.
8	Enter qualifying distributions from Part XII, line 4 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		8	3,463,252.

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

Table with 11 rows for excise tax calculation. Line 1: 17,758. Line 2: 17,758. Line 3: 17,758. Line 4: 0. Line 5: 17,758. Line 6a: 152,134. Line 7: 152,134. Line 10: 134,376. Line 11: 134,376.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: No (X). Row 1b: No (X). Row 1c: No (X). Row 2: No (X). Row 3: No (X). Row 4a: Yes (X). Row 4b: Yes (X). Row 5: No (X). Row 6: Yes (X). Row 7: Yes (X). Row 8b: Yes (X). Row 9: No (X). Row 10: No (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.BRAINERD.ORG
14 The books are in care of CRYSTAL ANDERSON Telephone no 206-448-0676
Located at 1601 SECOND AVENUE, SUITE 610, SEATTLE, WA ZIP+4 98101
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A
and enter the amount of tax-exempt interest received or accrued during the year 15
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 Yes No 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.
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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 X 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.) 2b N/A
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 X 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) 3b N/A
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)? (see instructions) Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		161,354.	29,763.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES OWENS 1601 2ND AVE, STE 610, SEATTLE	PROGRAM OFFICER 37.50	110,978.	25,841.	0
CRYSTAL ANDERSON 1601 2ND AVE, STE 610, SEATTLE	CONTROLLER 26.10	70,656.	15,071.	0
HARRIET CAMBRIDGE 1601 2ND AVE, STE 610, SEATTLE	OFFICE MANAGER 37.50	51,757.	17,994.	0
Total number of other employees paid over \$50,000				0

*The foundation held an investment in Dorchester Capital Partners, LP during part of the year. Dorchester Capital Partners, LP complied with all disclosure obligations by filing a protective disclosure on Form 8886. The foundation has no separate filing requirement.

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 12		305,334

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount	
1 NONE		
2		
All other program-related investments. See instructions		
3 NONE		
Total. Add lines 1 through 3 ▶		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1	a 25,034,523.
b	Average of monthly cash balances		1b 1,895,195.
c	Fair market value of all other assets (see instructions)		1c 153,393.
d	Total (add lines 1a, b, and c)		1d 27,083,111.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets		2
3	Subtract line 2 from line 1d		3 27,083,111.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4 406,247.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4		5 26,676,864.
6	Minimum investment return. Enter 5% of line 5		6 1,333,843.

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 1,333,843.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	17,758.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	647.
c	Add lines 2a and 2b		2c 18,405.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3 1,315,438.
4	Recoveries of amounts treated as qualifying distributions		4
5	Add lines 3 and 4		5 1,315,438.
6	Deduction from distributable amount (see instructions)		6
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7 1,315,438.

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	3,430,036.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	33,216.
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	3,463,252.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	17,758.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,445,494.

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				1,315,438.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				1,288,013.
c From 2009				3,441,408.
d From 2010				3,865,053.
e From 2011				4,040,723.
f Total of lines 3a through e	12,635,197.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 3,463,252.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				1,315,438.
e Remaining amount distributed out of corpus	2,147,814.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	14,783,011.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	14,783,011.			
10 Analysis of line 9				
a Excess from 2008				1,288,013.
b Excess from 2009				3,441,408.
c Excess from 2010				3,865,053.
d Excess from 2011				4,040,723.
e Excess from 2012				2,147,814.

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

NOT APPLICABLE

1a 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)

Table with columns for Tax year (2012) and Prior 3 years (2011, 2010, 2009) and a Total column. Rows include 2a through 3c, detailing net income, distributions, and alternative tests.

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)

PAUL BRAINERD

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

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

ATCH 13

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

SEE THE WEBSITE WWW.BRAINERD.ORG FOR THE APPLICATION

c Any submission deadlines

APPLICATIONS ARE ACCEPTED THROUGHOUT THE YEAR

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

ATCH 14

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
<p>a <i>Paid during the year</i></p> <p>ATCH 15</p>				
Total ▶ 3a				2,581,024.
<p>b <i>Approved for future payment</i></p> <p>ATCH 16</p>				
Total ▶ 3b				550,000.

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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All entries are 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 [X]

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All entries are blank.

