Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: THE BURNING FOUNDATION

A Employer identification number: 91-1815335

Number and street (or P.O box number if mail is not delivered to street address): P.O. BOX 15275

Room/suite:

B Telephone number: 206-920-6252

City or town, state, and ZIP code: SEATTLE, WA 98115

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 10,917,074.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	144.	144.		
	4 Dividends and interest from securities	217,695.	217,695.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	194,178.			
	b Gross sales price for all assets on line 6a 1,671,054.				
	7 Capital gain net income (from Part IV, line 2)		194,178.		
	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	90.	90.	STATEMENT 1	
	12 **Total.** Add lines 1 through 11	412,107.	412,107.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	295.	0.		295.
	b Accounting fees STMT 3	3,830.	0.		3,830.
	c Other professional fees STMT 4	38,835.	34,659.		4,176.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	42,960.	34,659.		8,301.
	25 Contributions, gifts, grants paid	473,000.			473,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	515,960.	34,659.		481,301.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<103,853.>			
	b **Net investment income** (if negative, enter -0-)		377,448.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	71,884.	309,179.	309,179.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock STMT 5	8,670,498.	8,329,350.	10,607,895.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	8,742,382.	8,638,529.	10,917,074.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31.**			
27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	8,742,382.	8,638,529.	
30 **Total net assets or fund balances**	8,742,382.	8,638,529.	
31 **Total liabilities and net assets/fund balances**	8,742,382.	8,638,529.	

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	8,742,382.
2 Enter amount from Part I, line 27a	2	<103,853.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,638,529.
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	8,638,529.

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			
b	CAPITAL GAIN DISTRIBUTION			
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	1,606,529.		1,476,876.	129,653.
b	64,525.			64,525.
c				
d				
e				

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				129,653.
b				64,525.
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	194,178.
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 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	517,352.	10,420,658.	.049647
2010	492,725.	9,841,245.	.050067
2009	428,123.	8,642,723.	.049536
2008	529,050.	10,669,729.	.049584
2007	535,969.	12,431,168.	.043115

2 Total of line 1, column (d)	2	.241949
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	.048390
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,451,451.
5 Multiply line 4 by line 3	5	505,746.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,774.
7 Add lines 5 and 6	7	509,520.
8 Enter qualifying distributions from Part XII, line 4	8	481,301.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	7,549.
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	7,549.
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	7,549.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,636.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 25,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	28,636.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	21,087.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	21,087. **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ FOUNDATIONCENTER.ORG/GRANTMAKER/BURNING/INDEX

14 The books are in care of ▶ DAVID WEISE Telephone no. ▶ 206-920-6252

Located at ▶ P.O. BOX 15275, SEATTLE, WA ZIP+4 ▶ 98115

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

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

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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? **6b** No: X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
DAVID N. WEISE P.O. BOX 15275 SEATTLE, WA 98115	PRESIDENT 3.00	0.	0.	0.
DANIEL W. WEISE P.O. BOX 15275 SEATTLE, WA 98115	VICE PRESIDENT 2.00	0.	0.	0.
ALISA KF WEISE P.O. BOX 15275 SEATTLE, WA 98115	SECRETARY 2.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,382,383.
b	Average of monthly cash balances	1b	228,227.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	10,610,610.
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	10,610,610.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	159,159.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,451,451.
6	**Minimum investment return.** Enter 5% of line 5	6	522,573.

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	522,573.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 7,549.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	7,549.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	515,024.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	515,024.
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	515,024.

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	481,301.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	481,301.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	481,301.

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.

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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				515,024.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008 23.				
c From 2009				
d From 2010 4,209.				
e From 2011				
f Total of lines 3a through e	4,232.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶$ 481,301.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				481,301.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	4,232.			4,232.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				29,491.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

DAVID N. WEISE

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

NONE

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

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

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

SEE ATTACHMENT B FOR APPLICATION GUIDELINES

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

SEE ATTACHMENT B FOR APPLICATION GUIDELINES

c Any submission deadlines:

SEE ATTACHMENT B FOR APPLICATION GUIDELINES

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

SEE ATTACHMENT B FOR APPLICATION GUIDELINES

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				
AMERICAN RIVERS 1100 14TH STREET, NW, SUITE 1400 WASHINGTON, DC 20005		509(A)(1) OR (A)(2)	RESTORING THE YAKIMA RIVER	12,000.
AUDUBON SOCIETY OF PORTLAND 5151 NW CORNELL ROAD PORTLAND, OR 97210		509(A)(1) OR (A)(2)	STATE FOREST WORK	10,000.
BARK P.O. BOX 12065 PORTLAND, OR 97212		509(A)(1) OR (A)(2)	MONITORING PROGRAM	12,000.
CASCADIA WILDLANDS PROJECT P.O. BOX 10455 EUGENE, OR 97440		509(A)(1) OR (A)(2)	PROTECTING OREGON'S FORESTS AND RIVERS	12,000.
COLUMBIA LAND TRUST 1351 OFFICER'S ROW VANCOUVER, WA 98661		509(A)(1) OR (A)(2)	CENTRAL WILLAPA BAY CONSERVATION PROJECT	12,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	473,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	144.	
4 Dividends and interest from securities			14	217,695.	
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			18	90.	
8 Gain or (loss) from sales of assets other than inventory			18	194,178.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		412,107.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 412,107.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