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: Ann Humboldt, Date: 11.12.13, Title: Executive Director / Vice President. May the IRS discuss this return with the preparer shown below? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: DONITA M. PITTIS, Preparer's signature: Donita M Pittis, Date: 11/11/13, Check self-employed if PTIN: P00286017, Firm's name: KING & OLIASON PLLC, Firm's EIN: 27-4238573, Firm's address: 514 SECOND AVE. WEST SEATTLE, WA, Phone no: 206-285-7242

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
13032836.		PUBLICLY TRADED SECURITIES - STATE STREE PROPERTY TYPE: SECURITIES 12751062.				P	VAR 281,774.	VAR
87,935.		SS #10000 - LTCG DISTRIBUTION PROPERTY TYPE: SECURITIES				P	VAR 87,935.	VAR
221,932.		PUBLICLY TRADED SECURITIES - STATE STREE PROPERTY TYPE: SECURITIES 161,330.				P	VAR 60,602.	VAR
1,534,413.		PUBLICLY TRADED SECURITIES - STATE STREE PROPERTY TYPE: SECURITIES 1,505,065.				P	VAR 29,348.	VAR
2,608.		SS #10003 - LTCG DISTRIBUTION PROPERTY TYPE: SECURITIES				P	VAR 2,608.	VAR
1,076,150.		RAPTOR EVOLUTION FUND COMPLETE REDEMPTIO PROPERTY TYPE: SECURITIES 1,000,000.				P	VAR 76,150.	VAR
938,710.		DORCHESTER CAPITAL PARTNERS COMPLETE RED PROPERTY TYPE: SECURITIES 939,247.				P	VAR -537.	VAR
254,909.		PASSTHROUGH FROM DORCHESTER CAPITAL PART PROPERTY TYPE: SECURITIES				P	VAR 254,909.	VAR
1,186,061.		PASSTHROUGH FROM BOSTON TRUST COMPANY PROPERTY TYPE: SECURITIES 860,087.				P	VAR 325,974.	VAR
768.		PIMCO COMMODITY REAL RETURN FUND - LTCG PROPERTY TYPE: SECURITIES				P	VAR 768.	VAR
1,177,449.		TRADEWINDS INTERNATIONAL EQUITY COMPLETE PROPERTY TYPE: SECURITIES 1,177,450.				P	VAR -1.	VAR
-77,942.		PASSTHROUGH FROM TRADEWINDS INTERNATIONAL PROPERTY TYPE: SECURITIES				P	VAR -77,942.	VAR

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
-1,825.		PASSTHROUGH FROM MORGANSTERN CORE PLUS BON PROPERTY TYPE: SECURITIES				P	VAR -1,825.	VAR
7,661.		PASSTHROUGH FROM FCA ELEMENT LLC PROPERTY TYPE: SECURITIES				P	VAR 7,661.	VAR
34,143.		PASSTHROUGH FROM IR&M INTERMEDIATE FUND PROPERTY TYPE: SECURITIES				P	VAR 34,143.	VAR
6,313.		PASSTHROUGH FROM LOOMIS SAYLES GLOBAL FI PROPERTY TYPE: SECURITIES				P	VAR 6,313.	VAR
392,958.		PASSTHROUGH FROM LEGACY VENTURE II PROPERTY TYPE: SECURITIES				P	VAR 392,958.	VAR
72,165.		PASSTHROUGH FROM LEGACY VENTURE III PROPERTY TYPE: SECURITIES				P	VAR 72,165.	VAR
44,972.		PASSTHROUGH FROM LEGACY VENTURE IV PROPERTY TYPE: SECURITIES				P	VAR 44,972.	VAR
30,873.		PASSTHROUGH FROM METROPOLITAN REAL ESTAT PROPERTY TYPE: SECURITIES				P	VAR 30,873.	VAR
TOTAL GAIN (LOSS)							<u>1,628,848.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNREALIZED G/L ON INVESTMENTS	-119,310.	
PASS THROUGH FROM P'SHIP- OTHER INC	-43,171.	-43,171.
GROSS RENTS	7,080.	7,080.
NON-TAXABLE PARTNERSHIP INCOME	4,293.	
PASS THROUGH FROM P'SHIP-RENTAL INC	-1,007.	-419.
PASS THROUGH FROM P'SHIP-ORD INCOME	-1,178.	871.
PASS THROUGH FROM P'SHIP-SEC 988 INC	30,666.	30,666.
TOTALS	<u>-122,627.</u>	<u>-4,973.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
DAVIS WRIGHT TREMAINE	468.			468.
RIDDELL WILLIAMS, P.S.	781.			781.
STOEL RIVES LLP	1,001.			1,001.
TOTALS	<u>2,250.</u>			<u>2,250.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
KING & OLIASON PLLC	22,409.	11,205.		11,204.
SWEENEY CONRAD	17,701.	8,850.		8,851.
ADP FEE	1,718.	146.		1,572.
FIDELITY INVESTMENTS	773.	773.		
PACIFICSOURCE ADMINISTRATORS	1,110.	555.		555.
TOTALS	<u>43,711.</u>	<u>21,529.</u>		<u>22,182.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
EVAL & PROGRAM CONSULTANTS	135,064.		135,064.
INVESTMENT MANAGEMENT FEES	232,816.	232,816.	
ADVISORY BOARD STIPEND	11,400.		11,400.
COMPUTER SUPPORT	24,815.	2,109.	22,706.
TOTALS	<u>404,095.</u>	<u>234,925.</u>	<u>169,170.</u>