Karl N. Weir | 14 NOV 2013 | President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KATHRYN J. ONG	Kathryn Ong	11/13/13		P00746598
Firm's name ▶ CLARK NUBER, PS			Firm's EIN ▶ 91-1194016	
Firm's address ▶ 10900 NE 4TH STREET, SUITE 1700 BELLEVUE, WA 98004			Phone no. 425-454-4919	

223622
12-05-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONSERVATION NORTHWEST 1208 BAY STREET, SUITE 201 BELLINGHAM, WA 98225		509(A)(1) OR (A)(2)	CONNECTING WILD PLACES	12,000.
EARTHJUSTICE 426 17TH STREET, 6TH FLOOR OAKLAND, CA 94612		509(A)(1) OR (A)(2)	WASHINGTON AND OREGON PROGRAMS	20,000.
FRIENDS OF THE COLUMBIA GORGE 522 SW FIFTH AVENUE, SUITE 720 PORTLAND, OR 97204		509(A)(1) OR (A)(2)	GENERAL OPERATIONS	10,000.
FRIENDS OF THE SAN JUANS PO BOX 1344 FRIDAY HARBOR, WA 98250		509(A)(1) OR (A)(2)	CITIZEN ACTION PROGRAM	10,000.
FUTUREWISE 814 SECOND AVE, SUITE 500 SEATTLE, WA 98104		509(A)(1) OR (A)(2)	FORESTS, FARMS, HABITAT, AND CLEAN WATER	12,000.
GEOS INSTITUTE 84 FOURTH STREET ASHLAND, OR 97520		509(A)(1) OR (A)(2)	GENERAL OPERATIONS	12,000.
GIFFORD PINCHOT TASK FORCE 917 SW OAK STREET, SUITE 407 PORTLAND, OR 97205		509(A)(1) OR (A)(2)	GENERAL OPERATIONS	12,000.
HELLS CANYON PRESERVATION COUNCIL P.O. BOX 2768 LA GRANDE, OR 97850		509(A)(1) OR (A)(2)	WILDLIFE CONNECTIVITY CAMPAIGN	20,000.
INLAND NORTHWEST LAND TRUST 35 WEST MAIN AVENUE, SUITE 210 SPOKANE, WA 99201		509(A)(1) OR (A)(2)	LATAH CREEK WATERSHED RESTORATION	12,000.
LANDS COUNCIL 25 W. MAIN, SUITE 222 SPOKANE, WA 99201		509(A)(1) OR (A)(2)	BEAVER SOLUTION	12,000.
Total from continuation sheets				415,000.