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PASS THROUGH FROM P'SHIP	14,131.	14,131.
TOTALS	<u>14,131.</u>	<u>14,131.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
OTHER MISCELLANEOUS TAXES	731.	49.	522.
FOREIGN TAXES	14,969.	14,958.	
FEDERAL EXCISE TAXES	17,758.		
FEDERAL INCOME TAX ON UBTI	572.		
TOTALS	<u>34,030.</u>	<u>15,007.</u>	<u>522.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PASS THROUGH FROM P'SHIP - DED RELATED TO PORTFOLIO INCOME	90,416.	90,416.	
OFFICE SUPPLIES	2,766.	235.	2,531.
TELEPHONE	13,608.	1,157.	12,451.
POSTAGE & DELIVERY	862.	73.	789.
STAFF DEVELOPMENT	4,540.	386.	4,154.
MISC EXPENSES	2,294.	195.	2,099.
LIABILITY INSURANCE	4,828.	410.	4,418.
REPAIRS & MAINTENANCE	1,841.	156.	1,685.
DUES & SUBSCRIPTIONS	1,229.	104.	1,125.
PASS THROUGH FROM P'SHIP - CHARITABLE CONTRIBUTION	1,609.		1,609.
KITCHEN SUPPLIES	1,980.	168.	1,812.
EXPENSES ALLOCATED TO UBTI		-2,847.	-590.
TOTALS	<u>125,973.</u>	<u>90,453.</u>	<u>32,083.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LEGACY VENTURE II, LLC	845,615.	845,615.
PIMCO COMMODITY REAL RETURN	257,980.	257,980.
METROPOLITAN REAL EST PARTNERS	501,118.	501,118.
WALDEN LARGE CAP CORE	1,096,291.	1,096,291.
LEGACY VENTURE III	743,958.	743,958.
LEGACY VENTURE IV	893,785.	893,785.
GS CORE		
GS SNOW CAPITAL		
DORCHESTER HEDGE		
FORESTER LONG/SHORT	966,423.	966,423.
GS PICTET		
GS SPRUCEGROVE		
GS GWK SMALL CAP CORE		
STEELHEAD NAVIGATOR HEDGED EQ	412,440.	412,440.
SS TEMPLETON GLOBAL BOND FUND	5,740,411.	5,740,411.
SS KENNEDY CAPITAL US EQUITY	1,095,295.	1,095,295.
SS NEUBERGER BERMAN US EQUITY	872,126.	872,126.
ARCHIPELAGO HOLDINGS	1,049,208.	1,049,208.
ASIAN CENTURY QUEST OFFSHORE	498,211.	498,211.
BAY POND HEDGED EQUITY	1,114,069.	1,114,069.
DSAM HEDGED EQUITY	502,957.	502,957.
AVENUE INTERNATIONAL	501,355.	501,355.
FCA ELEMENT HEDGE FUND	765,251.	765,251.
IR&M INTERMEDIATE FUND	3,128,569.	3,128,569.
MERGANSER CORE PLUS BOND FUND	2,098,834.	2,098,834.
LOOMIS SAYLES GLOBAL FIXED INC	2,092,788.	2,092,788.
TOTALS	<u>25,176,684.</u>	<u>25,176,684.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEPOSITS	4,341.	4,341.
FIT REFUND RECEIVABLE	176,940.	176,940.
401(K) WITHHOLDING RECEIVABLE	45.	45.
TOTALS	<u>181,326.</u>	<u>181,326.</u>