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
NATIONAL WILDLIFE FEDERATION - PACIFIC REGIONAL CENTER 6 NICKERSON STREET, SUITE 200 SEATTLE, WA 98109		509(A)(1) OR (A)(2)	NAVIGATING NEW WATER POLITICS ON THE YAKIMA RIVER	12,000.
NATUREBRIDGE OLYMPIC 111 BARNES POINT ROAD PORT ANGELES, WA 98363		509(A)(1) OR (A)(2)	SUMMER FIELD SCIENCE EDUCATION PROGRAM	10,000.
NISQUALLY LAND TRUST 1420 MARVIN RD. NE STE. C, PMB 243 LACEY, WA 98516		509(A)(1) OR (A)(2)	NISQUALLY RIVER WATERSHED INITIATIVE	10,000.
NORTH CASCADES INSTITUTE 810 STATE ROUTE 20 SEDRO-WOOLLEY, WA 98284		509(A)(1) OR (A)(2)	MOUNTAIN SCHOOL	12,000.
NW COALITION FOR ALTERNATIVES TO PESTICIDES PO BOX 1393 EUGENE, OR 97440		509(A)(1) OR (A)(2)	CLEAN WATER FOR SALMON	8,000.
OKANOGAN HIGHLANDS ALLIANCE PO BOX 163 TONASKET, WA 98855		509(A)(1) OR (A)(2)	RESTORATION AND EDUCATION	10,000.
OREGON NATURAL DESERT ASSOCIATION 16 NW KANSAS BEND, OR 97701		509(A)(1) OR (A)(2)	WILDERNESS STEWARDSHIP AND RESTORATION	20,000.
OREGON WILD 5825 NORTH GREELEY PORTLAND, OR 97217		509(A)(1) OR (A)(2)	GENERAL OPERATIONS	12,000.
PACIFIC ENVIRONMENTAL ADVOCACY CENTER 10015 SW TERWILLIGER BLVD. PORTLAND, OR 97219		509(A)(1) OR (A)(2)	OREGON WATERS, OREGON LAND	15,000.
PACIFIC RIVERS COUNCIL 317 SW ALDER STREET PORTLAND, OR 97204		509(A)(1) OR (A)(2)	MANAGEMENT OF FEDERAL LANDS	11,000.
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
PEOPLE FOR PUGET SOUND 911 WESTERN AVENUE, SUITE 580 SEATTLE, WA 98104		509(A)(1) OR (A)(2)	POLICY AND ADVOCACY PROGRAM	12,000.
PILCHUK AUDUBON SOCIETY 1429 AVENUE D, PMB 198 SNOHOMISH, WA 98290		509(A)(1) OR (A)(2)	SMART GROWTH PROGRAM	12,000.
PUGET SOUNDKEEPER ALLIANCE 5305 SHILSHOLE AVE NW SEATTLE, WA 98107		509(A)(1) OR (A)(2)	STORMWATER REGULATION AND CWA ENFORCEMENT	12,000.
RESOURCE MEDIA 600 STEWART STREET, SUITE 1201 SEATTLE, WA 98101		509(A)(1) OR (A)(2)	YAKIMA BASIN WORK	10,000.
RESOURCES FOR SUSTAINABLE COMMUNITIES 2309 MERIDIAN STREET BELLINGHAM, WA 98225		509(A)(1) OR (A)(2)	NORTH SOUND BAYKEEPER PROGRAM	12,000.
SKAGIT LAND TRUST PO BOX 1017 MOUNT VERNON, WA 98273		509(A)(1) OR (A)(2)	CONSERVATION STRATEGY	20,000.
TRUST FOR PUBLIC LAND 901 5TH AVENUE SEATTLE, WA 98164		509(A)(1) OR (A)(2)	LIVING LANDSCAPES OF NORTH CENTRAL WA	12,000.
WASHINGTON ENVIRONMENTAL COUNCIL 1402 THIRD AVENUE, SUITE 1400 SEATTLE, WA 98101		509(A)(1) OR (A)(2)	CLEAN WATER & GREEN INFRASTRUCTURE	12,000.
WATERWATCH 213 SW ASH STREET, SUITE 208 PORTLAND, OR 97204		509(A)(1) OR (A)(2)	CORE PROGRAMS	20,000.
PLANNED PARENTHOOD OF THE GREAT NORTHWEST 2001 E MADISON SEATTLE, WA 98122		509(A)(1) OR (A)(2)	TEEN PREGNANCY PREVENTION 'SOMEONE YOU KNOW'	15,000.
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
ROOM ONE 315 LINCOLN ST TWISP, WA 98856		509(A)(1) OR (A)(2)	TWISP FAMILY PLANNING CLINIC	11,000.
NEIGHBORCARE HEALTH 905 SPRUCE STREET, SUITE 300 SEATTLE, WA 98104		509(A)(1) OR (A)(2)	SCHOOL-BASED HEALTH CENTERS	15,000.
Total from continuation sheets				

FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CASH LIQUIDATION	90.	90.	
TOTAL TO FORM 990-PF, PART I, LINE 11	90.	90.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	295.	0.		295.
TO FM 990-PF, PG 1, LN 16A	295.	0.		295.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,830.	0.		3,830.
TO FORM 990-PF, PG 1, LN 16B	3,830.	0.		3,830.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	4,176.	0.		4,176.
INVESTMENT FEES	34,659.	34,659.		0.
TO FORM 990-PF, PG 1, LN 16C	38,835.	34,659.		4,176.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	8,329,350.	10,607,895.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,329,350.	10,607,895.