ATTACHMENT 10

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
MASTERCARD BALANCE	3,719.
TOTALS	<u>3,719.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
PAUL BRAINERD 1601 SECOND AVE, STE 610 SEATTLE, WA 98101	PRES/TREAS 1.00	0	0	0
ANN KRUMBOLTZ 1601 SECOND AVE, STE 610 SEATTLE, WA 98101	VICE PRESIDENT 37.50	161,354.	29,763.	0
SHERRY E. BRAINERD 1601 SECOND AVE, STE 610 SEATTLE, WA 98101	VP/SECRETARY 5.00	0	0	0
GRAND TOTALS		<u>161,354.</u>	<u>29,763.</u>	<u>0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
KEIKI KEHOE 6548 27TH AVE NW SEATTLE, WA 98117	OVERSEES GRANT PROG	111,780.
WINDROSE ADVISORS 800 BOYLSTON STREET, 24TH FL BOSTON, MA 02199	INVESTMENT MNGMT	193,554.
	TOTAL COMPENSATION	<u>305,334.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ANN KRUMBOLTZ, BRAINERD FOUNDATION
1601 SECOND AVE., SUITE 610
SEATTLE, WA 98101-1541
206-448-0676

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

.....
GEOGRAPHICAL RESTRICTIONS -- LIMITED TO PACIFIC NORTHWEST
CHARITABLE FIELD RESRICTIONS -- ENVIRONMENTAL

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PROGRAM GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PUBLIC CHARITIES	ENVIRONMENTAL PRESERVATION	2,358,000.
GRASSROOTS GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PUBLIC CHARITIES	ENVIRONMENTAL PRESERVATION	36,000
OPPORTUNITY GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PUBLIC CHARITIES	ENVIRONMENTAL PRESERVATION	110,000.
EXECUTIVE DIRECTOR GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PUBLIC CHARITIES	ENVIRONMENTAL PRESERVATION	49,814
MATCHING GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PUBLIC CHARITIES	GENERAL SUPPORT	4,710
BOD DISCRETIONARY GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PUBLIC CHARITIES	ENVIRONMENTAL PRESERVATION	22,500
TOTAL CONTRIBUTIONS PAID			<u>2,581,024.</u>

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 16

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
	AND		
	<u>FOUNDATION STATUS OF RECIPIENT</u>		

SEE ATTACHMENT B ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A PUBLIC CHARITIES	ENVIRONMENTAL PRESERVATION	550,000.
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TOTAL CONTRIBUTIONS APPROVED 550,000

**The Brainerd Foundation
Transaction Detail By Account**

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03/05/13

January through December 2012

Date	Num	Name	Memo	Split	Paid Amount	Balance
Grantmaking						
Program Grants						
03/01/2012	3		hold mar grant checks	Payroll Account	0 00	0 00
03/08/2012	11806	Washington Environmental Council		Checking	75 000 00	75,000 00
03/08/2012	11807	Alaska Center for the Environment		Checking	30,000 00	105,000 00
03/08/2012	11808	National Caucus of Enviro Legislators		Checking	45 000 00	150 000 00
03/08/2012	11809	Earthjustice		Checking	125,000 00	275 000 00
03/08/2012	11810	Oregon Natural Desert Association Inc		Checking	50 000 00	325,000 00
03/08/2012	11811	Wildlife Conservation Society, NA Program		Checking	40 000 00	365,000 00
03/08/2012	11812	Five Valleys Land Trust		Checking	115 000 00	480 000 00
03/08/2012	11813	Sierra Club of BC Foundation		Checking	30,000 00	510 000 00
03/08/2012	11814	The Wilderness Society		Checking	20,000 00	530,000 00
03/08/2012	11815	Western Environmental Law Center		Checking	40 000 00	570 000 00
03/08/2012	11816	Wildsight		Checking	120,000 00	690,000 00
03/08/2012	11817	League of Conserv Voters Ed Fnd		Checking	60,000 00	750,000 00
03/08/2012	11818	Resource Media		Checking	35 000 00	785 000 00
03/08/2012	11819	Washington Bus Education Fund		Checking	30 000 00	815 000 00
06/01/2012	6		hold mcv june grant	Checking	0 00	815,000 00
06/04/2012	11906	Montana Conservation Voters Ed Fund		Checking	45 000 00	860,000 00
06/04/2012	11907	Tides Foundation		Checking	25,000 00	885 000 00
06/04/2012	11908	Alaska Conservation Alliance		Checking	45,000 00	930 000 00
06/04/2012	11909	Climate Solutions		Checking	45 000 00	975,000 00
06/04/2012	11910	Idaho Conservation League		Checking	50,000 00	1,025 000 00
06/04/2012	11911	Montana Audubon		Checking	30 000 00	1,055 000 00
06/04/2012	11912	OLCV Ed Fund		Checking	75 000 00	1,130 000 00
06/04/2012	11913	Oregon Environmental Council		Checking	50 000 00	1 180 000 00
06/04/2012	11914	Big Hole Watershed Committee		Checking	25,000 00	1 205 000 00
06/04/2012	11915	National Parks & Conservation Association		Checking	35,000 00	1 240 000 00
06/04/2012	11916	Salmon Valley Stewardship		Checking	40,000 00	1,280 000 00
06/04/2012	11917	Trout Unlimited		Checking	30 000 00	1 310 000 00
06/04/2012	11918	Alaska Conservation Foundation		Checking	50,000 00	1 360 000 00
06/04/2012	11919	Consultative Grp on Biological Diversity		Checking	18,000 00	1,378 000 00
06/04/2012	11920	Institute for Journalism & Natural Res		Checking	35 000 00	1,413,000 00
06/04/2012	11921	The Seattle Foundation		Checking	20 000 00	1,433 000 00
06/04/2012	11922	Social Venture Partners		Checking	50 000 00	1,483 000 00
06/04/2012	11923	Sustainable Northwest		Checking	40 000 00	1 523 000 00
06/04/2012	11924	Washington Progress Fund		Checking	40,000 00	1 563 000 00
07/31/2012	11992	OLCV Ed Fund	June Allocation of 20K - 4K given instead of 20K	Checking	4 000 00	1,567 000 00
09/20/2012	12038	OLCV Ed Fund	June Allocation of 20K - 4K given instead of 20K.	Checking	16 000 00	1,583 000 00
11/07/2012	12079	Ecojustice Canada		Checking	45,000 00	1,628 000 00
11/07/2012	12080	Montana Environmental Information Center		Checking	45 000 00	1,673 000 00
11/07/2012	12081	Tides Foundation		Checking	45,000 00	1,718 000 00