THE BURNING FOUNDATION
EIN: 91-1815335
2012 FORM 990-PF
PART II, LINE 10B

Investment Detail - Equities

Equities	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
A O N PLC F	**1,500.0000**	**55.6100**	**83,415.00**	**<1%**	**9,795.00**	**1.13%**	**945.00**
CLASS A	1,500.0000	49.0800	73,620.00	10/17/05	9,795.00	2632	Long-Term
SYMBOL: AON							
ACCO BRANDS CORP	**494.0000**	**7.3400**	**3,625.96**	**<1%**	**(1,273.02)**	**0.00%**	**0.00**
SYMBOL: ACCO	32.1882	9.9172	319.22	03/29/11	(82.96)	643	Long-Term
	32.9865	9.9170	327.13	03/29/11	(85.01)	643	Long-Term
	98.9596	9.9169	981.38	03/29/11	(255.02)	643	Long-Term
	329.8655	9.9169	3,271.25	03/29/11	(850.04)	643	Long-Term
Cost Basis			*4,898.98*				
ADT CORP	**1,500.0000**	**46.4900**	**69,735.00**	**<1%**	**43,460.42**	**1.07%**	**750.00**
SYMBOL: ADT	1,500.0000	17.5163	26,274.58	06/15/09	43,460.42	1295	Long-Term
ANADARKO PETROLEUM CORP	**1,300.0000**	**74.3100**	**96,603.00**	**<1%**	**418.20**	**0.48%**	**468.00**
SYMBOL: APC	100.0000	73.9890	7,398.90	12/15/11	32.10	382	Long-Term
	100.0000	73.9890	7,398.90	12/15/11	32.10	382	Long-Term
	200.0000	73.9890	14,797.80	12/15/11	64.20	382	Long-Term
	900.0000	73.9880	66,589.20	12/15/11	289.80	382	Long-Term
Cost Basis			*96,184.80*				
C V S CAREMARK CORP	**1,500.0000**	**48.3500**	**72,525.00**	**<1%**	**15,600.30**	**1.34%**	**975.00**
SYMBOL: CVS	150.0000	37.9480	5,692.20	05/12/11	1,560.30	599	Long-Term
	1,350.0000	37.9500	51,232.50	05/12/11	14,040.00	599	Long-Term
Cost Basis			*56,924.70*				
CHEVRON CORPORATION	**950.0000**	**108.1400**	**102,733.00**	**<1%**	**28,050.95**	**3.32%**	**3,420.00**
SYMBOL: CVX	700.0000	78.9390	55,257.30	08/03/10	20,440.70	881	Long-Term
	250.0000	77.6990	19,424.75	09/08/10	7,610.25	845	Long-Term
Cost Basis			*74,682.05*				

ATTACHMENT A

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
CONOCOPHILLIPS	**2,000.0000**	**57.9900**	**115,980.00**	**1%**	**37,365.16**	**4.55%**	**5,280.00**
SYMBOL: COP	2,000.0000	39.3074	78,614.84	12/28/09	37,365.16	1099	Long-Term
COSTCO WHSL CORP NEW	**1,000.0000**	**98.7300**	**98,730.00**	**<1%**	**35,902.00**	**1.11%**	**1,100.00**
SYMBOL: COST	1,000.0000	62.8280	62,828.00	10/28/10	35,902.00	795	Long-Term
HOME DEPOT INC	**2,000.0000**	**61.8500**	**123,700.00**	**1%**	**44,560.00**	**1.87%**	**2,320.00**
SYMBOL: HD	2,000.0000	39.5700	79,140.00	12/15/11	44,560.00	382	Long-Term
INTL BUSINESS MACHINES	**1,000.0000**	**191.5500**	**191,550.00**	**2%**	**99,847.00**	**1.77%**	**3,400.00**
SYMBOL: IBM	100.0000	91.6900	9,169.00	11/03/04	9,986.00	2980	Long-Term
	100.0000	91.7000	9,170.00	11/03/04	9,985.00	2980	Long-Term
	100.0000	91.7100	9,171.00	11/03/04	9,984.00	2980	Long-Term
	200.0000	91.6900	18,338.00	11/03/04	19,972.00	2980	Long-Term
	500.0000	91.7100	45,855.00	11/03/04	49,920.00	2980	Long-Term
Cost Basis			*91,703.00*				
MCKESSON CORPORATION	**2,000.0000**	**96.9600**	**193,920.00**	**2%**	**108,500.00**	**0.82%**	**1,600.00**
SYMBOL: MCK	2,000.0000	42.7100	85,420.00	06/15/05	108,500.00	2756	Long-Term
OCEANEERING INTL INC	**1,000.0000**	**53.7900**	**53,790.00**	**<1%**	**9,866.50**	**1.33%**	**720.00**
SYMBOL: OII	200.0000	43.9220	8,784.40	03/29/11	1,973.60	643	Long-Term
	200.0000	43.9220	8,784.40	03/29/11	1,973.60	643	Long-Term
	200.0000	43.9245	8,784.90	03/29/11	1,973.10	643	Long-Term
	400.0000	43.9245	17,569.80	03/29/11	3,946.20	643	Long-Term
Cost Basis			*43,923.50*				
P P G INDUSTRIES INC	**1,000.0000**	**135.3500**	**135,350.00**	**1%**	**66,356.00**	**1.74%**	**2,360.00**
SYMBOL: PPG	200.0000	68.9940	13,798.80	10/03/11	13,271.20	455	Long-Term
	800.0000	68.9940	55,195.20	10/03/11	53,084.80	455	Long-Term
Cost Basis			*68,994.00*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
PENTAIR LTD F	**719.0000**	**49.1500**	**35,338.85**	**<1%**	**20,985.63**	**1.79%**	**632.72**
SYMBOL: PNR	719.0000	19.9627	14,353.22	06/15/09	20,985.63	1295	Long-Term
PFIZER INCORPORATED	**2,700.0000**	**25.0793**	**67,714.11**	**<1%**	**327.51**	**3.50%**	**2,376.00**
SYMBOL: PFE	2,700.0000	24.9580	67,386.60	09/25/12	327.51	97	Short-Term
PHILLIPS 66	**1,000.0000**	**53.1000**	**53,100.00**	**<1%**	**29,736.84**	**1.88%**	**1,000.00**
SYMBOL: PSX	1,000.0000	23.3631	23,363.16	12/28/09	29,736.84	1099	Long-Term
STATE STREET CORP	**2,300.0000**	**47.0100**	**108,123.00**	**<1%**	**6,103.42**	**2.04%**	**2,208.00**
SYMBOL: STT	13.0000	44.3576	576.65	03/14/12	34.48	292	Short-Term
	28.0000	44.3678	1,242.30	03/14/12	73.98	292	Short-Term
	29.0000	44.3579	1,286.38	03/14/12	76.91	292	Short-Term
	30.0000	44.3490	1,330.47	03/14/12	79.83	292	Short-Term
	100.0000	44.3480	4,434.80	03/14/12	266.20	292	Short-Term
	100.0000	44.3480	4,434.80	03/14/12	266.20	292	Short-Term
	100.0000	44.3498	4,434.98	03/14/12	266.02	292	Short-Term
	100.0000	44.3580	4,435.80	03/14/12	265.20	292	Short-Term
	100.0000	44.3580	4,435.80	03/14/12	265.20	292	Short-Term
	100.0000	44.3580	4,435.80	03/14/12	265.20	292	Short-Term
	100.0000	44.3580	4,435.80	03/14/12	265.20	292	Short-Term
	100.0000	44.3580	4,435.80	03/14/12	265.20	292	Short-Term
	200.0000	44.3580	8,871.60	03/14/12	530.40	292	Short-Term
	300.0000	44 3580	13,307.40	03/14/12	795.60	292	Short-Term
	400.0000	44.3680	17,747.20	03/14/12	1,056.80	292	Short-Term
	500.0000	44.3480	22,174.00	03/14/12	1,331.00	292	Short-Term
Cost Basis			*102,019.58*				
TE CONNECTIVITY LTD F	**1,700.0000**	**37.1200**	**63,104.00**	**<1%**	**14,485.70**	**2.26%**	**1,428.00**
SYMBOL: TEL	1,700.0000	28.5990	48,618.30	06/02/10	14,485.70	943	Long-Term