11/07/2012	12082	Renewable Energy Alaska Project		Checking	30 000 00	1,748,000 00
11/07/2012	12083	Trustees for Alaska		Checking	30,000 00	1,778,000 00
11/07/2012	12084	Center for Large Landscape Conservation		Checking	30 000 00	1 808 000 00
11/07/2012	12085	Future West		Checking	50,000 00	1,858 000 00
11/07/2012	12086	Lemhi Regional Land Trust		Checking	40 000 00	1 898 000 00
11/07/2012	12087	Northern Rockies Conservation Cooperative		Checking	30,000 00	1 928 000 00
11/07/2012	12088	Green Corps		Checking	25 000 00	1 953 000 00
11/07/2012	12089	Headwaters Economics		Checking	60 000 00	2 013 000 00
11/07/2012	12090	Bus Project Foundatin		Checking	30 000 00	2 043 000 00
11/07/2012	12091	Gnst Magazine		Checking	25 000 00	2,068 000 00
11/07/2012	12092	Oregon Natural Desert Association Inc.		Checking	35 000 00	2 103 000 00
11/07/2012	12093	Resource Media		Checking	100,000 00	2,203 000 00
11/07/2012	12094	Sightline Institute		Checking	30 000 00	2 233,000 00
11/07/2012	12095	Washington Environmental Council		Checking	75 000 00	2,308 000 00
11/08/2012	12096	Idaho Conservation League		Checking	50,000 00	2 358,000 00
Total Program Grants					2 358,000 00	2,358 000 00
Grassroots Grants						
02/10/2012	11789	Headwaters Montana		Checking	10,000 00	10,000 00
09/20/2012	12039	Blackfoot Challenge		Checking	6,000 00	16,000 00
10/12/2012	12049	Lemhi Regional Land Trust		Checking	10,000 00	26,000 00
11/26/2012	12119	Protect the Peninsula's Future		Checking	5,000 00	31,000 00
11/29/2012	12121	Big Hole Watershed Committee		Checking	5,000 00	36 000 00
Total Grassroots Grants					36 000 00	36,000 00
Opportunity Grants						
01/04/2012	11751	Columbia Institute for Water Policy		Checking	3,000 00	3 000 00
01/31/2012	11773	Idaho Conservation League		Checking	3,000 00	6,000 00
01/31/2012	11775	Sierra Club of BC Foundation		Checking	1 000 00	7,000 00
01/31/2012	11776	Future West		Checking	3 000 00	10 000 00
02/06/2012	11784	Protect the Peninsula's Future		Checking	3 000 00	13 000 00
02/20/2012	11795	Canadian Parks & Wilderness Soc		Checking	3 000 00	16,000 00
03/31/2012	11842	Earth Island Institute		Checking	3 000 00	19,000 00
04/11/2012	11865	Future Wise	VOID	Checking	0 00	19 000 00
04/11/2012	11866	Future Wise		Checking	3 000 00	22,000 00
04/11/2012	11867	NW Environmental Defense Center		Checking	3 000 00	25,000 00
04/20/2012	11871	National Parks & Conservation Association		Checking	3 000 00	28 000 00
04/20/2012	11873	Montana Aquatic Resources Services		Checking	3 000 00	31,000 00
05/01/2012	11881	Conservation Northwest		Checking	3 000 00	34,000 00
05/11/2012	11889	Long Live the Kings		Checking	2,000 00	36 000 00
05/11/2012	11890	Endangered Species Coalition		Checking	3,000 00	39 000 00
05/11/2012	11891	Five Valleys Land Trust		Checking	2 000 00	41 000 00
06/12/2012	11936	1000 Friends of Oregon		Checking	3 000 00	44,000 00
06/12/2012	11937	Headwaters Montana		Checking	3,000 00	47 000 00
06/12/2012	11938	Vashon Maury Island Land Trust		Checking	3,000 00	50 000 00
06/12/2012	11939	The Nature Conservancy	VOID	Checking	0 00	50 000 00
06/12/2012	11942	The Nature Conservancy		Checking	3 000 00	53 000 00
06/19/2012	11943	Future West		Checking	2 000 00	55 000 00
06/19/2012	11947	The Lands Council		Checking	2,500 00	57,500 00
06/19/2012	11948	Okanogan Land Trust		Checking	3 000 00	60,500 00