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
TYCO INTL LTD NEW F	**3,000.0000**	**29.2500**	**87,750.00**	**<1%**	**47,574.35**	**2.05%**	**1,800.00**
SYMBOL: TYC	3,000.0000	13.3918	40,175.65	06/15/09	47,574.35	1295	Long-Term
U S BANCORP DEL NEW	**3,000.0000**	**31.9400**	**95,820.00**	**<1%**	**579.00**	**2.44%**	**2,340.00**
SYMBOL: USB	3,000.0000	31.7470	95,241.00	12/13/12	579.00	18	Short-Term
YAHOO INC	**2,300.0000**	**19.9000**	**45,770.00**	**<1%**	**1,092.50**	**0.00%**	**0.00**
SYMBOL: YHOO	100.0000	19.4250	1,942.50	12/13/12	47.50	18	Short-Term
	900.0000	19.4250	17,482.50	12/13/12	427.50	18	Short-Term
	1,300.0000	19.4250	25,252.50	12/13/12	617.50	18	Short-Term
Cost Basis			*44,677.50*				
Total Equities	[illegible]		① [illegible]	[illegible]	[illegible]		35,122.72
		Total Cost Basis	② [illegible]				

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
FEDERATED TOTAL RETURN ◊ BOND FD SS SYMBOL: FTRFX	18,335.7710	11.4300	209,577.86	2%	11.37	208,396.27	1,181.59

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Investment Detail - Mutual Funds (continued)

Bond Funds (continued)	**Quantity**	**Market Price**	**Market Value**	**% of Account Assets**	**Average Cost Basis**	**Cost Basis**	**Unrealized Gain or (Loss)**
LOOMIS SAYLES BOND FUND ◊ CL I SYMBOL: LSBDX	11,032.8230	15.1200	166,816.28	1%	13.69	150,995.78	15,820.50
PIMCO TOTAL RETURN FUND ◊ INSTL CL SYMBOL: PTTRX	14,045.5850	11.2400	157,872.38	1%	10.94	153,683.38	4,189.00
VANGUARD INFLATION ◊ PROTECTED SECURITIES FD SYMBOL: VIPSX	8,290.0940	14.5300	120,455.07	1%	11.73	97,205.83	23,249.24
VANGUARD INTERM TERM ◊ INVESTMENT GRADE ADMIRAL SHARE SYMBOL: VFIDX	21,702.4220	10.3200	223,969.00	2%	9.13	198,163.81	25,805.19
VANGUARD SHORT TERM ◊ INVESTMENT GRADE FUND ADMIRAL SYMBOL: VFSUX	23,368.5850	10.8300	253,081.78	2%	10.66	249,201.26	3,880.52
VANGUARD TOTAL BD MKT ◊ INDEX SIGNAL SYMBOL: VBTSX	20,026.3220	11.0900	222,091.91	2%	10.71	214,456.96	7,634.95
[illegible]	[illegible]		[illegible]	12%		[illegible]	[illegible]

Equity Funds	**Quantity**	**Market Price**	**Market Value**	**% of Account Assets**	**Average Cost Basis**	**Cost Basis**	**Unrealized Gain or (Loss)**
ARTISAN INTL VALUE FUND ◊ SYMBOL: ARTKX	7,753.6430	30.3800	235,555.67	2%	22.90	177,559.88	57,995 79

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Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
COLUMBIA ACORN FUND ◊ CL Z SYMBOL: ACRNX	12,360.6890	30.4500	376,382.98	3%	28.03	346,465.74	29,917.24
GABELLI SMALL CAP GROWTH ◊ FUND CL AAA SYMBOL: GABSX	16,066.6750	36.6600	589,004.31	5%	26.67	428,487.60	160,516 71
LAUDUS GROWTH INVESTORS ◊ U S LARGE CAP GROWTH FD SYMBOL: LGILX	64,046.5660	14.4200	923,551.48	8%	11.47	734,620.12	188,931.36
MANNING & NAPIER INTL ◊ SERIES CL S SYMBOL: EXITX	38,113.2430	8.7000	331,585.21	3%	7.46	284,140.51	47,444.70
MATTHEWS PACIFIC TIGER ◊ FUND SYMBOL: MAPTX	17,828.6680	24.4200	435,376.07	4%	13.98	249,290.62	186,085.45
PERKINS MID CAP VALUE T ◊ SYMBOL: JMCVX	15,363.7430	21.3400	327,862.28	3%	21.74	334,016.32	(6,154.04)
PIMCO ALL ASSET INSTL CL ◊ SYMBOL: PAAIX	28,399.7550	12.5800	357,268.92	3%	11.94	339,016.98	18,251.94
SCOUT INTL FD ◊ SYMBOL: UMBWX	21,747.0720	33.3500	725,264.85	7%	24.16	525,321.93	199,942.92

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Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
VANGUARD INTL EXPLORER ◊ INVESTOR SHARE SYMBOL: VINEX	20,269.7250	14.7100	298,167.65	3%	8.21	166,438.11	131,729.54
Total Equity Funds	249,949.7790		4,600,019.42	49%		3,585,357.81	1,014,661.61
Total Mutual Funds	[illegible]		① 5,953,884.70	58%		② 4,857,461.10	1,096,422.60

Investment Detail - Other Assets

Other Assets	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
ISHARES MSCI AUS IDX FD	**2,500.0000**	**25.1400**	**62,850.00**	**<1%**	**7,850.00**		
AUSTRALIA INDEX FUND	2,500.0000	22.0000	55,000.00	12/15/11	7,850.00	382	Long-Term
SYMBOL: EWA							
ISHARES MSCI CDA IDX FD	**3,000.0000**	**28.4000**	**85,200.00**	**<1%**	**8,580.00**		
CANADA INDEX FUND	3,000.0000	25.5400	76,620.00	12/15/11	8,580.00	382	Long-Term
SYMBOL: EWC							
ISHARES S&P 500 GROWTH	**4,500.0000**	**75.7400**	**340,830.00**	**3%**	**71,237.70**		
S&P 500 GROWTH INDEX FD	900.0000	59.9090	53,918.10	10/03/11	14,247.90	455	Long-Term
SYMBOL: IVW	900.0000	59.9090	53,918.10	10/03/11	14,247.90	455	Long-Term
	900.0000	59.9090	53,918.10	10/03/11	14,247.90	455	Long-Term
	1,800.0000	59.9100	107,838.00	10/03/11	28,494.00	455	Long-Term
Cost Basis			*269,592.30*				