The Brainerd Foundation
Transaction Detail By Account

1:58 PM

03/05/13

January through December 2012

Date	Num	Name	Memo	Split	Paid Amount	Balance
06/19/2012	11949	Sierra Club of BC Foundation		Checking	3 000 00	63 500 00
06/28/2012	11967	-Groundwire		Checking	3,000 00	66,500 00
07/23/2012	11982	Cascadia Wildlands Project		Checking	3 000 00	69 500 00
07/30/2012	11987	Clark Fork Coalition		Checking	3 000 00	72 500 00
07/30/2012	11988	T Roosevelt Conservation Partnership		Checking	2 500 00	75 000 00
07/30/2012	11989	Park County Environmental Cncl		Checking	2 500 00	77 500 00
07/31/2012	11993	Wildlands Center for Preventing Roads		Checking	2 500 00	80,000 00
08/01/2012	11995	Tides Center	Rivers without Borders Transboundary Watershed Project	Checking	3,000 00	83 000 00
08/07/2012	12002	Community Food & Agriculture Coalition		Checking	2,500 00	85 500 00
08/14/2012	12017	Deschutes Land Trust		Checking	3 000 00	88 500 00
08/14/2012	12019	Washington Environmental Council		Checking	3 000 00	91,500 00
09/18/2012	12034	Salmon Valley Stewardship		Checking	2,000 00	93,500 00
09/18/2012	12035	Olympic Forest Coalition		Checking	3 000 00	96,500 00
09/20/2012	12036	Northwest Connections		Checking	3 000 00	99 500 00
09/20/2012	12037	Y to Y Conservation Initiative		Checking	3 000 00	102 500 00
09/28/2012	12042	Conservation Northwest		Checking	2 000 00	104 500 00
10/22/2012	12055	Montana Environmental Information Center		Checking	2,000 00	106 500 00
11/29/2012	12120	OLCV Ed Fund		Checking	500 00	107 000 00
11/29/2012	12123	Klamath Siskiyou Wildlands Center		Checking	3,000 00	110,000 00
Total Opportunity Grants					110,000 00	110 000 00
Executive Director Grants						
03/31/2012	11841	Idaho Conservation League		Checking	2,500 00	2 500 00
04/20/2012	11872	Environmental GrantMakers Association		Checking	6,814 00	9,314 00
05/01/2012	11882	Oregon Natural Desert Association Inc.		Checking	10,000 00	19 314 00
07/13/2012	11976	Crag Law Center		Checking	5 000 00	24 314 00
07/13/2012	11977	Oregon Environmental Council		Checking	5,500 00	29 814 00
07/31/2012	11994	Tides Canada Foundation		Checking	5,000 00	34,814 00
08/09/2012	12005	Communications Network		Checking	5,000 00	39 814 00
09/20/2012	12040	OLCV Ed Fund		Checking	10,000 00	49 814 00
Total Executive Director Grants					49,814 00	49 814 00
BOD Discretionary						
04/25/2012	11877	Trout Unlimited		Checking	2 500 00	2 500 00
11/29/2012	12122	Crosscut Public Media		Checking	10,000 00	12 500 00
12/17/2012	12139	Trout Unlimited		Checking	5,000 00	17 500 00
12/17/2012	12140	OLCV Ed Fund		Checking	2 000 00	19 500 00
12/17/2012	12141	Deschutes Land Trust		Checking	1,000 00	20,500 00
12/17/2012	12142	Trust for Public Land		Checking	1 000 00	21 500 00
12/17/2012	12143	Upper Deschutes Watershed Council		Checking	1,000 00	22,500 00
Total BOD Discretionary					22,500 00	22 500 00
Matching						
02/06/2012	11781	People for Puget Sound		Checking	200 00	200 00
02/06/2012	11785	Hanford Challenge		Checking	100 00	300 00
02/20/2012	11793	The Humane Farming Association		Checking	70 00	370 00
02/29/2012	11802	Idaho Conservation League		Checking	100 00	470 00
03/01/2012	3		void 8/11 check 11572	Payroll Account	-10 00	460 00
03/22/2012	11838	People for Puget Sound		Checking	500 00	960 00
04/11/2012	11868	KPLU FM 88.5	Matching donation	Checking	130 00	1,090 00
05/01/2012	11887	Team Survivor Northwest		Checking	100 00	1 190 00
06/22/2012	11953	Whitman College	Matching Funds for Jim Owen's Donation	Checking	200 00	1 390 00
06/22/2012	11955	Bellevue Wolvenne Booster Drama Club		Checking	300 00	1,690 00
07/23/2012	11984	Northfield Mount Hermon		Checking	100 00	1,790 00
07/23/2012	11985	Planned Parenthood	Corporate matching donation for Jim Owens	Checking	50 00	1 840 00
08/03/2012		LANCEARMSTRONGFDN		Owens Credit	70 00	1,910 00
10/22/2012	12056	Washington Environmental Council		Checking	300 00	2,210 00
10/22/2012	12057	Idaho Conservation League		Checking	300 00	2,510 00
10/22/2012	12058	Montana Environmental Information Center		Checking	300 00	2,810 00
10/22/2012	12059	Ploughshares Fund		Checking	300 00	3,110 00
10/22/2012	12060	Amnesty International		Checking	200 00	3,310 00
10/22/2012	12061	Heifer International		Checking	200 00	3,510 00
10/22/2012	12062	National Public Radio		Checking	200 00	3,710 00
10/22/2012	12063	Save the Bay		Checking	200 00	3 910 00
10/31/2012	12077	Conservation Northwest		Checking	240 00	4,150 00
11/08/2012	12099	Seattle Pacific University		Checking	70 00	4 220 00
11/26/2012	12108	Westside School		Checking	300 00	4,520 00
11/26/2012	12116	Best Friends		Checking	20 00	4 540 00
12/17/2012	12136	St Jude		Checking	70 00	4,610 00
12/17/2012	12145	Bellevue Lifespring		Checking	100 00	4 710 00
Total Matching					4 710 00	4 710 00
Total Grantmaking					2 581,024 00	2,581,024 00
TOTAL					2,581,024.00	2,581,024 00