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Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
ISHARES TR DJ US TELECOM	**5,000.0000**	**24.2600**	**121,300.00**	**1%**	**22,000.00**		
DOW JONES U S TELECOMMUN	1.0000	19.8600	19.86	12/16/09	4.40	1111	Long-Term
SECTOR INDEX FUND	151.0000	19.8600	2,998.86	12/16/09	664.40	1111	Long-Term
SYMBOL: IYZ	247.0000	19.8600	4,905.42	12/16/09	1,086.80	1111	Long-Term
	2,032.0000	19.8600	40,355.52	12/16/09	8,940.80	1111	Long-Term
	2,569.0000	19.8600	51,020.34	12/16/09	11,303.60	1111	Long-Term
Cost Basis			*99,300.00*				
POWERSHS EXCH TRAD FD TR	**15,000.0000**	**62.4300**	**936,450.00**	**8%**	**189,613.50**		
POWERSHARES FTSE RAFI	15,000.0000	49.7891	746,836.50	08/03/10	189,613.50	881	Long-Term
US 1000 PORTFOLIO							
SYMBOL: PRF							
SECTOR SPDR FINCL SELECT	**9,900.0000**	**16.3900**	**162,261.00**	**1%**	**43,177.80**		
SHARES OF BENEFICIAL INT	8,500.0000	11.3600	96,560.00	10/03/11	42,755.00	455	Long-Term
SYMBOL: XLF	1,400.0000	16.0880	22,523.20	12/13/12	422.80	18	Short-Term
Cost Basis			*119,083.20*				
SECTOR SPDR INDL SELECT	**3,300.0000**	**37.9000**	**125,070.00**	**1%**	**3,795.00**		
SHARES OF BENEFICIAL INT	3,300.0000	36.7500	121,275.00	07/20/11	3,795.00	530	Long-Term
SYMBOL: XLI							
VANGUARD MSCI EMERGING	**3,800.0000**	**44.5300**	**169,214.00**	**2%**	**22,613.80**		
MARKETS ETF	3,800.0000	38.5790	146,600.20	06/27/12	22,613.80	187	Short-Term
SYMBOL: VWO							
VANGUARD VALUE	**10,000.0000**	**58.8000**	**588,000.00**	**5%**	**168,441.00**		
SYMBOL: VTV	4,100.0000	41.9500	171,995.00	12/17/08	69,085.00	1475	Long-Term
	5,900.0000	41.9600	247,564.00	12/17/08	99,356.00	1475	Long-Term
Cost Basis			*419,559.00*				

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Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
WISDOMTREE TRUST	**2,900.0000**	**56.7100**	**164,459.00**	**1%**	**25,480.60**		
SMALLCAP EARNINGS	100.0000	55.0600	5,506.00	05/12/11	165.00	599	Long-Term
SYMBOL: EES	100.0000	55.2200	5,522.00	05/12/11	149.00	599	Long-Term
	100.0000	55.2500	5,525.00	05/12/11	146.00	599	Long-Term
	100.0000	55.3100	5,531.00	05/12/11	140.00	599	Long-Term
	100.0000	55.3400	5,534.00	05/12/11	137.00	599	Long-Term
	200.0000	55.2600	11,052.00	05/12/11	290.00	599	Long-Term
	1,000.0000	41.5660	41,566.00	10/03/11	15,144.00	455	Long-Term
	1,200.0000	48 9520	58,742.40	12/15/11	9,309.60	382	Long-Term
Cost Basis			*138,978.40*				
Total Other Assets	59,900.0000		① 2,755,634.00	25%	582,789.40		
		Total Cost Basis:	② 2,192,844.60				

Σ ① FMV OF SECURITIES: $10,607,895

Σ ② BOOK VALUE: $8,329,350

ATTACHMENT A

The Burning Foundation

APPLICATION GUIDELINES

Foundation Policies

We will support:

- Environmental 501(c)(3) groups throughout Washington and Oregon who meet the stated areas of interest.
- Nonprofit 501(c)(3) groups in Washington state that meet the stated areas of interest regarding teen pregnancy prevention.
- Grants are made for general operating expenses and/or special projects.
- **Multi-Year Policy**:
  Groups who have received Burning funding for 3 out of 5 previous years may apply for a 3-year grant. Trustees may select one or two each funding cycle, based on an effective track record and a clear, achievable plan for future accomplishments. $20,000 year one, $20,000 year two, less than $20,000 year three. Trustees will make a site visit to each multi-year applicant accepted for consideration. An annual report is required, but in years 2 and 3 a brief update letter and budget summary will substitute for a pre-application and full proposal. (See Application Procedure, #4, below.)

We will *NOT* support:

- Requests for research projects or scholarships.
- Book, video, film, or web productions, unless the production is an essential component of the funded project.
- Requests from schools, universities, or their fundraising affiliates.
- Computer, software, or office equipment purchases.
- Programs related to energy conservation, alternative energy, nuclear waste, toxics, or global warming.
- Land/property purchase, or capital campaigns for building construction or renovations.
- Requests related to gardening programs, or the creation or renovation of urban or community parks.
- We no longer accept proposals for environmental education programs
- general youth and teen parenting programs which do not include a strong component or focus on reducing teen pregnancy

Average grant size: $5,000 to $12,000. Approximately $400,000 is granted each year.