The Brainerd Foundation December 31, 2012

- Grants with balances to be paid in 2013

<u>Organization</u>	<u>Date Approved</u>	<u>Type</u>	<u>Grant Amt</u>	<u>Last Paid Amt</u>	<u>Balance</u>
Climate Solutions Seattle, WA Tel: (206) 443-9570	Approved 6/8/2012 Start: 6/8/2012 End: 6/8/2014 (KEIKI)	Program Support	\$90,000	\$45,000	\$45,000 ✓
Idaho Conservation League Boise, ID Tel: (208) 345-6933 Fax: (208) 344-0344	Approved 6/8/2012 Start: 6/8/2012 End: 6/8/2014 (JIM)	Program Support	\$100,000	\$50,000	\$50,000 ✓
Lemhi Regional Land Trust Salmon, ID Tel: (208) 756-8879	Approved 11/9/2012 Start: 11/9/2012 End: 11/9/2014 (JIM)	Program Support	\$80,000	\$40,000	\$40,000 ✓
National Parks Conservation Association Whitefish Lake, MT Tel: (406) 862-6722	Approved 6/8/2012 Start: 6/8/2012 End: 6/8/2014 (JIM)	Program Support	\$70,000	\$35,000	\$35,000 ✓
Oregon Environmental Council Portland, OR Tel: 503/222-1963 Fax: 503/222-1405	Approved 6/8/2012 Start: 6/8/2012 End: 6/8/2014 (KEIKI)	Program Support	\$100,000	\$50,000	\$50,000 ✓
Resource Media Seattle, WA Tel: (206) 972-8244 Fax: (206) 374-7796	Approved 11/9/2012 Start: 11/9/2012 End: 11/9/2014 (ANN)	Program Support	\$200,000	\$100,000	\$100,000 ✓
Salmon Valley Stewardship Salmon, ID Tel: (208) 756-1686	Approved 6/8/2012 Start: 6/8/2012 End: 6/8/2014 (JIM)	Program Support	\$80,000	\$40,000	\$40,000 ✓
Sightline Institute Seattle, WA Tel 206/ 447-1880 Fax: 206/ 447-2270	Approved 11/9/2012 Start: 11/9/2012 End: 11/9/2014 (KEIKI)	Program Support	\$60,000	\$30,000	\$30,000 ✓
Sustainable Northwest Portland, OR Tel. 503/ 221-6911 ext. 102 Fax: 503/ 221-4495	Approved 6/8/2012 Start: 6/8/2012 End: 6/8/2014 (JIM)	Program Support	\$80,000	\$40,000	\$40,000 ✓
Wildsight Kimberly British Columbia, Canada	Approved 3/16/2012 Start 3/16/2012 End: 3/16/2014 (JIM)	Program Support	\$240,000	\$120,000	\$120,000 ✓
					\$550,000

total

Brainerd Foundation
Fixed Asset Reconciliation
For the Year Ended 2012

<u>Cost</u>	<u>Computers</u>	<u>Furniture</u>	<u>LHI</u>	<u>Total</u>
Beginning Balance	73,984 65	108,159 36	52,753 84	234,897 85
Additions	36,301.24			36,301 24
Disposals	-32,204 51			-32,204 51
Ending Balance	78,081 38	108,159 36	52,753 84	238,994 58
<u>Accumulated Depreciation</u>				
Beginning Balance	-70,679 64	-103,837 04	-22,034 18	-196,550 86
Depreciation Expense	-6,972 13	-768 08	-1,352 61	-9,092 82
Disposals	31,874.23			31,874.23
Ending Balance	-45,777.54	-104,605.12	-23,386.79	-173,769 45
<u>Net Book Value</u>	32,303.84	3,554 24	29,367 05	65,225 13

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions THE BRAINERD FOUNDATION	Employer identification number (EIN) or 91-1675591
	Number, street, and room or suite no. If a P O box, see instructions 1601 SECOND AVE, SUITE 610	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SEATTLE, WA 98101-1541	

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 ▶ CRYSTAL ANDERSON

Telephone No ▶ 206 448-0676 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 08/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ▶ calendar year 2012 or
 ▶ tax year beginning _____, 20____, and ending _____, 20____

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	\$ 39,517.
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	\$ 152,134.
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	\$

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box X
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

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

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE BRAINERD FOUNDATION	Employer identification number (EIN) or 91-1675591
	Number, street, and room or suite no. If a P.O. box, see instructions 1601 SECOND AVE, SUITE 610	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SEATTLE, WA 98101-1541	

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 or Form 990-EZ	
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 CRYSTAL ANDERSON
Telephone No 206 448-0676 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 11/15, 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 ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN. AN EXTENSION OF TIME IN WHICH TO FILE IS RESPECTFULLY REQUESTED.

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	\$	39,517.
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	\$	152,134.
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	\$	

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 Donita M Pettis Title CPA Date 8/12/13