Application Procedure

Please submit all narrative and budget information in hard-copy form by mail (two copies), **as well as** electronically via e-mail to BurningFoundation@gmail.com. One set of supplemental information may be included only with the hard-copy mailing.

1. **If you are a new applicant to the Foundation, or have not received a grant in two of the previous three years:**

Please provide a letter of interest by the dates indicated below. (Received, not postmarked.) Mail two copies, each set stapled. Also send one copy via e-mail to BurningFoundation@gmail com. (If the email consists of more than one document make sure that each separate document is titled with the name or acronym of your organization.)

You will be notified whether the trustees will be requesting a full proposal, or whether your request has been declined.

The letter of interest should include the following information:

- Narrative -- a one or two-page letter describing the project for which you are seeking support.
- Explain any relationship with sponsoring or coalition organizations.
- Attach a brief project budget and your current annual organizational budget - actual and projected income and expenses. (If the project is sponsored by a larger organization, include that organization's income/expense budget as well.)
- Contact information: name, title, address, phone, email.

2. **If you <u>have</u> received a grant at least twice within the last three years:**

You may skip the pre-application process, and submit a full proposal at the deadline indicated below. However, we want to know how many groups will be submitting a full proposal - therefore please send an e-mail to BurningFoundation@gmail.com by the pre-application deadline indicating your intent to apply, with the following information provided in an attached document:

- name of the organization
- one paragraph description of project
- requested grant amount
- contact information (name, title, address, phone, email)

You will not receive a written acknowledgement of this intent to apply – simply provide a full proposal by the appropriate deadline. (See #3 below.)

3. **Full Proposals requesting one-year support**

- *Narrative,* not to exceed four pages. Clearly describe the strategies your project or organization will use to address the proposed issues. Explain why your approach was selected. Describe your organization's special niche in your community. Discuss the general work-plan for the one-year grant period, and how you will evaluate the success/effectiveness of your project. If you are describing a particular geographical area, please include either a map or a clear description of the area's location. Explain any relationship with sponsoring or coalition organizations.
- *Budget summary.* For general operating support, submit a current year organizational budget (actual & projected sources of income). If you are requesting project support, provide a budget for both the project and the larger organization. Also submit the previous year financial statements, indicating actual year-end figures for both income and expenses. If there is an increase of 15% or higher in any income category (foundations, corporations, events etc.) between last year's actual figures and this year's budgeted figures, please explain your strategies to reach the income goal.
- *Supplemental:* A copy of the following: IRS 501(c)(3) notification letter, list of Board members and their associations, and optional additional information: newsletters, press coverage, brochures.

4. **Multi-Year Proposals**

Eligible applicants: Groups who have received Burning funding for 3 out of 5 previous years) (Please submit by mail <u>two</u> copies of the narrative and budget, stapled into two packets. Include <u>one</u> set of the IRS letter, Board list, and any attachments. Provide one copy via e-mail.

- **Narrative,** not to exceed four pages, describing goals, strategies, and workplan for the three year grant period. Also provide a proposed budget for the three year period, including likely sources of funding. As only one or two groups will be selected, we also want to be clear about your request for single-year funding - therefore please attach a very brief one-page description (bullet-point summary okay) of the amount you would request and how you would use a single-year grant.
- **Supplemental:** A copy of the following: IRS 501(c)(3) notification letter, list of Board members and their associations, and optional additional information: newsletters, press coverage, brochures.
- **Due-date:** Instead of submitting a brief pre-application, full multiyear proposals are due at the pre-application deadline. If your project is not selected for multi-year consideration, the one-page summary of a one-year project will serve as a pre-application letter. All multi-year applicants will automatically be considered for funding when trustees review full proposals. Current multi-year grantees should submit a brief year-end update letter and budget summary at the pre-application deadline in lieu of a full proposal.
- **Years 2 and 3:** Please submit a brief year-end report (including actual year-end budget) at the full proposal deadline. Trustees will review this report prior to allocating funding for years two and three.

When to Apply

Both hard-copy materials and e-mail attachment copies must be **received** by the following deadlines, so please mail accordingly. (Regular delivery mail, please, not requiring a signature.) Incomplete applications will be forwarded to the next funding cycle pending receipt of missing materials. Staple and/or clip all materials into a single packet. Remember to send your narrative and budget information via e-mail to BurningFoundation@gmail.com.

	Letters of Interest	Full Proposals	Grants Announced
Spring Cycle	3rd Wed. of Jan.	1st Wed. of March	1st Wed. of May
Fall Cycle	3rd Wed. of Aug.	1st Wed. of Oct.	4th Wed. of Nov.

Foundation Contact

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